

Empire of Chivalry and Steel, Inc.
Minutes for the January 4, 2020
Imperial Estates Meeting
Called to Order 12:05, Pacific time

1) Roll Call

a) Board of Directors (Counts for Quorum)

President - Michael R. Gilmore - P

Vice President – Roy Quante - P

Secretary – Jennifer “Jayde” E. Gilmore (acting) - P

Treasurer – Kelley A. Clements - P

Sergeant at Arms - Vacant

b) Non-Landed (Does not count for Quorum)

Imperial Peer: Dame Emlyn Vigamor Enke Ulfud - Px

Imperial Peer: Baroness Dame Ginevra della Cascata - Px

Imperial Peer: Baroness Dame Kyrie McKay - P

Imperial Peer: Earl Sir Vladimir Tolos - P (Sovereign)

Imperial Peer: Baron Sir Otto de Bear – P (BoD)

Imperial Peer: Al-Amir al-Faris Mikha'il Ibn 'Abdullah al-Nur al-Din - P

Imperial Peer: Baron Sir Paul de Marseilles - Px

Imperial Peer: Lord Sir Richard "Rabbit" Kirk - P

Imperial Peer: Baron Sir Dae Nadel von Wermacht - P

Imperial Peer: Contessa Dame Valdis Hertogafu – P (BoD)

Imperial Peer: Earl Sir Ian Michael Pact – P (BoD)

Imperial Peer: Lord Sir Adon von Hesser - A

Imperial Peer: Viscount Sir Gerrit Kendal - P

Imperial Peer: Contessa Dame Megana Vite - P

c) Landed (Counts for Quorum)

Kingdom of Galandor - (Counts as three votes)

Regent Sir Kheldar - P

Kingdom of Vega - (Counts as three votes)

HRM Earl Sir Vladimir Tolos VI - P

2) Officer Reports:

Imperial Minister of Combat: Stacy Diegel: *States he has received positive feedback on the new weapons, no negative feedback.*

Imperial Minister of Rolls: Vacant

Imperial Minister of Arts and Sciences: Vacant

Imperial Minister of the Exchequer: Jayde Gilmore: *States there is nothing new after the expense report posted to the Facebook page.*

Imperial Minister of the Sovereign of Arms: Vacant

Imperial Minister of the Web: Katrina Alera: *States she is working on the redesign and updating the armorial.*

3) Announcements:

Al-Amir al-Faris Mikha'il Ibn 'Abdullah al-Nur al-Din states he is still working on a new insurance policy for the organization.

4) Elections:

a) Board of Directors:

President:

Courtney L. Droessler volunteered and was elected

Vice President:

Diana Kottmeier Unanimously elected

Treasurer:

Kelley A. Clements Unanimously elected

Secretary: *Vacant*

Sgt. At Arms:

John "JT" Drews volunteered and was elected.

Outgoing Board of Directors: Michael R. Gilmore, Roy Quante, Jennifer "Jayde" E. Gilmore

Incoming Board of Directors: Courtney L. Droessler, Diana Kottmeier, Kelley A. Clements, John "JT" Drews

b) Imperial Officers:

Imperial Minister of Combat: ES Vladimir Tolos

Imperial Minister of Rolls: Marie Millette

Imperial Minister of Arts and Sciences:

Chloe Van Doorn, AKA Katherine Pact: Unanimously elected

Imperial Minister of the Exchequer: Kelley Clements

Imperial Minister of the Sovereign of Arms:

JT Drews, AKA Regent Sir Kheldar, unanimously elected

Imperial Minister of the Web:

Katrina Alera, AKA Marquessa Zara de la Strega: Unanimously elected

5) Old Business:

a) The Nuclear Option

a) 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*

b) **Baron Sir Coronata MacMurin is no longer a member of the ECS. The Corporate Bylaws includes the following:**

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.

Decision: Article VI will be amended as noted below in italics:

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. *as recommended by the regions of the E.C.S.*

Passed Unanimously

6) New Business

a) Changes to the LI: Change Sec. IV.C.2.a (responsibilities of the Kingdom/Territorial Minister of Combat) from:

a. Be responsible for issuing Fighter Authorization Cards;

To:

a. Be responsible for qualifying (and requalifying where necessary) fighters;

Rationale: *This brings the LI into alignment with current practices within the ECS.*

Submitted by: *Jayde Gilmore, Acting Secretary of the BoD. AKA CD Valdis Hertogafu*

Passed Unanimously

b) Changes to the LI: Strike Sec. IV.D.2.e (Responsibilities of the Kingdom/Territorial Minister of the Rolls):

a. The Kingdom officer shall issue Membership Numbers and Cards. Kingdom officers are will use numbers provided by imperial officer.

Add Sec. IV.D.1.e (Responsibilities of the Minister of the Rolls):

a. The Imperial officer shall issue Membership Numbers and notify the Kingdom officers. Kingdom officers are will use numbers provided by imperial officer.

Rationale: *This brings the LI into alignment with current practices within the ECS.*

Submitted by: *Jayde Gilmore, Acting Secretary of the BoD. AKA CD Valdis Hertogafu*

Passed Unanimously

- c) Changes to the LI: Add Sec. IV.I.3 (Ministry of the Web):
Official Facebook groups and Kingdom message boards are considered official publication with regards to event and document publication requirements.
Rationale: *This brings the LI into alignment with current practices within the ECS.*
Submitted by: *Jayde Gilmore, Acting Secretary of the BoD. AKA CD Valdis Hertogafu*
Secretary is instructed to make the change and include under Rights of Membership: *Access to all Facebook Groups and Boards appropriate to the individual's rank and title within the E.C.S.*
- d) Changes to the LI: Add Sec IV.I.1.c (Responsibilities of the Imperial Webminister):
The Imperial Webminister must have full Administrator capabilities on all official Facebook groups and message boards at all territorial levels.
Rationale: *This brings the LI into alignment with current practices within the ECS.*
Submitted by: *Jayde Gilmore, Acting Secretary of the BoD. AKA CD Valdis Hertogafu*
Secretary is instructed to make the change and include: *Except Peerage boards. All Peerage members are to be granted moderator status to their Peerage boards.*
- e) Changes to the LI: Change Sec. VI.B.1.b (definition of a War) from
An Official Event fielding at least ten (10) Combatants and attended by 70% or more of the paid members in a Subject Territory. At least ten of the Participants must be paid members.
To:
An Official Event attended by 70% or more of the paid members in a Subject Territory. At least ten of the Participants must be paid members.
Passed Unanimously
- f) Also change Sec. VI.I.2.b.ii (Definition of a War) from
70% of the paid members, but no less than ten (10) paid members of a Subject Territory; or,
To:
70% of the paid members of a Subject Territory; or,
Rationale: *With the population numbers of territories changed, it may be difficult for smaller territories to field 10 combatants. This still ties the War event to something attended by the majority of the territory.*
Submitted by: *Jayde Gilmore, Acting Secretary of the BoD. AKA CD Valdis Hertogafu*
Passed Unanimously
- g) Changes to the LI: From Sec VI.J.2.a.i.2 (Elevation to Knight Civil) and Sec VI.J.3.a.iii (Elevation to Knight Premier), strike the phrase "worth 35 to 50 points."
Rationale: *It is stated elsewhere in the LI that Ministry Projects do not earn points themselves, but rather the Project is awarded points normally. This brings the requirements for Knight Civil and Knight Premier into accordance with the rest of the LI.*
Submitted by: *Jayde Gilmore, Acting Secretary of the BoD. AKA CD Valdis Hertogafu*
Passed Unanimously

- h) Add LI section II.c.1.k: Participating members are defined as individuals who are physically at practices/tournaments or events within a 6 month period, when events are available.

Submitted by: *JT Drews, AKA Regent Kheldar, acting Crown of Galandor*

Tabled. A committee was formed to discuss this issue and prepare a proposal

- i) A written apology from the 2019 Board of Directors to the Empire of Chivalry and Steel for infringing and threatening the rights of paid, lifetime members. The public attempt to wrongfully take away their membership status is not recognized by the Imperium and these slighted members deserve to be shown by the Imperium that their respect and trust is desired in order to continue fostering the goals and values of the ECS.

Rationale: The reasoning for this apology is two-fold.

1. Memberships and Dues fall under the purview of the Imperial Estates.
 - a) Imperial Policy V within LI v. 18 states that the IE have say over what can be done with Lifetime membership monies. The IE may meet to reimburse Lifetime membership monies. I would even argue that the spirit of the policy would allow for the IE to reinstate Lifetime memberships.
 - b) Imperial Policy V, previously policy 21 in recent versions of the LI, was put in place by the IE. I am unable to find records of the meeting, but this policy was not in place until 2006. LI v. 13 which was published in 2005 does not have this policy. So this was new, put in place by the IE.
 - c) It was by a vote of the IE that raised Membership fees from \$25 to \$30. I am unable to find the records personally, but I was in attendance of that IE meeting. This would have been around 2003 – 2005. I remember it well because there was a lot of debate over the fact that the BoD at the time were not disclosing any money numbers that justified the increase. Regardless, it was an IE motion that raised the Membership Fees. So, the precedent has been set in multiple ways that Membership Dues fall under the purview of the IE, not solely by the BoD.
 - d) Besides the above examples, the following list of LI sections contain laws that have been put in place by the IE, thus solidifying the fact precedent is in place that places Membership Dues and Fees in the hands of the IE, and as such, cannot be changed solely by the BoD.
 - II, A (Membership Dues)
 - II, C (Membership Rights)
 - II, F (Expenditures, including raising Membership Dues by 2/3rds of Imperial Votes)
 - II, G (Debts and Fees)
2. If the BoD had gone through the proper channels to deal with the issue requiring them looking at removing the Lifetime Membership Option, no apology would be needed. Instead of properly announcing and documenting the proposal and decision, it was blatantly published on ECS pages without any warning or reasoning. Yes, the BoD is claiming that the “Discussion Item” from the IE meeting held on June 15, 2019 is the documentation for this. However, that was

just a discussion item. It held no vote or any further action. The BoD states that if anyone had issue with this item, they had plenty of opportunity to object. However, again, this was a **Discussion** item. There was no reason to object to a discussion that was had. Discussions do not lead to actionable items unless they are brought forward as an official item to be voted upon.

Note: The apology stated at the IE meeting and documented in the Minutes of the meeting shall meet the apology requirements of this item.

Submitted by: Chris Stuckey AKA Viscount Sir Gerrit Kendel, KC, KMn, KA
Rejected by the President of the Board of Directors.

- j) Change LI II, A, 2 from “\$30.00 per annum” to “\$35.00 per annum.”

This including changing all mention of a \$30 yearly membership due to \$35.

Leave II, A, 3 “Participating Family” as-is.

Rationale: Membership levels are low. Just like what was done in 2003 – 2005, we need to raise yearly membership dues in order to continue paying for our existing insurance premiums. However, let’s leave the family discount in place as-is as to not drastically change the amount our existing families pay. We do not want to drive them away with too steep of raised fees.

Submitted by: Chris Stuckey AKA Viscount Sir Gerrit Kendel, KC, KMn, KA

Discussion: Dues are a mundane issue and therefore are the responsibility of the Board of Directors. Item amended to be a recommendation to the Board.

- k) The removal of the lifetime membership to new and future members and to remove the option from the L.I. and all associated forms.

Rationale: The full removal of the lifetime membership to help with keeping the Empire of Chivalry and Steel, Inc solvent. Per the current leadership this option is not being used by new members, so it makes since to remove the optional all together.

Submitted by: al Amir Mihkial, KP, KA, KC and many more titles, Baroness Dame Ephiny daughter of Kai and Vice Admiral Lord Sir James of Winchester

Discussion: Item amended to read: The removal of the lifetime membership from the L.I. and all associated forms.

- l) Regarding current paid Lifetime Members:

That all members that currently have paid the Empire of Chivalry and Steel, Inc have their lifetime membership reinstate and grandfather for the following:

- life of the organization
- or life of the member
- or the member submits in writing or email that the fully resign from the Empire of Chivalry and Steel, Inc
- Or full banishment from the Empire of Chivalry and Steel, Inc as outlined herein the current L.I.

Rationale: The reinstatement and grandfathering of the member who in good faith purchased the lifetime membership as was presented to the membership when was

offered by the Empire of Chivalry and Steel Inc. and was purchased in the good faith it was offered.

Submitted by: *al Amir Mihkial, KP, KA, KC and many more titles, Baroness Dame Ephiny daughter of Kai and Vice Admiral Lord Sir James of Winchester*

Note from the secretary: *No vote was taken on this item. Due to a technical error, there is no recording of the meeting. As I recall, this was withdrawn as unnecessary after Michael Gilmore's announcement on November 6, 2019 as follows:*

Greetings unto the Empire,

Due to concerns raised by a few club members, the Board decided to revisit the BoD decision of annulling or prorating current Lifetime Memberships.

The Board could not come to a unanimous decision, so we, the Board of Directors for the Empire of Chivalry and Steel, inc. have decided to allow the current Lifetime Memberships to stand until we can come to reasonable accommodations so all concerns can be addressed.

The voting members were President, Vice-President, Secretary, and Treasurer. The vote was split, but the President didn't feel that using his additional tie-breaking vote was in the best interests of the club.

This decision and the original decision were made to protect the mundane interests of the corporation and thus fell within the purview of the Corporate Bylaws of the Empire of Chivalry and Steel, inc. which supersedes the Imperial Bylaws or Imperial Estates. The Board's authority to take such actions fall under Article II, Sec. 11. Action Without A Meeting.

<https://www.ecs-imperial.org/archives/ImperialEstates/2019/ECS-Corp-Bylaws.pdf>

m) To add back to section II Membership and Dues:

Lifetime members who bounce a check will have their membership privileges revoked as of March 30 (the renewal date) if they have unpaid fees dues to the club. Membership privileges are fully restored upon payment of the debt.

Rationale: This is just housekeeping to put back the clause regarding bounced checks by a lifetime member of the Empire.

Submitted by: *al Amir Mihkial, KP, KA, KC and many more titles, Baroness Dame Ephiny daughter of Kai and Vice Admiral Lord Sir James of Winchester*

Passed Unanimously

7) Discussion

8) Adjournment 2:33 PM Pacific time