

Petition to Alter, Amend the By-Laws

The By-Laws are all too often subject to the unchecked, unconstrained, unreviewed whims of the Board, wholly devoid of membership debate or vote. The Board tends to operate in secret. Where do the agendas originate? Is there real debate on the Board or just the thumpings of rubber stamps? Here are a series of changes crafted to make things more democratic, more transparent.

1. To expell a member 2/3 of all eligible members must agree on the expulsion.

Not 1/2 + 1 as it is now: this makes it too easy for cliques to pressure the membership to remove someone said clique might find personally too troublesome, using "Court unity" as cover-up.

2. No disciplinary actions in secret; the subject is allowed to be present, put on a case, provide evidence and testimony and have counsel present if desired.

No secret stuff . No ominous letters in the mail, no vague accusations, no unseen, unnamed accusers. People invest time, energy, money, their lives with the Court, a voluntary organisation. It is unfair to even think about condemning them without a real hearing.

3. No monarch repeats.

This was the original rule which was overturned by the Board, with no general membership debate last year. The rule was changed precisely to suit one member: to permit Coco to run next year as the "Millennium Empress." Ostensibly changed to allow an emperor to repeat if no candidates are otherwise available, this was the real reason. The By-Laws cannot be changed to advantage one member over others without open, public debate and approval by the members. We have plenty of candidates, male and female, all perfectly qualified and as the membership grows, there will be no lack in the future.

4. No officer (President, Vice-President, treasurer, secretary) consecutively repeats.

Perennial officers get too entrenched, too protective of positions and preferment and are too tempted to protect their friend and engage in or permit favouritism and other corrupt practices. This discourages people from running because they believe they have no chance against a shoein from time immemorial. This change helps break up the Court-within-the-Court.

5. All Board Members must make public to what charitable organisations they belong or on whose boards they sit and shall recuse themselves in all votes where a conflict of interest may arise.

This ensures that officers do not have a conflict of interest in representing both the Court and possible beneficiaries of our largesse. This allows all organisations, many far less well-endowed to have a fair chance of receiving the benefits of our work, not just the usual ones already swimming in \$\$\$\$\$\$\$.

6. All Board meetings open to the membership.

No secret agendas, no covert financial arrangements, no favouritism. We pay for it and we want to know how it really happens.

7. All Board minutes available at all times. All Board meetings recorded on audio tape and available to members upon request.

This is another prong of transparency. No one will commit the board to actions which can be reviewed or challenged by anyone in the Court with good cause.

8. Crime conviction no bar to hold office.

Barring people from office for such "crimes" as "Sodomy," possession of marijuana, civil disobedience or whatever is wrong. On this ground the Stonewall veterans could not be officers. If we are concerned with financial integrity, a surety bond or cash deposit regarding a particular event proposal can be requested.

9. No member shall be barred from candidacy or office for disharmonious conduct.

One person's disharmony is another's intellectual ferment, free speech, open criticism, or journalistic fact-finding. No one should be suspended for such behavior.

10. The original incorporator Board seat is abolished. All seats are elective.

Initially designed so that a very small Court (under 15 members) would always have an adequate Board. We have plenty of members now. Why should anyone be on the Board for what they did 10 years ago? It makes it seem that certain people are better than others. This is just another form of favouritism. You want the position, run for it and take your chances. The British Parliament is changing the House of Lords, we ought to as well!

11. No use of Court funds by incumbent Board members to defray, directly or indirectly, election campaign expenses. Violation revokes candidacy or election if uncovered afterwards. This is a principle in all democracies worthy of the name, though more observed in the breach than actually adhered to. No power of incumbency should derive from general Court funds. If you want it, pay for it!

12. No use of Court funds to purchase or procure local or out-of-town Ball tickets, travel, hotel rooms, meals, refreshments, gratuities or other personal perquisites for any monarch, officer, or general member without a 2/3 approval vote of the general membership. There is no need to subsidise or support anybody else at this level. Going to, say, Alaska, is very expensive, and there should be no rathole conduit passing from the public purse to the private pocket of a court luminary to allow them to make a presence they otherwise cannot afford. Thus also no private parties restricted only to certain members and other invitees can be subsidised from Court funds. The rest of us live within our incomes. So can they. The only exception would be payments from a small general fund to help those demonstrably in need so as to defray the cost of NY Ball tickets, e.g.: \$25.00 per person and not two years running to that person.

13. Reasons for elevations, inductions in societies or monarch families must be made public not more than 30 days from date of announcement.

This removes grounds for anger or disappointment which lead to accusations of favouritism and will stimulate members to work harder. If A got B by doing C, then so can I!! Basically this is Gianna's famous spreadsheet made visible.

All provisions are retroactive to July 1st, 1998 where applicable.

BY LAWS OF THE IMPERIAL COURT OF NEW YORK

ARTICLE I - OFFICES

The principal address of the corporation shall be Number 149, 61 East 8th Street, New York, NY 10003 in the County of Manhattan, State of New York. The Corporation may also have offices at such other places within or without this State as the Board may from time to time determine or the business of the Corporation may require.

ARTICLE II - PURPOSES

THE PURPOSE FOR WHICH THIS CORPORATION HAS BEEN ORGANIZED ARE AS FOLLOWS: TO RAISE FUNDS FOR GAY & LESBIAN COMMUNITY AND SOCIAL SERVICE ORGANIZATIONS; TO PROVIDE A SAFE, SOCIAL ENVIRONMENT FOR PEOPLE WITH THE SAME INTEREST AS THOSE OF THE CORPORATION; TO CREATE AND PROMOTE POSITIVE COMMUNITY AWARENESS OF THE IDEALS OF THE IMPERIAL COURT SYSTEM.

ARTICLE III - MEMBERSHIP

1. TITLES

- A. Titles are issued by the Board of Directors or by the reigning Monarchs with Board approval and are for life. All new members enter as Lady/Lord and after one year are elevated to Baroness/Baron. This is done for all members "in good standing" and is the only automatic progression of titles.
- B. Honorary titles such as Knighthoods and Damehoods may be bestowed by the reigning monarchs to individuals outside the organization for exemplary contributions to the lesbian and gay community, and must be approved by the Board of Directors.
- C. Honorary titles may be acquired at the Night of A Thousand Gowns Charity/Coronation Ball for a donation by an individual and are in effect only for one year from the date of investiture. Honorary title holders are not considered members of the Imperial Court.
- D. A complete list of all titled members and non-members, both permanent and honorary, will be documented by the "Minister of Protocol," elected by the general membership. This list will be submitted to the Secretary as record.

2. MEMBERS RIGHTS AND RESPONSIBILITIES

- A. An annual non-refundable membership fee will be assessed at the beginning of each fiscal year. Amount of fee may be revised by the Board of Directors at any time. Payment of membership fee is a qualification for a member in good standing designation. Attendance at 50% of the General Membership meetings, from the beginning of the fiscal year, up until the Date of Record is also a qualification for a member in good standing designation.
- B. A member in good standing is expected to conduct himself in an acceptable manner of dignity, decorum and responsibility. Because of the nature of the organization, members are expected to project an image reflective of the level of style of the Court System.
- C. A member in good standing may use the name of the Court and title assigned or earned only during official Court functions, or functions specifically reflecting the Purpose of the Court, as specified in Article II. The only exception would be the Reigning Monarchs who will represent the Court with full title during the course of their reign. Members may not use the name of the Court and Title for his own personal gain. Abuse of the use of name/title, especially for personal monetary gains, and involvement in any form of criminal activities, are grounds for immediate revocation of membership.
- D. Members are expected to participate actively in all Court functions, including the Night of A Thousand Gowns Charity/Coronation Ball. Members are encouraged to undertake or produce fund-raising events and socials. Participation in any official events will be considered during the annual process of title elevation by both the reigning Monarchs and the Board of Directors.
- E. Members are expected to promote and maintain a harmonious relationship with all members of the Court. Disruptive behavior and actions that are not in the interest of the Court, as determined by the Board of Directors, are grounds for revocation of membership.

- F. Members in good standing are eligible to vote on all issues brought to the general membership.
- G. Members in good standing are eligible to vote for the title of Emperor/Empress, and the election of the officers and elected Board Members, after six months of membership.
- H. An annual review of membership will be conducted by the Board of Directors to determine the qualifications of membership renewal.
- I. Membership may be revoked by the Board of Directors, with just cause, with ratification by a simple majority ($\frac{1}{2} + 1$) vote of the general membership.
- J. Application for membership will be received only during the first three months of the current fiscal year. Applicants must be sponsored by a member in good standing, and approved by the Board of Directors, then ratified by the general membership.

3. MEMBERSHIP MEETINGS

- A. The annual membership meeting and elections of the Corporation shall be held during the September meeting of each year except that if such a day be a legal holiday. In that event, the Directors shall fix a day not more than two weeks from the date fixed by these by-laws. The Secretary shall cause to be mailed to every member in good standing at his address, as it appears on the membership roll book of the Corporation, a notice stating the time and place of the annual meeting and election.
- B. Regular meetings of the Corporation shall be held on the first Wednesday of each month at a location decided upon at that time, unless otherwise previously arranged.
- C. The presence at any membership meeting of not less than 50% of the membership shall constitute a quorum and shall be necessary to conduct the business of the Corporation; however, a lesser number may adjourn the meeting for a period of not more than four weeks from the date scheduled by the by-laws and the Secretary shall cause a notice of the rescheduled date of the meeting to be sent to those members who were not present at the meeting originally called.
- D. A membership roll showing the list of members in good standing as of the record date, certified by the secretary of the Corporation, shall be produced at any meeting upon the request therefor of any member who has given written notice to the Corporation at least two weeks prior to meeting date. All persons appearing on such membership roll shall be entitled to vote at the meeting.

4. SPECIAL MEETINGS

Special meetings may be called by the Board of Directors. The Secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the membership roll book at least two weeks before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

5. FIXING RECORD DATE

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal, or for the purpose of determining the members entitled to receive any distribution or allotment of any rights, or for the purpose of any action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than four weeks nor less than one week before any such meeting.

6. ACTIONS BY MEMBERS WITH A MEETING

Whenever members are permitted or required to take any action by vote, such action may be taken without a meeting by written consent, setting forth that action so taken, signed by a majority of the members entitled to vote thereon.

7. PROXIES

- A. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person to act for him by proxy.
- B. Every proxy must be signed by the member, and shall be valid only for that specific

meeting. Every proxy shall be revocable at the pleasure of the member executing it, before a vote is taken.

8. ORDER OF BUSINESS

The order of business at all meetings of members will be based upon Parliamentary procedure, as detailed in Robert's Rules of Order. The order of business at all meetings of members shall be as follows, unless otherwise set forth by the Board of Directors; or by the President with the approval of the majority of members present.

- A. Roll Call
- B. Reading of minutes
- C. Report of Board of Directors
- D. Report of Treasurer
- E. Report of Standing Committees
- F. Report of Special Committees
- G. Old or Current Business
- H. New Business
- I. Announcements
- J. Program (if any)
- K. Adjournment

ARTICLE IV - DIRECTORS AND OFFICERS

The Corporation shall be managed by the Board of Directors, which shall consist of not less than nine (9) Directors. The following shall constitute this Board of Directors: All Original Incorporators of the Corporation, the elected Officers of the Corporation, (being President, Vice President, Treasurer and Secretary), the reigning Monarchs, and a sufficient number of elected Board Members to equal the number 9. In case of duplication of title/position, each Director shall have only one vote. Said director shall hold the position with longest term, and Interim Board Members shall be elected to fill vacant positions for the duration of the vacancy. Letters of Application for all Officer and Board Member positions must be submitted by interested Members, in writing, to the existing Board of Directors no less than two (2) weeks prior to elections. Such letters shall contain a brief statement of interest and qualifications for desired Office or Board position, and will list all positions in which the applicant has interest, in priority order. Such letters will be presented orally to the General Membership at the time of Elections. Elections of Officers and Board Members shall be held on the 15th of September, of every year, or not more than two weeks thereafter. Each Director and Officer shall serve a term of one year and are eligible for reelection for an unlimited number of terms. The Original Incorporators of the Court shall be permanent members of the Board, for as long as they are members of the Court. Officers and Board members are voted in by a plurality of the current membership.

The responsibilities of the Board of Directors include but are not necessarily limited to:

- A. Serving as a governing body to make certain the reigning monarchs maintain the dignity, responsibility and trustworthiness of the office they hold during the period of their reign. Should the Board of Directors deem it necessary to prefer charges requesting the dismissal of a reigning monarch, they will request the convening of the College of Monarchs (beginning from the reign of Empress V Razor Sharp) to meet as a tribunal. The reigning Monarch in question may attend this meeting and present his case. The Tribunal's decision is final.
- B. Regulate and supervise the formation of a Monarch Candidates Nominations Committee, which will be charged with carrying out the guidelines of selecting candidates for Emperor/Empress and the election of such Monarchs.
- C. Supervise the annual election of the Officers and Board of Directors of the Court.
- D. The Board of Directors has the responsibility of overseeing the production of the coronation each year. No other person, including the reigning Monarch(s), has the authority to appoint a person or entity to participate in any way in these productions without the expressed approval of the Board. The reigning Monarchs may recommend

preference to the Board, but final approval on decisions regarding the production of the Coronation Ball must come from the Board.

1. INCREASE AND DECREASE IN NUMBER OF DIRECTORS

The amount of Directors may be increased or decreased by a vote of a majority of the Board of Directors, with ratification of the general membership. No decrease in number of Directors shall shorten the term of any incumbent.

2. NEWLY CREATED DIRECTORSHIP AND VACANCIES.

Election of newly created Directorship will take place during regular election of the Board of Directors/Officers. A Board Member or Officer elected to fill a vacancy, caused by death, resignation or removal, shall be elected to hold the position for the unexpired term of his predecessor.

3. REMOVAL OF BOARD MEMBERS

Any or all of the Directors may be removed for cause by unanimous action of the board. The Member in question may ask to present his case before the Board. Directors may be removed without cause only by 2/3 vote of the members.

4. RESIGNATION

A Director may resign at any time by giving written notice to the Board, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and acceptance of the resignation shall not be necessary to make it effective.

5. QUORUM OF THE BOARD OF DIRECTORS

A majority of the Entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

6. ACTION OF THE BOARD

The vote of the majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote.

7. PLACE & TIME OF BOARD MEETING

A regular annual meeting of the Board shall be held immediately following the election and annual meeting of members. The Board may hold its regular meetings at any place as it may from time to time determine. Special meetings of the Board may be called by the Chairman or on written request by two Directors upon 1 week notice, either personally or by mail or wire (phone, fax, etc.)

8. CHAIRMAN AND OTHER OFFICERS

A Chairman of the Board shall be elected by the Board for a one year term. The Chairman's primary responsibility shall to preside over the meetings of the Board of Directors. The Secretary and Treasurer shall act as Secretary and Treasurer for the Board of Directors as may be necessary. The Chairman shall have no more authority over the other members of the Board.

9. EXECUTIVE AND OTHER COMMITTEES

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, each consisting of three or more Directors. Each such committee shall serve at the pleasure of the Board.

10. STANDING COMMITTEES

The Board of Directors shall determine the Standing Committees to be formed for that fiscal year. Election for Standing Committee Chairs shall be held at the 2nd general monthly meeting of the fiscal year. The Chair of any Standing Committee shall be elected by a plurality of the general membership, with its members either appointed by the Chair or by requesting volunteers from the general membership. Standing Committees may consist of, but are not

necessarily limited to, the following:

- A. Membership and Social Committee (Chaired by the Vice President)
- B. Fund-Raising Committee
- C. Community Outreach Committee
- D. Promotions and Public Relations Committee

11. SPECIAL COMMITTEES

Special Committees may be formed as determined by the President or the Board of Directors, with its Chair being appointed by the same. Such Committees shall include special events, or any such task as determined by the President or Board of Directors. These temporary committees shall be dissolved upon completion of the assigned task.

12. OFFICERS OF THE Corporation

A. OFFICERS, ELECTION, TERM.

The general membership shall elect a President, a Vice President, a Secretary and a Treasurer by plurality, who shall have such duties, power and functions as hereinafter provided. Elections shall at the first general membership meeting in September, of every year, or not more than two weeks thereafter. Each Officer shall serve a term of one (1) year or until his successor has been elected. Nominations shall be accepted from the general membership and each candidate shall present a brief statement of interest and qualifications for the desired Office or Board position at the time of election.

B. PRESIDENT

- (1) The President shall be the chief operating officer of the Corporation, and shall oversee the general management of the affairs of the Corporation.
- (2) He shall preside at all meetings of the members; and shall see that all orders and resolutions of the Board are carried into effect.
- (3) The President shall acquire a working knowledge of Parliamentary law and procedure; and a thorough understanding of the By-Laws and standing rules of the organization.
- (4) He shall enforce the rules of decorum and discipline; and be absolutely fair and impartial at all time.
- (5) He shall attend to the sound fiscal management of the Corporation's funds and enter into contract on behalf of the Corporation.
- (6) He shall give signature when necessary.

C. VICE-PRESIDENT

- (1) During the absence or disability of the President, the Vice President shall have all the powers and functions of the president.
- (2) He shall chair the Membership and Social Committee.

D. TREASURER

- (1) The Treasurer shall have the care and custody of the funds and security of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the Board may elect;
- (2) He shall when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, when countersigned by the President.
- (3) He shall co-sign all checks, when duly authorized by the Board of Directors, drafts, notes, and orders for the payment of money, and shall be countersigned by the President, or any duly authorized signatories, as designated by the Board.
- (4) He shall at all reasonable time exhibit his books and accounts to any Directors or members of the Corporation upon application.
- (6) He shall at the end of each official court function, have an audit of the accounts of the Corporation, and shall present such audit in writing within the next two membership meetings following the event.
- (7) He shall also present an annual report setting forth in full, the financial conditions of the Corporation.

E. SECRETARY

- (1) The Secretary shall keep the minute(s) of the meetings, both General and of the Board.
- (2) He shall read minutes of the previous meeting and have copies of minutes available to the general membership upon request, within a reasonable notice.
- (3) He shall report on important correspondence at the monthly meeting, as needed.
- (4) He shall attend to the giving and serving of all notices of the Court.
- (5) He shall attend to such correspondence as may be assigned to him and perform all the incidental duties of his office.
- (6) He shall keep and regularly update a membership roll containing the name, alphabetically arranged, of all persons who are members of the Corporation, showing their place of residence, phone number, etc, and the time they became members.
- (7) He shall call the meeting to order, in the absence of the President or Vice President, and preside until the election of a Chairman/Operating Officer Pro Tem from among the Board of Directors, which should take place immediately.

ARTICLE V - REIGNING MONARCHS

1. Monarch Nomination and Application

The Board shall constitute a Nomination Committee to review the applications for the election of the Emperor/Empress. Candidates for Monarch positions are not eligible to serve on the Nomination Committee. The Nomination Committee shall consist of five (5) members, three (3) of whom shall be members of the Board of Directors. The other two (2) positions shall be filled by a member in good standing who shall have been with the Court for one year at the time of election, and elected by the general membership. Any Board unfilled position shall be open to election by and from the general membership.

Candidates must submit an official application form to the Nomination Committee by date set by same. The Nomination Committee shall review the applications, interview applicants, and select up to a maximum of three (3) qualified candidates to be presented to the general membership for each Monarch position. The Nominating Committee may also determine that there are no qualified candidates for either or both positions, in which case they will refer the matter back to the Board of Directors, for debate and resolution.

2. Monarch Election

Election of Emperor/Empress will occur at the annual membership meeting and elections held on September 15 of each fiscal year, with the same provisions for variation stated in Article III, Section 2, Paragraph A. All general members in good standing who have been with the Court at least six (6) months are eligible to vote for the Monarch(s). Monarchs must receive a plurality of the vote. In cases where there is only one candidate presented for a position, candidate must receive a simple majority ($\frac{1}{2} + 1$) vote of approval. Failure to receive a majority vote of approval will result in that position standing vacant. Only valid and signed proxy forms will be accepted during any election.

3. The positions of Emperor and Empress will be considered entirely equivalent Monarch positions, and any member having served as a Monarch for one term may not be considered for a second reign.
4. The reigning Monarch(s) shall hold the position for a period of one year, until the next coronation. They will retain the title of Emperor/Empress for as long as they are members in good standing of the Court. They are also elevated to the College of Monarchs at the end of their reign.
5. The reigning Monarch(s) shall be the figurehead(s) of the Court and represent the Court at

all official functions of the court. The Corporation shall shoulder the cost of the Monarch(s) to attend one out-of-town coronation, not to exceed an amount to be predetermined by the Board. The Corporation shall also shoulder the cost of ball tickets for the reigning Monarch(s) to in-town and out-of-town coronation balls, upon approval of the Board. The reigning Monarch(s) shall bear all the cost of fulfilling their duties, unless the cost is preapproved by the Board.

6. The reigning Monarch(s) shall perform all the duties and responsibilities accompanying the title and project the highest image of decorum and integrity, as befitting the standards of the Imperial Court.
7. The reigning Monarch(s) shall be given preference in the selection of the theme of their step-down ball. They will also be given preference in the selection of individuals not belonging to the Court to receive Knighthoods and Damehoods.
8. The Court shall bear the cost of producing the Official Royal Pins for the reigning court, with the reigning Monarchs shouldering the cost of the die cut. Such expenditures must be approved by the Board of Directors of the Court.
9. The Reigning Monarch(s) shall bear the cost of their own crown jewels. The Imperial Court will provide the use of the Imperial Ceremonial Crowns, which shall remain the property of the Corporation.
10. The reigning Monarch(s) is/are eligible to run for any and all elected positions. The reigning Monarch(s) shall automatically become members of the Board of Directors for the duration of their reign.
11. Any unfilled Monarch position caused by death, resignation or removal shall cause the convening of the College of Monarchs beginning with Empress V Razor Sharp to meet with the Board of Directors as a Tribunal to elect from the body of the College of Monarchs a surrogate Monarch to serve for the remaining period of the fiscal year. The Tribunal's decision is final.

ARTICLE VII - SEAL

The Seal of the Corporation shall be as follows:

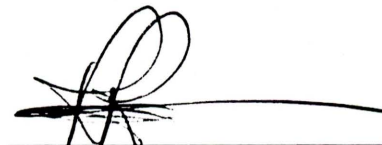
ARTICLE VIII - CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE IX - AMENDMENT


The By-Laws may be adopted, amended or repealed only by the Board of Directors. If any By-Laws regulating an impending election of the Directors or Officers is adopted, amended or repealed by the Board, they shall be set forth in the notice of the next meeting of members, with a concise statement of the changes made.

These By-Laws are approved and adopted by the Board of Directors of the Imperial Court of New York.




Randy Riggs, President

Date 5/19/94




John Capozuca, Vice President

Date 5-19-94



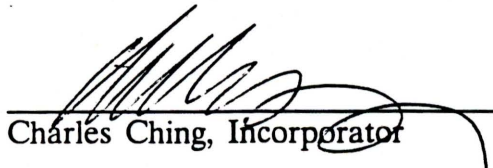
Philip Steehr, Secretary

Date 5/19/94



Bill LaMonica, Treasurer

Date 5/19/94



Charles Ching, Incorporator

Date 5/19/94

Deceased.

Sal Galano, Incorporator

Date _____



Ron Cohn, Board Member

Date 5/19/94



Greg Khoury, Board Member

Date 5/19/94



David Mandel, Board Member

Date 5/19/94