

Empire of Chivalry and Steel, Inc.
Minutes for the June 15, 2019
Imperial Estates Meeting

1) Roll Call

- a) Board of Directors (Counts for Quorum)
 - i) President - Michael Gilmore **Present**
 - ii) Vice President – Roy Quante **Present**
 - iii) Secretary - Vacant
 - iv) Treasurer - Jayde Gilmore **Present**
 - v) Sergeant at Arms - Steven Owens **Present**
- b) Non-Landed (Does not count for Quorum)
 - i) Imperial Peer: Dame Emlyn Vigamor Enke Ulfhud **Absent**
 - ii) Imperial Peer: Baroness Dame Ginevra della Cascata **Proxy**
 - iii) Imperial Peer: Baroness Dame Kyrie Mc Kay **Present**
 - iv) Imperial Peer: Earl Sir Vladimir Tolos **Present**
 - v) Imperial Peer: Baron Sir Otto de Bear **Present**
 - vi) Imperial Peer: Al-Amir al-Faris Mikha'il Ibn 'Abdullah al-Nur al-Din **Absent**
 - ~~vii) Imperial Peer: Earl Sir Gaelen O'Flaherty *Resigned from the ECS*~~
 - viii) Imperial Peer: Baron Sir Paul de Marseilles **Proxy** (Called in about halfway through)
 - ix) Imperial Peer: Lord Sir Richard "Rabbit" Kirk **Proxy**
 - x) Imperial Peer: Baron Sir Dae Nadel von Wermacht **Present**
 - xi) Imperial Peer: Contessa Dame Valdis Hertogafru **Present**
 - xii) Imperial Peer: Earl Sir Ian Michael Pact **Present**
 - xiii) Imperial Peer: Lord Sir Adon von Hesser **Absent**
 - xiv) Imperial Peer: Viscount Sir Gerrit Kendal **Proxy**
 - ~~xv) Imperial Elector: Baroness Dame Anne of Brackley *Resigned from the ECS*~~
 - xvi) Imperial Peer: Contessa Dame Megana Vite *Inadvertently omitted.*
- c) Landed (Counts for Quorum)
 - i) Kingdom of Galandor - (Counts as three votes)
 - (1) Regent Sir Kheldar **Present**
 - ii) Kingdom of Vega - (Counts as three votes)
 - (1) HRM Earl Sir Vladimir Tolos VI **Present**

2) Officer Reports:

- a) Imperial Minister of Combat - Stacy Diegel
 - i) *New weapons styles have helped get prospective fighters on the field at demos, etc., Big help to PSV recruitment. Synthetic weapons going well, no injury reports. Requests any suggested changes*
- b) Imperial Minister of Rolls – Steven Owens
 - i) *Just received update from Galandor for up to 2019 points. Best for Vega is a 2016 Rolls report. Working to update Vega.*
- c) Imperial Minister of Arts and Sciences - Vacant
- d) Imperial Minister of the Exchequer - Jayde Gilmore
 - i) *Galandor accounts have been closed and rolled into Imperial. Vega account ownership is an obstacle but Jayde is working on it. Account balances not available.*
- e) Imperial Minister of the Sovereign of Arms - Vacant
- f) Imperial Minister of the Web - Katrina Alera

- i) *Imperial Website update in progress. Requests admin access to the Facebook groups. Terra Norte does not have a page. Kheldar to email a zip file of Galandor's backup web files*

3) Announcements

- a) *Mike Gilmore: Plan is to return to once annual IE meetings. Items on agenda will make changes to the nature of the group. We cannot continue on the every six month with partial participation to "limp along."*

4) Old Business

5) New Business

- a) The club is suffering from a lack of leadership. The BoD has identified four possible solutions:
 - i) Option 1: open the board office requirements to anyone who has been in the club for a certain amount of time, instead of the knighthood requirement (2 or 3 years maybe?).
*Discussion: Mike: suggestion for the BoD to appoint the next BoD. Steve: Suggestion that someone appointed to the BoD must have a minimum requirement, someone we know (achieved a certain rank, time in the club, etc.). Stacy: Option 1 is the most tasteful. The board has to exist for us to exist. We have to have 7 people in order to exist. We have to trust the BoD to appoint someone suitable. Diana: Can we appoint someone if there's an existing BoD member to mentor?
Amend Option 1 to say: If there are no candidates that meet the minimum requirements, the Board of Directors may appoint someone at their discretion.*
 - ii) Option 2: mandatory service. If you are a knight, you have to serve if we need you.
Discussion: None
 - iii) Option 3: if we don't have a functioning board, we don't have a club. Dissolve the ECS per the clause in the Corporate Bylaws.
Discussion: Roy: Capella has discussed this over the last two months. This is Capella's choice. They can form a Non Profit in Utah with fewer volunteers and less costs to form and continue. Steve: Supports Option 3 with 4 as an option. The ECS has been dead for many years. Concerns with lifetime members as deadweight. Stacy: Commentary re the Empire being cooked vs. individual chapters. Do we make an effort to continue as a group, or do we divide and continue individually? Diana: Concerns about legal ramifications. Mike: Corporate bylaws have been updated. (Discussion regarding insurance coverage). Stacy: (Discussion of Corporate Bylaws updates).
 - iv) Option 4: Merge with a different group.
Discussion: Roy: Any individual can go to any group they want to. (Discussion of Adrian & Umbrian Empires). Steve: This is a merge concept, not an idea to give property to another organization. Concerns re: poisoning the well. Effort is to protect people's points and titles. Discussion re definitions of merge.

Rationale: We need 7 knights to fill the Board of Directors and Sovereign roles in order to be a functioning club. The BoD Secretary is currently vacant. Galandor is currently ruled by a triumvirate with a regent. Something needs to be done.

Submitted by: Jayde Gilmore

Vote: Option 1: 12 Option 2: 0 Option 3: 6 Option 4: 0

OPTION 1 Passed

- b) Cross Membership with the Adrian Empire
 - i) Allow members of the Adrian empire cross join with the ECS.
 - (1) All non-landed Adrian Empire titles will be recognized.
 - ii) Adrian Empire Knighthood recognition.
 - (1) Standard ECS membership fees are required.
 - (2) Knighthood (and type) in the Adrian must be verified.
 - (3) The prospective Adrian Knight will be granted all points (class, list, etc.) required to equal First level of the knighthood in the ECS.
 - (4) Peer Circle will not be required.
 - iii) Adrian Empire non-landed titles.
 - (1) Standard ECS membership fees are required.
 - (2) All non-landed Adrian Empire titles will be recognized.
 - (3) Adrian Empire non-landed titles must be verified.

Rationale:

Let return the favor that Adrian Empire grants us and let encourage cross play.

Note:

Please be advised that the Adrian Empire at this time will allow ECS members cross join up to First level Knighthood (Arts, Combat and Ministry) and non-landed titles. Standard Adrian membership fees required. No Peer Circle is required, and all points will be granted to first level. Points must be verified.

Submitted by: Baron Sir Coronata MacMurin

Discussion: Mike: OK with all of it except the no-peer circle clause. Allows us quality control.

Diane: Agrees with Mike. Proposed friendly amendment to strike ii.4. *Steve:* What about a 1 year probationary period? *Stacy:* Concerns about Adria's bylaws & mission statement to absorb the ECS. Just because Adria allows cross play doesn't mean we should. *Kheldar:* agrees re no-peer circle. *Steve:* Please don't interrupt. Appalled by accusation re absorb ECS, defense of Adrian Empire's knights.

Vote: Item withdrawn

- c) The Nuclear Option
 - i) Instructions to the Board of Directors if the ECS ceases to exist.
 - (1) Each region of the Empire will pick up to three 501(c)3 non-profit organization that the region funds will be donated, in the event that the ECS ceases to exist.

Rationale:

The Empire is at an all-time membership low, we need to prepared for its possible death.

Submitted by: Baron Sir Coronata MacMurin

Discussion: Jayde: Very similar clause exists in Corporate Bylaws. *Otto:* This option is premature. Should we table? *Steve:* Goal is to fulfil the will of each chapter. Accepts table.

Vote: Item Tabled

- d) Demotions and number changes.
 - i) The Kingdoms of Galandor and Vega lifetime statehood should be revoked.
 - ii) The Kingdom membership requirement for should be changed from 125 to 75. (C3A)
 - iii) The Principality membership requirement should be changed from 75 to 50. (C4A)

- iv) A principality must have been a Duchy for at least one year.
- v) The Duchy membership requirement should be changed from 50 to 25. (C4B)
- vi) A Duchy must have been a March for at least one year.
- vii) The March membership requirement should be changed from 25 to 10. (C4C)
- viii) Change (C3) to read A new Kingdom or Principality must have the permission of the Imperial Estates to form.
- ix) Allow Principalities to answer directly to the Imperial Estates, as Kingdoms do, and not subject to a Kingdom.
- x) Allow Duchy to answer directly to the Imperial Estates, as Kingdoms do, and not subject to a Kingdom or Principalities.

Option: allow Galandor's and Vega's lifetime statehood be demoted to Principality.

Rationale:

Let's rearrange our number to the realities of actual membership numbers and promote growth.

Notes:

We should not rest on our laurels, and be honest, no kingdom has existed in the empire for many years.

Submitted by: Baron Sir Coronata MacMurin

Discussion: Jayde: Clarification question: Do ix & x include allowing territorial leader a vote on the IE? Steve: It would. That can be tabled. Clauses allow for separation of Kingdoms and Principalities or Duchies. Mike: Does that mean they have no legal authority until they get to BoD? Steve: Yes. Stacy: Separate line i? Steve: Agree. Diana: Didn't we already do this? Stacy: Yes, but info was lost before updates. Mike: Need to maintain Statutory Agent in Arizona. Stacy: Without kingdoms we have no club. Bylaws require both sovereigns and BoD. BoD can only affect mundane issues. We have to have at least one Kingdom. Steve: The Principalities would suffice. Mike: Not as our rules stand. Kingdom has mundane legal authority. Stacy: We have to change our rules in order for the Principalities to be legal authority. We're only changing the names. Diana: Can we table item i? Steve: Move to last clause for vote instead.

Discussion on ii-x: Mike: Concerns re malfeasance. Kingdom has better oversight for Principality/Duchy than BoD does. Stacy: OK with changing numbers. Other changes require an entire rewrite of the LI. Jayde: Amend to move ix & x to separate item? Steve: OK. Diane: viii should be included. Jayde & Steve agree.

Discussion on ii-vii: Steve: rebuttals to what's previously been said: Finance argument is not good. LI does not need to be rewritten. Mike agrees that it was just an example and is not correct. Apologizes. Paul joins and moves to vote.

Discussion on viii-x: Steve: Please strike x. Agreed.

Discussion i: Stacy: Friendly amendment to only consider revoking Vega's statehood. Jayde: Would having 1 year grace period change your opinion? Stacy: This question is directed to Steve. Can we amend to only consider Vega? Steve: Withdraw the proposal.

Vote: Items ii-vii: Pass, 16 yes 1 nay.

Items viii-x: Fail, yes 3, 14 nay

Item i: Withdrawn.

- e) Rights of Regions self-determination.
 - i) Allow each region self-determination.
 - ii) Each March and Duchy have the right to choose which region they are part of.
 - iii) Upon a 60% plus one vote the region (March/Duchy) may choose to leave the current Principality or Kingdom and Join another Principality or Kingdom (If said region wants them).
 - iv) The Imperial Estate can enforce a 6 month stay (Allow the region to settle any issues).
 - v) This is allowed if this affects the status of the region they are leaving.

Submitted by: Baron Sir Coronata MacMurin

Discussion: Diana: Should we discuss this later? Or is it because of a specific issue? Jayde: This is a properly submitted item and should be heard. Steve: There is no specific issue. Steve: Table amendment is rejected.

Vote: Pass, Yes 11, Nay 5.

- f) Simplification of Points
 - i) Remove all class requirements from knighthood.
 - ii) Abolish all Peer Circles
 - iii) Knighthood (all levels) are automatically granted upon verification of points.
 - iv) Must be posted 60 days prior to the Knightly Ceremony.
 - v) Any objection to the members knighthood must be posted at-least 30 day before the Knightly Ceremony. Hold a court of chivalry or hold your peace.
 - vi) Divide all current points by 10 (rounding up), also divide all requirements by 10.
 - vii) Upon completion of point division (see above) point will be earned in the following way.
 - (1) A member can earn up-to 1 point per area per event:
 - (a) Arts
 - (i) 1 Art point in up to 3 categories
 - (ii) 1 War / Feast point
 - (b) Combat
 - (i) 1 Shinai point
 - (ii) 1 Rapier point
 - (iii) 1 Synthetic point
 - (iv) 1 Steel point
 - (v) 1 War point
 - (c) Ministry
 - (i) 1 to 2 Ministry Point
 - (ii) 1 War / Feast point
 - (d) Officer may earn 1 to 2 point per month.
 - (e) A member may earn a Maximum 2 point per month in each combat or arts category, regardless of the number event or offices attended / held.
 - (f) A member may earn no more the 5 ministry point per month.
 - (g) A member may earn only 1 Knightly List, Ministry Project or Master Work in a month.
 - (h) Add the column Synthetic to rolls list.

Rationale:

Simplification is a wonderful thing.

Submitted by: Baron Sir Coronata MacMurin

Discussion: Steve: Can we move this to a committee, preferably each kingdom's rolls officers?

System is backed up. Stacy: In favor, Steve, let's talk.

Vote: Item withdrawn. Directions given to the kingdoms to form a committee with BS Coronata MacMurin.

- g) I would like to suggest a simplification of roles in our organization in order to:
- i) reduce the redundancy of multiple people doing the same work
 - ii) things getting lost in the confusion of where imperial and kingdom level responsibility scope begins and ends
 - iii) make the governing system more approachable for new and old alike
 - iv) it would take fewer volunteers needed to run the ECS smoothly
 - v) how we could reduce on roles needed (this does not talk or touch on the territory level):
 - vi) Board of Directors level:
 - (1) President
 - (2) Vice President
 - (3) Treasurer
 - (4) Secretary
 - (5) Sgt of Arms (This role should be discussed)
 - vii) Imperial level:
 - (1) Roles and Lists
 - (2) Web Minister
 - (3) Sovereign of Arms (responsible for approving heraldry)
 - (4) Minister of Combat
 - viii) Kingdom level:
 - (1) Queen/King
 - (2) Chronicler
 - (3) Hospitaller
 - (4) Exchequer
 - (5) Minister of Arts
 - (6) Minister of Combat

Rationale:

We are facing the collapse of Galandor. We are also facing a problem with many roles in our Kingdom and Imperial/BOD levels going unfilled.

Further Notes: It is understood that combining some roles would increase the burden on those roles. I would further suggest improving our work-flow by finding technological alternatives to

reduce the burden on some roles. We are in a technological age that some things could potentially be automated. For instance:

- ✧ In the website re-design, if we could improve the capturing (and safely storing) of membership renewal information (name + territory), we could potentially get a list of who is currently a member or not for each territory in an up-to-date-to-the-minute report format. This would reduce the burden on Imperial Roles and Lists.
- ✧ We could improve on our digital cataloging on heraldry, perhaps making it searchable so that the Sovereign of Arms could have an easier time verifying a coat of arms hasn't been used.
- ✧ The Kingdom of Vega website needs a complete overhaul as well. If we combine the webminister role, that is less overhauling overall. We could eliminate the Kingdom website, and we could add a section to Imperial website for each Kingdom and perhaps territory. I can have as many Kingdom web pages as the Kingdom might like, but it would all have the same theme and all the information could be found under one site.
- ✧ Maybe there could be a way to submit paperwork for your event for points through the website, whether you would submit the document and it would post to a google drive or if it would be an actual form that you would fill out. Make it easier for keeping track of points and original paperwork would all be in one place for the current exchequer and any new exchequers.

Submitted by: Marquessa Zara de la Strega

Discussion: Diana: Likes it. Discuss other officers that could be removed. Jayde: Pushed back on removal suggestions. Diana: Concerns re points going through too many levels. Redundancy causes issues with points. Jayde: This removes the rights of the territorial leaders to give points. Diana: disagrees. Courtney: Discussion of differences between Kingdom and Imperial rolls. Stacy: OK with reducing numbers of officers. Number of officers does not contribute to points problem, points problem is due to specific people not doing their jobs. Reiterates which officers are necessary to club functioning. Mike: Suggests withdraw and move to committee. Kat: Agrees with withdrawal. Concerns regarding redundancy.

Vote: Item withdrawn.

- h) Add the following Imperial Policy, to be numbered B. 28:
 - i) Whereas it is organizationally necessary to have a Statutory Agent in the state of Arizona, if there are no members of the Empire of Chivalry and Steel who reside in the state of Arizona and are willing to serve as Statutory Agent and perform the duties required by the state of Arizona, the Board of Directors will contract with a Statutory Agent Service to act as a Statutory Agent and their fee shall be deducted from the coffers of the Kingdom of Galandor. If the Kingdom does not have the funds to cover said fee, the fee shall be deducted from the territories of Galandor in order of precedence.

Rationale: Imperial Policy B.1 grants Galandor statehood for life for organizational reasons. It is also organizationally necessary to have a Statutory Agent who resides in the state of Arizona.

Submitted by: Michael Gilmore, President of the Board of Directors

Discussion: Diana: Can we just move organization to Nevada? Jayde: No, we have to dissolve and re-form, would cost around \$1000. Diana: How much would a statutory agent cost? Jayde: Unsure. Paul: Less than \$120/year per state. Cost should be deducted from account with most money. Jayde: There's only one account, funds would be deducted from a ledger entry. Mike: What does Galandor think? Kheldar: What is involved with Statutory Agent? Jayde: Fill out a form and pay the fee.

Vote: Pass, 16 yes, 0 no, 1 abstention

6) Discussion

- a) Why is it that people on the Imperial level who are local to the Kingdom are making decisions about the Kingdom but are never seen at events? – *Regent Kheldar*

Discussion: Mike: This is a serious issue that affects each kingdom, but not the Imperial Estates. IE does not have events, only kingdoms. This is an inappropriate venue. Do the kingdoms feel this needs to be discussed at the IE? Stacy: Should Kings talk offline? Kheldar: Yes. Diana: We feel this is about lifetime members giving proxies and skewing issues. Stacy: Agree. Suggests Diana write an amendment.

Item withdrawn.

- b) Otto: Lifetime memberships are a problem. Can we legally get rid of them? Mike: Yes, because there's no mundane value. Stacy: We can backdate to the full 10 years. If you have 2 years remaining, you get 2 years free membership.

Adjourned