



# **ADRIAN EMPIRE**

## **BYLAWS of the ADRIAN EMPIRE, Inc.**

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## **Article I. GENERAL<sup>1</sup>**

The Scope and Purpose of the Adrian Empire, Inc. and the Standards of Conduct of its members shall be as set forth in the Lex Adria Imperium. The Lex Adria Imperium shall also set forth the governing framework of the Adrian Empire, Inc. including but not limited to:

- A. The creation and amendment of rules of the corporation including these Bylaws, which shall be done by the representative body of the membership (the Imperial Estates);
- B. The selection and powers of management (including the Imperial Crown and Ministers);
- C. The resolution of internal disputes.

## **Article II. OFFICES**

The Principal Office of the Adrian Empire shall be located in the State of Arizona. The Adrian Empire may have other offices as the governing body may determine or as the affairs of the Adrian Empire may require from time to time.

## **Article III. MEMBERS**

### **A. MEMBERSHIP**

#### **1. Open Membership**

The Adrian Empire shall not unlawfully discriminate against any persons protected by Federal, State, or local statute. Where appropriate, Chapter codicils may cite the specific legal requirements of the jurisdiction. Membership can be terminated by a thirty (30) day lapse following nonpayment of dues or revocation of membership by the Board of Directors.

#### **2. Membership Revocation**

Membership in the Adrian Empire may be revoked by a 2/3 vote of the panel as provided above only for one of the following reasons:

- a. Conviction of violation of state or federal penal code in connection with or relevant to an Adrian Empire activity, or
- b. Recommendation of a duly constituted judicial court following conviction under the law and within sentencing guidelines.
- c. Behavior identified as threatening the safety and welfare of other members or creating a hostile environment after a duly convened Adrian Court.
- d. On the recommendation of a panel convened under the procedure outlined in Article III.A.4.

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<sup>1</sup> Footnotes denote Chancery notes, which offer background and clarification but do not in themselves rise to the level of law.

### 3. Membership Denial

Membership in the Adrian Empire may be denied by a 2/3 vote of the panel for the same reasons as revocation. Membership may also be denied if the reasons for a previous revocation of membership are still valid.

### 4. Membership Suspension

Membership in the Adrian Empire and all the rights therein may be suspended by a 2/3 vote of the panel as provided below:

#### a. If a Member:

- i. is charged with a violation of state or federal penal code in connection with or relevant to an Adrian Empire activity, or evidence is provided that a member has harassed, threatened, or otherwise jeopardized the safety and welfare of other members of the Adrian Empire; or
- ii. that initiates proceedings against the Empire without receiving an internal conclusion until the case is concluded

b. Upon notification of the above (a.), the Imperial Crown shall convene a special panel composed of the Crown(s) of the member's Chapter, and two Royal Crowns from a rotational list rotating each time the panel is used, and four members elected by the Imperial Estates to serve on the panel starting in March to serve for one year (at which time, new members would be elected). The Imperial Estates shall also elect two alternate panel members to serve in the stead of any elected panel members who be unavailable to serve. All members of the Panel must be at least 18 years of age, a member in good standing and a Knight.

c. The rotational list of Royal Crowns shall be all of the Kingdoms in order of Kingdom recognition.

d. If a member of the panel is the member in question, that member shall be excused.

e. If less than eight (8) members are on the panel, additional Crowns from the rotational list shall be added.

f. The panel shall require a quorum of at least five (5) members and the decision to suspend shall require a 2/3rds vote (a minimum of at least four (4)).

g. The 2/3 vote of the panel may suspend the membership of a member for no longer than the duration of the pending case against the member, if the case be Adrian and not a mundane criminal case, the trial date must be set within 60 days of notification of suspension.

### 5. Members' Rights

With regard to membership revocation, denial, or suspension, the person in question has

an absolute right to due process, and the Chancellor (in consultation with the properly advised Board of Directors as to mundane liability issues) is charged to develop appropriate due process procedures.

The person in question shall have the right of appeal to the Estates (through the Chancellor) as normal business (or emergency business, if an emergency meeting be properly convened and notice waived), and the Crown shall give notice of that right of appeal. Confidentiality may be waived by the person in question. The only exception would be if there be some allegation that the person in question had engaged in conduct against a victim, and the victim wished the victim's privacy protected (or was legally entitled to privacy protection regardless of wishes). Under those circumstances, the person in question still has the right of appeal, and that person (or that person's advocate) and the Chancellor (reviewed by the Board of Directors for mundane liability issues) shall determine how to present the most complete relevant information to the Estates while maintaining anonymity. Should the member choose to appeal to the Imperial Estates, only the Case Number is to be used for reference. When the item is brought forth to the Imperial Estates, all those who are not Imperial Estates Holders (all non-voters) will be asked to leave the meeting during the discussion and vote if called for.

## **B. CATEGORIES OF MEMBERSHIP**

### **1. Participating Membership**

The basic membership, conveying the right to earn Knightly rank, receive precedence bearing awards, have arms registered, and the right to hold office in the Adrian Empire, serves as the primary point of contact for the purposes of notification and publications.

### **2. Participating Family Membership**

This includes all legal dependents of the participant's immediate mundane family.<sup>2</sup> The rights of participating membership extend to family members.

### **3. Participating Life Membership**

A member, who pays 10 times the current participating membership fee, holds a participating membership for life.

### **4. Associate Membership**

A member of any Imperially approved organization<sup>3</sup> (or a Chapter or equivalent thereof) with activities and goals parallel to the Adrian Empire, may qualify for associate membership. The rights of participating membership extend to associate members.

The dues for said membership per member are set by the Imperial Crown in consideration

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<sup>2</sup> *This membership category shall be consistent with current IRS policy, which also includes a cohabitating couple.*

<sup>3</sup> *The current pre-approved organizations are the ECS, RMS, SCA, and HEMA. The Imperial Crown may consider other organizations.*

of the number of memberships requested and shall be reviewed by the Imperial Estates at their regular meeting in November, at which time the level of dues may be approved or modified.<sup>4</sup>

### **C. PARTICIPATION**

While all attendees of Adrian Empire-sanctioned activities are encouraged to become members, attendance does not require membership. Dues-paying membership is a requirement for:

1. Receiving Knightly rank
2. Receiving precedence-bearing awards
3. Having heraldic devices registered
4. Holding office
5. Participating in tournament or war except as provided below

Non-members are welcome to receive instruction and, if all safety requirements are met, participate in any Adrian Empire activity. Non-members will be considered for participation on a case-by-case basis. Experience will be taken into consideration and, if the appropriate minister and Ruling Noble are in agreement, the non-members may participate at the appropriate level.

### **D. MEMBERSHIP TERMS**

Memberships are not refundable, but are transferable or assignable. Lifetime memberships are not transferable. For membership accounting, annual memberships cover the period April 1 to March 31. Annual memberships are due on April 1 of each year. The Imperial Steward shall determine a schedule for prorating dues.

Members who have not renewed their memberships by the beginning of the grace period are considered to be under an administrative judicial ban; they will not be able to hold office or exercise any voting privilege or carry proxies. This judicial ban will be automatically lifted upon renewal.

### **E. MEMBERSHIP ASSIGNMENT TO CHAPTER**

Members may join or change their Chapter or request member at large status when they pay or renew their membership. Renewals are effective on April 1, and lifetime members can change their Chapter on April 1. Members can only form estates or be estate holders in the Chapter they have joined. If no choice is made, members will be subjects of the Chapter in which they reside (where the members physically live). Chapter re-assignment is also allowed for a change of physical residence. If members do not physically live within 200 miles of the requested Chapter, they must apply directly to that Chapter's Crown for approval. If the members' change of Chapter or request for membership at large status takes their former Chapter below numbers, the

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<sup>4</sup> *The Imperial Estates may approve changes with a simple majority vote, or modify dues with a 2/3rds majority vote.*

members must provide a written reason why they are requesting the change, and appeal directly to Imperial Crown for permission.

In the case where members may have multiple residences or special circumstances, the Imperial Crown shall decide which Chapter the members join.

## **F. MEMBER AT LARGE**

A Member at Large is a paid member of the Adrian Empire not assigned to a chapter per Article III.E.

Member at Large Status may be obtained through the following:

1. In the case of special circumstances, request to the Imperial Crown via:
  - a. Indication on the membership form upon payment or renewal of membership, or
  - b. Written petition to the Imperial Crown at any time.
2. Local Crowns may request to the Imperial Crown for lifetime members who are listed in their Chapter and who have been inactive for over a year to be moved to Members at Large.

Members at Large are subject to the codicils, writs, and laws where they participate.

## **Article IV. DUES**

### **A. GENERAL**

Membership dues are set by the Imperial Estates. Lifetime or annual dues may be paid to the Imperial Steward; or to the Steward of a Chapter. The Local Steward is to deposit into their Adrian associated checking account within 7 business days and report to the Imperial Steward within 10 business days, who will electronically transfer the funds with immediate written notification to the chapter steward and Crown, in order that they may account for the changes in their journal/ledger.

### **B. EXPENSE APPROVAL**

The Imperial Crown may expend the treasury funds on items as approved by the Imperial Estates.

### **C. MODIFICATION OF DUES**

Membership dues may be changed at the request of the Imperial Crown with the approval of the Imperial Estates.

### **D. SCHEDULE**

Membership dues are set at the following:

1. Single
  - a. Annual: \$30.00

- b. Life: \$300.00
2. Family  
X = per each additional member over the initial member
  - a. Annual: +(\$15.00 \* X)
  - b. Life: N/A
3. Associate
  - a. Per Article III.B.4, set by the Imperial Crown<sup>5</sup>

## **E. DISCOUNTS**

There are currently three (3) discounts offered by the Adrian Empire. Only one may be applied toward membership.

A \$5 discount off an annual participating membership is offered for:

1. Military (with valid military ID)
2. Students (with valid student ID)
3. Senior citizens (55 years or older, with valid proof of age)

## **F. Deleted**

# **Article V. BOARD OF DIRECTORS**

## **A. NUMBER OF DIRECTORS**

The number of Directors shall be nine. Two shall be at-large Directors, who shall be elected annually by the Imperial Estates from the membership at large for 1-year terms. The Imperial Steward shall serve as Treasurer and may serve successive terms (as this is an appointed position by the Imperial Crown).

The Imperial Estates will elect the remaining six Directors of the Board of Directors from among the paid membership by a simple majority vote; those elected shall serve two-year terms and shall be termed “regional Directors.” Two regional Directors shall be elected from each region (1, 2, and 3) as defined in Imperial Estates Writ 21.a. One 2-year-term Director shall be elected each year from each region, thus staggering the election of the six 2-year-term Directors.

All candidates for the two 1-year-term at-large Director positions shall be elected together, with the highest vote-getters being elected. Candidates for each regional 2-year-term Director

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<sup>5</sup> As of November 2017, annual Associate Membership dues are currently set equivalent to a military, student, or senior discounted membership, a discount of \$5 off the price of an annual participating membership. Associate Membership dues cannot be further discounted.

position shall be elected by the nomination/elimination/election procedure defined by Imperial Estates Writ. All candidates may be self-nominated.

The Board of Directors shall elect from its own membership a Vice-President and Board Secretary according to its own procedures. The President shall be elected from among the Board of Directors by the Imperial Estates at any meeting during which there be a Presidential vacancy or for which a Presidential term be concluding. The Imperial Crown(s) shall serve in an advisory capacity to the Board of Directors. They will not be considered as Directors.

## **B. TERM OF OFFICE**

Regardless of whether a Director's position is for a term of approximately 1 year, 2 years, or some other duration as prescribed by law, the term of a given Director's position shall always begin and end at the regular March Meeting of the Imperial Estates. The term of a given Director position is fixed regardless of whether the actual Director who holds the position is appointed or elected midterm. Directors shall be elected at the same meeting designated for the transfer of the Imperial Crowns (November). Directors may succeed themselves once. A Director may be removed prematurely by action of the Imperial Estates, the action of a duly convened Imperial Court of Justice, or by a unanimous vote of all other Directors (so long as the Board has more than two members). Elections are to take place in July, but the term of office is March to March.<sup>6</sup>

Directors may resign, or cease to serve through death or incapacity. The Imperial Crown must fill empty Directors positions, pending a full election at the next annual meeting of the Imperial Estates.

Directors may serve for a total of 4 consecutive years, regardless of whether this is as a Regional Director or a Director-At-Large. The Imperial Chancery shall ensure that members nominated for a position on the Board of Directors shall fit into this restriction (i.e.: a member who has served for three consecutive years is not nominated for a 2-year Regional Director seat).

The term of office of the President shall be approximately one year between March Meetings of the Imperial Estates. The Presidential term is fixed regardless of whether a given President is elected mid-term. The term of office for the Vice President or Board Secretary shall be as determined by the Board of Directors or be the same as that of the President, if the Board of Directors has not determined otherwise. A Vice President or Board Secretary may be removed or replaced (from that position, not as a Director) by majority vote of the Board of Directors. A President (including an acting President) may only be removed or replaced from that position by majority vote of the Imperial Estates. At any time the Imperial Estates be not convened, a President may be suspended from that position by judicial ban, by petition of 2/3 of all members of the Board of Directors, or by a 2/3 vote of the Board of Directors at a convened meeting, but said suspension may last no longer than until the Imperial Estates meet again, at which time, the President's continued service as President or as Director shall be reviewed. In addition, all Board Directors who voted for said suspension shall also have their continued service reviewed by the

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<sup>6</sup> *Members of the BoD are elected in November. The out-going BoD traditionally has a final business meeting the Friday before the regular Budgetary Meeting. That meeting ends with or is followed by the new members of the BoD taking office.*

Imperial Estates. Any Director who fails to garner a majority of votes in favor of continued service shall be deemed to have resigned and shall be temporarily replaced by election after nomination from the floor of the Imperial Estates. The permanent filling of the vacancy shall be handled in the normal course of business.

### **C. POWERS OF THE BOARD OF DIRECTORS**

The Board of Directors shall only have the power to review budgets and expenditures proposed by the Imperial Crown or Their designee for the purpose of making recommendations and commentary thereon to the Imperial Estates, and to pass non-binding resolutions of corporate policy. Nothing in this Bylaw shall be construed as depriving the Imperial Estates of the authority to irrevocably overrule the actions of the Board of Directors; nor to abridge the right of the Imperial Estates to withdraw or limit the powers of the Board of Directors.

### **D. LIMITS ON POWERS OF THE BOARD OF DIRECTORS**

The Board of Directors shall have no powers (except as specifically granted by the Imperial Estates) with regard to:

1. Article III: Members
2. Article VI: Chapter Governing Body; Summoning Meetings
3. Article VIII: Chapter of the Empire
4. Article XIV: Term of Office
5. Article XV: Pax Regium and Interim Civil War
6. Article XVI: Crown War

### **E. ELIGIBILITY AND CANDIDACY REQUIREMENTS**

1. Candidacy
  - a. Each Candidate for a position on the Board of Directors shall submit a letter of intent and list of qualifications to the Chancery for inclusion in the July Agenda. Each Candidate must fill out the required mundane legal paperwork at the time they submit the letter. There shall be no nominations of Candidates from the floor of the Estates Meeting except for where there are no candidates for a particular position (“emergency nomination”). Any elections of Candidates nominated from the floor shall be reviewed at the following meeting of the Imperial Estates for ratification.”
  - b. Any Director who shall hold a position on the Board of Directors commencing the next Budgetary Meeting of the Imperial Estates (currently November: Article VI.E.3 of the Lex Adria Imperium) is eligible to run for the position of President. Each Presidential Candidate shall submit a letter of intent and list of qualifications to the Chancery for inclusion in the November Agenda.

2. Candidates must hold a membership that is current and has been maintained continuously for not less than one year, and be at least 18 years of age. Members of the Board of Directors may not be associate members. Candidates must have attained first-level Knighthood.
3. Candidates may not be subjects of an announced or ongoing specific judicial ban, and have not been barred from holding an Estate by such a ban.
4. If Directors become the subject of a judicial proceeding or have sentence passed against them, their membership on the Board of Directors shall be subject to review by the Board of Directors, which shall then report to the Imperial Estates on the outcome.

## **F. RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

The responsibilities of the Officers of the Corporation and the Board of Directors shall conform to the Arizona Revised Statutes, which may be found at <http://www.azleg.state.az.us/ArizonaRevisedStatutes.asp>.

The powers of the President shall be as determined by the Board of Directors within the parameters of its authority to do so.

The Officers of the Corporation are the President, Vice-President, and Secretary-Treasurer (Imperial Steward). The Chief Executive Officer shall be as designated in the Lex Adria Imperium.

## **Article VI. Policies**

### **A. Conflict of Interest**

#### 1. Purpose

The purpose is to protect the Adrian Empire, Inc. (the “Organization”) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization (or other person listed below) or might result in a possible excess benefit transaction. This is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### 2. Definitions

##### a. Interested Person

Any director, officer, or member with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

### 3. Procedures

#### a. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### b. Determining a Conflict of Interest

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### c. Procedures for Addressing Conflict of Interest

- i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the

above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of Conflict of Interest

- i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain the names of the persons who were present for discussions and votes related to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is preclude from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **B. Whistleblower Policy**

1. PURPOSE:

The purpose of this Whistle-Blower Policy (the "Policy") is to:

- a. Encourage, and provide a mechanism for, directors, officers, members, and volunteers ("Covered Persons") of the Adrian Empire, Inc. (the "Organization") to report violations of the law, rule regulation, adopted policies of the Organization, accounting or financial fraud, or other misfeasance, whether known or suspected in good faith ("Violations"),
- b. Encourage cooperation in inquiries and investigations on reported Violations or Retaliation (as defined below), and
- c. Protect Covered Persons from Retaliation for good faith reporting of Violations or Retaliation.

## 2. REPORTING PROCEDURE:

Covered Persons have a responsibility to report (in good faith) Violations to the Imperial Crown. Covered Persons may also report Retaliation to the Imperial Crown. In the event Covered Persons do not want to report to the Imperial Crown, such Covered Persons may report to the President or Vice-President of the Board of Directors (“Board”). Reports of Violations or Retaliation may be submitted to any of the above-mentioned persons anonymously (though it may be harder to conduct investigation of anonymous reports). All such reports received by the Imperial Crown or the President/Vice-President shall be reported to the Board of Directors. In the event such a report concerns the Imperial Crown, President, or Vice-President the officer shall recuse himself or herself and the Board shall designate an appropriate Organization officer to conduct the investigation (“Designated Officer”).

## 3. INVESTIGATION:

A report of a Violation or Retaliation shall be investigated promptly by the Imperial Crown or Designated Officer. The Imperial Crown or Designated Officer may utilize outside parties (including counsel) to assist in the investigation. All such reports will be treated as confidentially as possible, given that there may need to be some disclosure to conduct the investigation. The Imperial Crown or Designated Officer shall provide a written report of investigation findings to the Board and the Board shall determine the appropriate response. Board members implicated in the report of a Violation or Retaliation shall not participate in such determination. The appropriate response determined by the Board shall be promptly carried out.

## 4. RETALIATION:

No Covered Person shall suffer harassment, intimidation, adverse treatment or consequences of any other form of retaliation (“Retaliation”) for

- a. Making a good faith report of a Violation or Retaliation or
- b. Participating in an investigation (as set forth the previous paragraph), inquiry or investigation by any court, law enforcement or other governmental or administrative body.

The Adrian Empire, Inc. may discipline (up to and including Revocation) a Covered Person for any such Retaliation. A Covered Person making a report of Violation or Retaliation in bad faith may be subject to disciplinary action.