

Minutes are Bold as pertains to Imperial Estates Meeting.

The Empire of Chivalry and Steel, Inc.

Agenda

Imperial Estates Meeting

Jan 21 ,2024

1) **Call to Order:**

2) **Roll Call**

a.) Board of Directors (Counts for Quorum)

President: Adam Barnheizer **Present**

Vice President: Diana Kottmeier

Secretary: John "JT" Drews **Present**

Treasurer: Kelley A. Clements **Present**

Sergeant at Arms:

b.) Landed Imperial Electors (Counts for Quorum)

Kingdom of Galandor - (Counts as three votes) **Present**

Regent –

Kingdom of Vega - (Counts as three votes) **Present**

c.) Non-Landed Imperial Peers/Electors (Does not count for Quorum)

Imperial Peer: Baroness Dame Ginevra della Cascata

Imperial Peer: Earl Sir Vladimir Tolos **Present**

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

Imperial Peer: Baron Sir Paul de Marseilles

Imperial Peer: Lord Sir Richard "Rabbit" Kirk

Imperial Peer: Baron Sir Dae Nadel von Wermacht

Imperial Peer: Baroness Dame Kyrie McKay (See BOD)

Imperial Peer: Contessa Dame Valdis Hertogafu **Present**

Imperial Peer: Earl Sir Ian Michael Pact **Proxy**

Imperial Peer: Viscount Sir Adon von Hesser (see Galandor Regent)

Imperial Elector: Contessa Dame Megana Vite (see BOD)

Quorum Achieved

3) Officer Reports:

a.) Imperial Minister of Combat: Stacy Diegel AKA Earl Sir Vladimir Tolos

Only item discussed was potential Hammer design for Shinai

b.) Imperial Minister of Rolls:

c.) Imperial Minister of Arts and Sciences:

d.) Imperial Minister of the Exchequer: Kelley A. Clements

We are going to Squarez for online membership/renewal. Currently in talks to get remaining money back from Paypal.

e.) Imperial Minister of the Sovereign of Arms: JT Drews, AKA Sir Kheldar

Only items was Devices from Kingdom of Vega-Will communicate with Her Majesty-

f.) Imperial Minister of the Web: Katrina Alera AKA Lady Zara de la Strega

4. Agenda Item

a. It is hereby requested that the Board of Directors take up a vote on voluntary dissolution and submit a proposal for dissolution to the shareholders (aka members with voting right as defined by the Legis Imperium v. 18.2) pursuant to the guidelines prescribed in the Corporate Bylaws (2019) and Arizona Revised Statutes 10-1402.

i. Rational:

1. Membership remains low, it has been this way for many years without a significant turn in the downward trend.

2. Both the corporation (mundane issues) and the club (game issues) continue to suffer from lack of leadership and volunteers for the reduced officer positions.

a) Should essential corporate positions remain unfilled and basic administrative filings fail to be completed the corporation runs the risk of administrative dissolution by the Arizona Corporation Commission and/or opens itself up to liability in other states in which it has previously filed to operate.

i) Note that operations occur in at least four states with varying requirements (Does the ECS still operate in Washington?), such as Nevada which not only has an annual filing requirement, but publication requirements and solicitation filing requirements.

3. The corporation remains on the verge of insolvency and the past 2-years has not resulted in an effective plan to remedy this trend.

a) If insolvency occurs prior to the commencement of dissolution the last appointed officers risk having to dissolve the corporation or file for bankruptcy without an officers insurance policy in affect or funds to pay for legal assistance.

4. Local chapters may re-organize pursuant to their state laws adopting rules effective for smaller organizations and establish themselves with less overhead with different business plans.

a) Should dissolution be authorized, assets must be liquidated with bank account proceeds distributed to charitable organizations with purposes similar to the E.C.S. and articles of dissolution must be filed with the Arizona Corporate Commission. See Corporate Bylaws(VI)(1) and ARS 10-1403.

The ECS has enough funds to continue for approximately 4-5 years.

An emergency agenda item was put forth to raise the Membership fee an additions \$5 dollars to assist with the inflationary costs.

The agenda item was tabled until next January as it pertains to having different individuals run for BOD.

A vote was called and seconded to award the Treasurer and the Secretary a MP each for services rendered.

5) Announcements:

8) New Business:

**Potential to go to a generic email address for business/notifications to assist in the transfer of officers-
As long as it is notated somewhere!**

10) Adjournment:

