



Bylaws

Imperial Sovereign Court of the State of Montana

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Article I.
Name, Mission, and Vision.

Section 1.01 - Name

- a. The name of the organization shall be known as, "The Imperial Sovereign Court of the State of Montana", also known as the "ISCSM"
- b. The realm of this organization shall be the geographic entirety of the state of Montana and shall be defined as north to the Montana/Canadian border, south to the Montana/Wyoming border, East to the Dakotas/Montana border, west to the Montana/Idaho border. Missoula will be known as the "Mother City" of the organization for historical purposes.

Section 1.02 - Mission Statement

The Imperial Sovereign Court of the State of Montana (ISCSM) works to educate and advocate for the Lesbian, Gay, Bisexual, Transgender, Queer, Intersex, and Asexual (LGBTQIA+) and Allied communities, while promoting social tolerance through the production and enactment of drag performance. The ISCSM works to eliminate the historical oppression of LGBTQIA+ individuals through expansion of the boundaries of sex, gender, and sexual orientation by creating a safe and welcoming environment through the production of events which explore multiple gender expressions in a fun and educational atmosphere.

Section 1.03 - Vision Statement

We envision a Montana and a greater community in which all forms of gender, gender expression and sexual orientation are not only affirmed but celebrated for their individuality, diversity, and perspectives.

Article II.
Membership

Section 2.01

- a. We are a membership organization. Membership constitutes any person that is at least 18 years of age, a resident of the State of Montana and has paid annual dues.
- b. A resident, for the purpose of membership, is defined as anyone who possesses and is able to present upon request a valid State of Montana or Montana Tribal ID., or a valid student I.D. from an accredited Montana institution of higher education.

Section 2.02

Anyone eligible for membership under Section 2.01 may obtain membership by completing an ISCSM Membership Application and paying annual dues.

Section 2.03

Each paid member in good standing is entitled to one vote on each matter submitted for a vote at any General Membership meeting.

Article III The Countship of South-Eastern Montana

Section 3.01 - Realm

- a. The Countship shall be known as “The South-Eastern Countship of the Imperial Sovereign Court of the State of Montana”, also known as “The Countship”.
 - i. The realm of the Countship shall be contained within the Imperial Sovereign Court of the State of Montana and shall be defined as all lands contained within the Madison, Gallatin, Park, Sweet Grass, Still Water, Carbon, Yellowstone, Big Horn, Treasure, Rosebud, Custer, Powder River, Prairie, Wibaux, Fallon, & Carter Counties.
 - ii. For historical purposes, the mother city of the South-Eastern Countship shall be Bozeman.

Section 3.02 – Mission

The South-Eastern Countship of the Imperial Sovereign Court of the State of Montana at all times adheres to the Mission Statement in Section 1.02 of these Bylaws. In addition, the Countship is expressly organized to create and maintain LGBTQIA+ events, spaces, and communities in the Southern and Eastern regions of the ISCSM.

Section 3.03 – Structure of the Countship

The Countship shall be governed by the reigning Count, Countess, Countess and Privy Council. For clarity, these titles collectively function as a standing committee of the Board of Directors for the Imperial Sovereign Court of the State of Montana. Individuals holding these titles shall at all times remain responsible to the Board of Directors of the ISCSM.

Section 3.04 – Operation of the Realm

- a. It shall be the obligation of the Countship to produce not less than seven shows annually within the Countship. Whenever practicable, at least one of these shows should be produced in Billings.
- b. Additionally, the Countship shall be responsible for producing Bozeman Pride on an annual basis.

- c. In the event that a reign shall occur in which no C's, or no Privy Council can be elected , the reigning Emperor, Empress, or Emprex and Board of Directors for the ISCSM shall take over governance of the Countship, and shall fulfill the obligations placed on the Countship wherever practicable.
- d. Christina Drake Excellence in Community Service Award
 - i. Each year, at the Countship Ball, the reigning C's shall award not less than \$500.00 to a non-profit or charitable organization within the Countship. This award shall be known as the Christina Drake Excellence in Community Service Award, and it shall be given to a non-profit or charity that the reigning C's feels exemplifies true community spirit and care for others.
 - ii. This award is created and given in acknowledgement of the many contributions made to the ISCSM by Absolute Empress 20, Regent Empress 22, and Regent Empress 27 Christina Drake.

Article IV.
Board Members, Council Members, & Titleholders

Section 4.01 – The Board of Directors

The board may consist of: a President, Vice-president, Secretary, Treasurer, two seats to be held by the reigning E's, two seats to be held by the reigning P's, Minister of Protocol, Scholarship Coordinator, Outreach Coordinator, the two members of the College of Monarchs, Countship Chair of the Countship, and Members-at-Large. The Board shall consist of at least three (3) members (a President, Secretary, and Treasurer) and no more than thirteen (13).

Section 4.02 – The Countship's Privy Council

The Privy Council may consist of: a Countship Chair (Chair Person), a Countship Treasurer (Committee Treasurer), a Countship Outreach Coordinator (Outreach and Marketing), a Countship Secretary (Committee Secretary), and three Countship General Members (General Members). The Privy Council shall consist of at least a Countship Treasurer, a Countship Chair, and a Countship Secretary. For purposes of voting and quorum, the two reigning C's shall be considered members of the Privy Council.

Section 4.03 – General Duties

It is the duty of all members of the Board of Directors and Privy Council to ensure good decision making, fiscal responsibility, and the perpetuation of the institution and its mission, while ensuring that all legal obligations are met. Nothing outlined below is intended to absolve the board members of their individual responsibilities.

Section 4.04 - Duties of the President

- a. Ensure that the ISCSM board is meeting its overall duties to the membership and constituencies.
- b. Manage and provide leadership for the board in its work to fulfill the mission and vision of the ISCSM. This includes ensuring that every board member and officer is meeting the board's expectations to their office.
- c. Oversee all general elections and major financial decisions.
- d. Preside over all board meetings, be they regularly scheduled, special, or emergency.
- e. Vote only in the case of a tie or to cause a tie.
- f. Choose the time and location of all board meetings, and ensure that the board schedules no less than one per month.
- g. Provide strategic visioning in conjunction with the reigning E's to ensure that ISCSM's maintenance and growth is planned for.
- h. Create and maintain order through-out the ordinary course of any meetings, general, special, emergency, or otherwise.
- i. Review and enforce a list of Board approved policies in conjunction with the Secretary.

Section 4.05 - Duties of the Vice-President

- a. Shall attend all board meetings and shall preside over any meetings that the President of the board is unable to attend.
- b. Inventory or cause to be inventoried all ISCSM property as well as arrange and maintain or cause to arrange and be maintained safe and secure storage of said property.
- c. Will assist with general elections and financial transactions during ISCSM functions, and as deemed necessary by the President of the board.
- d. Must attend all meetings of the Countship Privy Council as a non-voting member.

Section 4.06 - Duties of the Secretary

- a. Attend all board, General Membership, Special, and Emergency meetings, and keep or cause to be kept meeting minutes. The minutes must comply with state law, and must at a minimum include: Who is voting and present, where the meeting took place, what times the meeting started and ended, any motions (including who made said motions, who seconds, and the count of Aye, Nay, and abstention).
- b. Maintain a record of all electronic board votes and include said votes as an addendum to the board minutes.

- c. Keep all records pertaining to the ISCSM, as required by state law.
- d. Ensure that the ISCSM is compliant with its reporting responsibilities to the Secretary of State. This includes but is not limited to filing an annual report and filing a new list of the ISCSM's board after elections have been completed.
- e. Contact all members of the board of directors in the event that a special or emergency meeting is called, at least 24hrs in advance.
- f. Provide access to the board and general membership minutes no later than ten days after a meeting has occurred.
- g. Maintain a list of Board approved policies in conjunction with the President, as described in Section 13.01 of these Bylaws.

Section 4.07 - Duties of the Treasurer

- a. Attend all Board of Director's meetings, including special and emergency meetings.
- b. Present a Treasurer's report once a month at a regularly scheduled board meeting, and at any scheduled general membership meeting. Be prepared to provide more frequent reports upon request.
- c. Keep all tools of account management, and be prepared to utilize them upon request by the board. Such tools include, but are not limited to: debit/credit cards, checks, online banking passwords.
- d. Provide an earned income, profit loss, or projected income report within thirty days of request by the board of directors.
- e. Provide a year-end fiscal statement at the October General Court Meeting and full-year's narrative.
- f. Deposit or cause to be deposited, withdraw or cause to be withdrawn from the general bank account, which will be accompanied by a receipt to be kept in the general ledger. The treasurer must maintain with a member of the executive committee a joint bank account and must be an authorized signatory.
- g. Checkbook shall remain in the sole possession of the Treasurer.
- h. To be directly involved in monetary transactions during official ISCSM or ISCSM -sponsored events including but not limited to: benefits, fundraisers, and any event at which a cover charge is in place.
- i. File or cause to be filed the annual tax forms and ensure compliance with the guidelines set forth for non-profits by the State of Montana and the IRS.
- j. Keep or cause to be kept an accurate record of the ISCSM's membership list.

- k. Monitor the financial status of the Countship in conjunction with the Privy Council, as described in Article XVII of these bylaws.

Section 4.08 - Minister of Protocol

- a. Oversee all aspects of official Protocol of the ISCSM, with the assistance of the Board of Directors.
- b. Keep or cause to be kept an accurate archive of all titles and standings of titleholders of the ISCSM in conjunction with the Secretary of the Board.
- c. Bring all appropriate protocol tools and supplies to all ISCSM events and pageants.
- d. Collect music for shows, build the line-ups, and field questions on show operations, as directed by the reigning E's.

Section 4.09 - Duties of the Scholarship Coordinator

- a. Oversee all aspects of the ISCSM Scholarships, with the assistance of the Board of Directors, and coordinate with the Countship's Countship Outreach Coordinator on the awarding of the Brooke St. John scholarship.
- b. Provide or cause to be provided information about scholarships including application deadlines, eligibility requirements, and location of application at each ISCSM function, as well as widely disseminate information about the scholarship.
- c. Keep or cause to be kept current contact lists of Montana Colleges, High Schools, GSAs, and LGBTQIA organizations and contact them as well as provide information on the ISCSM scholarship fund.
- d. The scholarship coordinator must keep or cause to be kept all scholarship applications and present them at the scheduled review meeting.
- e. Ensure that the scholarship, and appropriate donor information, is available on the website and in the Coronation Program.
- f. Solicit donations for the Scholarship and coordinate the efforts of the Board to do the same.
- g. The Scholarship Coordinator shall endeavor to provide for the growth, expansion, and promotion of the scholarship program and its effects in the lives of the people of Montana.

Section 4.10 - Duties of the Outreach Coordinator

- a. It shall be the duty of the Outreach Coordinator to increase the exposure and prestige of the organization to the community at large.

- b. Provides General Membership, as well as all title holder application, information at each ISCSM function and widely disseminates this information.
- c. Must be able to provide information on all title holder positions.
- d. Responsible for finding and coordinating volunteers for all ISCSM functions.
- e. Must communicate and collaborate with the Treasurer on all new applications obtained.
- f. Outreach coordinator must be available at all ISCSM shows to monitor the distribution of resources, including all applications and information pertaining to the ISCSM.
- g. Must produce quarterly newsletters in either electronic or physical format.
- h. Co-manages social media with the E's, on applicable social media.

Section 4.11 - Duties of the Representatives of the College of Monarchs

- a. Must meet specifications for general membership.
- b. Must be willing to fulfill duties of a Member-at-Large, which include:
 - i. Seeking all opportunities to support the work of the board.
 - ii. Making thoughtful votes, with the achievement of The Mission and The Vision of the ISCSM as the first consideration.
 - iii. Serve on committees to ensure the work of the organization outside of board meetings is moving forward.
 - iv. Take on any reasonable duties as directed by the Board President.
- c. Must have completed a successful reign as an ISCSM Emperor, Empress, or Emprex.
- d. Must be knowledgeable about the history, mission and vision of the ISCSM, as well as creating and maintaining a historical archive. The archive should include, where possible, oral or written stories and histories from past members and titleholders.
- e. Develop and keep a current list of College of Monarchs Members who are in good standing
- f. Should work to mentor and tutor new performers and talents in coordination with the Outreach Coordinator and reigning E's.

Section 4.12 - Duties of the Members-at-Large

- a. Seek all opportunities to support the work of the board. This includes but is not limited to:

- i. Making thoughtful votes, with the achievement of The Mission and The Vision of the ISCSM as the first consideration.
- ii. Serve on committees to ensure the work of the organization outside of board meetings is moving forward.
- iii. Meet any commitments made to complete work taken on.
- iv. Take on any reasonable duties as directed by the Board President.

Section 4.13 - Duties of the Emperor/Empress/Emprex (E's)

- a. The powers, rights, and responsibilities of the reigning E's are to be shared and voting rights apply individually to both the seats held by the reigning E's. If only one reigning Monarch exists, they receive only one vote and retain all powers, rights, and responsibilities as listed below.
- b. Plan and execute fully all ISCSM events, or cause them to be planned and executed.
- c. Call all general membership meetings, and chair said meetings, at least once a month.
- d. Act as link between the ICS and the ISCSM
- e. Provide strategic visioning in conjunction with the Board President to ensure that ISCSM's maintenance and growth is planned for.
- f. Fundraise beyond our standard shows, and ensure that our mission of philanthropic giving is met and supplemented with additional revenue streams.
- g. Represent the ISCSM in the community at functions within and without of the Court System, educating on, advocating for, and communicating the mission and work of the organization
- h. Travel to three out of state, court related events, two non-court related functions in the city which the titleholder resides, two functions in the state, outside of the city in which the titleholder resides, and two Pride events across the state of Montana., for a total of nine events. Must also attend the Countship's Steardown Ball.
- i. The reigning Monarch(s) have the final decision on all aspects of any Court function during their reign. All functions and events held by, or in conjunction with, the ISCSM must have the reigning Monarchs' approval.
 - i. The Monarchs' decision may be overruled with a majority vote of the Board with the Emperor and Empress abstaining from the vote.

Section 4.14 - Duties of the Imperial Crown Prince/Princess/Prex (ICP's)

- a. In the event that there are reigning ICP's, the duties of Minister of Protocol and Secretary shall fall to them, respectively. If agreement cannot be reached between the two as to who shall

carry out which duties, the tie shall be broken by the President. If only one is elected, they may select their duties with the remaining board seat to be filled via board elections.

- b. The rights and responsibilities of the ICP's are to be shared and voting rights apply individually to both the P's. If only one reigning ICP exists, they receive only one vote and retain all rights and responsibilities as listed below.
- c. Follow all reasonable directives given to them by the E's to ensure that ISCSM's events, fundraisers, and pageants are planned, staffed, attended, and fully executed.
- d. Represent the ISCSM in the community at functions within and without the Court System, communicating the mission and work of the organization.
- e. Assist in overseeing the GBS Title-Holders, specifically helping them plan their election show immediately preceding Coronation.
- f. Must attend one out of state coronation, one out of state function other than a coronation, two instate functions outside of the titleholder's city of residence, and two Pride events across the state of Montana, for a total of six events. Must also attend the Countship's Stepdown Ball.

Section 4.15 – Duties of the Countship Chair

- a. Ensure that the Countship is meeting its overall duties to the realm and the ISCSM.
- b. Manage and provide leadership for the Privy Council in its works and mission.
- c. Oversee all major financial decisions.
- d. Ensure that all reports as required by these bylaws are properly and promptly submitted to the Board of Directors of the ISCSM.
- e. Preside over all meetings of the Privy Council.
- f. Vote only in the case of a tie or to cause a tie.
- g. Choose the time and location of all Privy Council meetings.
- h. In the event that the reign has no C's, the Countship Chair must attend the greater of: 1. the first three meetings following a new Countship reign starting OR 2. All meetings in the 2 months following a new Countship reign starting for the purposes of transitioning their duties and ongoing projects, such as Bozeman Pride.

Section 4.16 – Duties of the Countship Treasurer

- a. Attend all meetings of the Privy Council, including special and emergency meetings.
- b. Send to the Treasurer of the ISCSM, within seven days of any income generating event or regularly scheduled meeting, a Treasurer's report for the Countship.

- c. Present a treasurer's report once a month at regularly scheduled meetings, and at any general membership meeting as requested by the Treasurer of the ISCSM.
- d. Keep all tools of account management, and be prepared to utilize them upon request by the Privy Council.
- e. Provide a year-end fiscal statement and full year's narrative to the Treasurer of the ISCSM not later than 15 days prior to the October General Court Meeting.
- f. Deposit or cause to be deposited, withdraw or cause to be withdrawn from the Countship bank account, which will be accompanied by a receipt to be kept in the Countship ledger. The Countship Treasurer must maintain with a member of the Privy Council a joint bank account and must be an authorized signatory.
- g. The Countship checkbook shall remain in the sole possession of the Countship Treasurer.
- h. To be directly involved in monetary transactions during official Countship or Countship Sponsored events, including but not limited to: benefits, fundraisers, and any event at which a cover charge is in place.
- i. Maintain the cashbox as directed by the Privy Council.

Section 4.17 – Duties of the Countship Secretary

- a. Attend all meetings of the Privy Council, including special and emergency meetings, and keep or cause to be kept meeting minutes. The minutes must comply with state law, and must at a minimum include: who is voting and present, where the meeting took place, what times the meeting started and ended, and any motions (including who made said motions, who seconds, and the count of Aye, Nay, and abstentions).
- b. Maintain a record of all electronic votes and include said votes as an addendum to the Privy Council meeting minutes.
- c. Send to the Secretary of the ISCSM, within seven days of any meeting, the minutes of said meeting, including any records pertaining to the ISCSM, as required by law.
- d. Contact all members of the Privy Council in the event of a special or emergency meeting is called, at least 24 hours in advance.
- e. Assist the Secretary of the ISCSM in keeping an accurate record of the ISCSM's membership list.

Section 4.18 – Duties of the Countship Outreach Coordinator

- a. It shall be the duties of the Countship Outreach Coordinator to increase the exposure and prestige of the Countship to the community at large.

- b. Responsible for finding and coordinating volunteers for all Countship functions, and for maintaining a list of volunteers.
- c. Must work with the Outreach Coordinator of the ISCSM to provide information on all title holder positions, and must assist in providing the Countship with all applications and information pertaining to the ISCSM.
- d. Co-manages a social media presence with the reigning family, and the Count/Countess on Facebook, Twitter, and all other applicable websites.
- e. Award the Brooke St. John Memorial Scholarship each year at the Countship Ball.

Section 4.19 – Duties of the Countship General Members

- a. Seek all opportunities to support the work of the Privy Council. This includes but is not limited to:
 - i. Making thoughtful votes, with the success of the Countship as the first consideration.
 - ii. Meeting any commitments made to complete work taken on.
 - iii. Take any reasonable duties as directed by the Countship Chair.

Section 4.20 – Duties of the Count/Countess/Countex(C's)

- a. The powers, rights, and responsibilities of the C's are to be shared and voting rights apply individually to both the C's. If only one C is elected, they receive only one vote, and retain all powers, rights, and responsibilities as listed below.
- b. Plan and execute, or cause to be planned and executed, fully all Countship events or functions.
- c. Act as a link between the ISCSM and the Countship.
- d. Provide strategic visioning in conjunction with the Committee Chair to ensure the Countship's growth and prosperity is planned for.
- e. Fundraise beyond Countship events to ensure that the mission of philanthropic giving is met in as generous a way as possible.
- f. Represent the Countship and ISCSM in the community at functions within and without the Court System, communicating the mission and work of the organization.
- g. Travel to the ISCSM's Coronation, and one Pride celebration outside their city of residence.
- h. Attend one community event not sponsored by the Countship or ISCSM.
- i. To award the Christina Drake Excellence in Community Service Award to a community based non-profit not more than once per cycle.

- i. Following the end of their reign, each C is required to attend the greater of: 1. the first three meetings following a new Countship reign starting OR 2. All meetings in the 2 months following a new Countship reign starting for the purposes of transitioning their duties and ongoing projects, such as Bozeman Pride.

Section 4.21 - Duties of Mr, Mx, and Ms. Gay Big Sky

- a. Gay Big Sky title holders are required to attend two ISCSM functions anywhere in the realm and two monthly General Membership meetings.
- b. Gay Big Sky title holders are required to host the step-down portion of the out of town show at which they step down, with the approval and mentoring of the reigning Monarch(s).
- c. It is the responsibility of the Gay Big Sky title holders to present the "Eunice Mae Award" and the "Lance McQueen-Bouvier Humanitarian Award" at their step-down. The reigning Monarchs and Board of Directors must approve the recipient of each award.
 - i. The "Eunice Mae Award" may be presented to individuals who have shown excellence, support, and guidance to the ISCSM.
 - ii. The "Lance McQueen-Bouvier Humanitarian Award" may be presented to an individual or organization. This award is given in memory of Lance McQueen-Bouvier's dedication to the ISCSM. He wanted very much to be a titleholder and unfortunately passed before he could complete his reign. In his memory, we now recognize people or organizations dedicated to helping other people in our Montana community.

Article V. Elections

Section 5.01 – General Requirements of All Candidates & Nominees

- a. Any/all nominees seeking election as a Board Member, Title Holder, or Privy Council Member must be: (1) at least 18 years of age and be able to provide proof of such with a valid government-issued photographic identification card; (2) a legal resident of the State of Montana; and (3) a paid member in good standing of the ISCSM.
- b. Individuals seeking a position as a Board Member, Title Holder, or Privy Council Member must be legally upstanding, and may not seek election to any position on the Board of Directors if they have legal convictions by a Court of Law of a felony nature, dealing with financial impropriety or relating to serious violent offenses.
- c. Any individual(s) seeking a position as a Board Member, Title Holder, or Privy Council Member must be present at the meeting or event during which the election takes place. If said individual fails to attend said meeting or event, that individual will forfeit said position in the event they are elected. This shall not take effect if the person involved has a legitimate circumstance or emergency that prevented their attendance. It shall be the duty of the Board of Directors to rule

on the validity of the circumstance or emergency. If the absence is not approved by the Board of Directors, the individual shall forfeit said position.

Section 5.02 - Elected Title Requirements (Titleholders)

- a. Elected titles of the ISCSM:
 - i. Emperor, Empress, & Emprex (E)
 - ii. Imperial Crown Prince, Imperial Crown Princess, & Imperial Crown Prex (ICP)
 - iii. Count, Countess, & Countex(C)
 - iv. Mr. Ms., & Mx. Gay Big Sky (GBS)
- b. Because the monies provided by the organization will be limited, candidates must be self-supporting. Self-supporting shall be defined as able to financially support one's self and meet the requirements of said title as listed in Article III of these Bylaws. This means that a candidate must have a stable, ongoing, demonstrable, income.
- c. No two candidates may run as one, joint or slated ticket for any single elected title or sets of titles.
- d. Candidates must be able to work with other reigning titleholders and The Board of Directors for the betterment of the Community/Organization.
- e. Candidates will reside within the State of Montana for a minimum of 190 of the 360 days prior to running for an elected title.
- f. Candidates must submit an application for the title they wish to run for in accordance with the ISCSM's policies and procedures.
- g. There will be two seats available each election, regardless of title designation for:
 - i. E's
 - ii. P's
 - iii. C's
- h. There will be three seats available each election, regardless of title designation, for:
 - i. GBS
- i. Mr., Ms, and Mx. Gay Big Sky
 - i. GBS Candidates must meet the conditions of Section 5.01 of these bylaws to be eligible to run.
- j. Imperial Crown Prince, Imperial Crown Princess, & Imperial Crown Prex

- i. Candidates seeking the positions of ICP are subject to must meet the conditions of Section 5.01 of these bylaws to be eligible to run, as well as;
 - ii. must have attended a minimum of three Board meetings within the six months immediately preceding their candidacy;
 - iii. must have attended five General Meetings or Privy Council meetings within the 18 months immediately preceding their candidacy;
 - iv. must have held and successfully completed a reign as GBS (or the ISCSM historical equivalent), OR as C, OR have served on the Board of Directors or Privy Council for a full year; and
 - v. must be considered a member in good standing with the ISCSM.
- k. Count, Countess, & Countex
- i. Candidates seeking the positions of C are subject to must meet the conditions of Section 5.01 of these bylaws to be eligible to run, as well as;
 - ii. must have attended a minimum of three Board meetings within the six months immediately preceding their candidacy;
 - iii. must have attended five General Meetings or Privy Council meetings within the 18 months immediately preceding their candidacy;
 - iv. must have held and successfully completed a reign as GBS (or the ISCSM historical equivalent), OR have served on the Board of Directors or Privy Council for a full year; and
 - v. must be considered a member in good standing with the ISCSM.
- l. Emperor, Empress, & Emprex Candidates
- i. Candidates seeking the positions of E are subject to must meet the conditions of Section 5.01 of these bylaws to be eligible to run, as well as;
 - ii. must have attended a minimum of three Board meetings within the six months immediately preceding their candidacy;
 - iii. must have attended five General Meetings or Privy Council meetings within the 18 months immediately preceding their candidacy;
 - iv. must have held and successfully completed a reign as ICP, OR C;
 - v. have held and successfully completed a reign as GBS (or the ISCSM historical equivalent) or served on the Board of Directors or Privy Council for a full year; and
 - vi. must be considered a member in good standing with the ISCSM.

- vii. Notwithstanding subsections a – f above, if an individual that wishes to run for the position of E has previously held and successfully completed the same level of title (out of state), they should be considered qualified for candidacy. Individual must provide a letter of reference from the Board of Directors/College of Monarchs from the ICS Court Chapter stating successful completion of their reign in that chapter.

Section 5.03 - Special Circumstances for Emperor, Empress, or Empress

- a. Individuals citing special circumstances to approach for E may seek an exception to the above qualifications of Article IV in the following manner:
 - i. Any individual(s) seeking eligibility to approach the Board of Reviews to run for an elected title who has not fulfilled the above requirements must submit a letter of intent to the Board of Directors stating their reasons and qualifications for the exception and must also meet or include the following:
 1. Candidates must have three letters of recommendation from the current board of directors, and two letters from members in good standing of the College of Monarchs supporting their request.
 2. Candidates must have attended a minimum of three consecutive Board meetings, and have attended five General Meetings or Privy Council meetings, all within the 12 months immediately preceding their candidacy.
 - ii. These letters and proof of attendance are to be presented to the President of the Board of Directors no later than 30 days prior to the Board of Reviews. The Board of Directors will be allowed 14 days to grant or deny the exception, based on the required criteria candidates are to meet during the Board of Reviews standardized interview process. The decision of the Board of Directors will be final.
- b. If the Board of Directors grants the exception, the individual(s) seeking candidacy must still be deemed eligible through the Board of Reviews process as outlined in applicable policies and procedures.

5.04 – General Process Requirements of all Elections

- a. The Board of Directors reserve the right to amend the voting and ballot tabulation processes, as circumstances are deemed appropriate. In the circumstance that an amendment has occurred, a statement must be made containing the new rule before the opening of and counting of ballots. Any amendments made only apply to the election at hand and must be made at least 30 days prior to the election event.
- b. The ISCSM must provide a polling place for election poll and/or make voting electronically available at no cost to the voter.
- c. All elections will be by closed ballot.

- d. Proxy votes will not be accepted.
- e. The ISCSM will not accept and will not recognize a write-in candidate for any title or position.

Section 5.05 – Elections Process & Timeline

- a. Following each Coronation, and after the closing of our fiscal year, the reigning E's shall call a general membership meeting, with minimum seven days notice, for the purposes of electing a new Board of Directors. They shall chair the meeting, and all members in good standing in attendance shall be entitled to one vote for each position. Members must be given an opportunity to attend or vote electronically. Quorum for this vote shall be set at 25% of the membership.
- b. Voting for all positions on the Board of Directors, save those provided elsewhere in these bylaws, shall take place at said meeting. However, the Vice President from the previous reign shall automatically be granted the position of President for the upcoming reign, unless good cause as to why they should not be granted such position can be shown to the membership. In the event that a member believes they have good cause, they may ask the E's chairing the meeting to call a vote on granting the VP the new position of President.
- c. Candidates attain a position on the Board by receiving a majority of positive votes in the election. The current Secretary of the Board will notify newly elected/re-elected Board Members of their position.
- d. The positions of President of the Board of Directors and Treasurer of the Board of directors may not be held concurrently with an elected title.
- e. Voting
 - i. Voting for GBS's will be held at the last regularly scheduled ISCSM show before Coronation.
 - 1. Each year as part of the Out of Town show for Coronation, the reigning GBS's shall step down, and the new GBS's shall be crowned.
 - ii. Voting for ICP's will be held as part of Coronation Weekend in September.
 - iii. Voting for E's will be held as part of Coronation Weekend in September.
 - iv. Voting for C's will be held as part of the Countship Stepdow Ball in March.

Section 5.06 – Privy Council Election Process

- a. Following each Stepdow Ball, the C's shall call a community meeting, with minimum seven days notice to the public, for the purposes of electing a new Privy Council. They shall chair the meeting, and all members of the community attending shall be entitled to one vote for each position.

- b. Candidates attain a position on the Privy Council by receiving a majority of positive votes in the election. The current Countship Secretary will notify newly elected/re-elected Privy Council Members of their position.
- c. The positions of Countship Chair and Countship Treasurer may not be held concurrently with an elected title.

Section 5.07 - Titleholder Election Voting Process

- a. All voters must be 18 years of age or older, as permitted by venue, and must be a resident of the State of Montana, a Member for Life, or a member of the College of Monarchs. All voters must submit, upon request from the Chief Pollster, proper identification as proof of age and residence. The only forms of identification that will be accepted are Montana state-issued Driver's License, Montana state-issued Identification card, Montana Tribal ID, Government-issued Passport, and Government / Military- issued Identification Card or present a valid student I.D. from an accredited institution of higher education within the state of Montana.
- b. Elections for all titleholders will be done using ranked choice voting. Such voting must include a "no" vote option for each candidate.
- c. Election Procedures will:
 - i. The elections may be manned by members of the Board of Directors, members of the Privy Council, members of the College of Monarchs, or volunteers as approved by the Board of Directors ("Pollsters"). Reigning titleholders cannot serve as Pollsters, unless otherwise approved by the Board of Directors. Campaign managers and/or the significant others of candidates in any given election cannot serve as Pollsters. The Chief Pollster and a minimum of two other Pollsters, or other individuals eligible to serve as Pollsters (as deemed necessary and/or appropriate by the Board of Directors) will tabulate the ballots.
 - ii. The "Chief Pollster" shall be appointed by the Board of Directors, and can be any individual eligible to be a Pollster. The Chief Pollster is responsible for maintaining general order and enforcing these Bylaws, Protocol and Procedures throughout the voting process. Polling places are to be manned by a minimum of two Pollsters at any time during which the Polls are open. Prior to the opening of voting, the Chief Pollster shall brief the candidates and Board of Directors to review pre-voting protocols and voting procedures. Attendance by all candidates is mandatory.
 - iii. The Chief Pollster must provide sign-in sheets for voting. Voters must sign in before receiving a ballot. This is a check-and-balance of the voting procedure, specifically to ensure that the number of ballots cast is equal to, or less than, the number of voters listed on said sign-in sheets. The Chief Pollster must also provide ballots, ballot tabulation sheets and a tamper-proof envelope (a Tyvek shipping envelope, for example) or the electronic equivalent. In addition, before leaving the event, the Chief Pollster must provide all documentation of the election to the Secretary.
 - iv. In the case of a tie vote in any election, the Board of Directors shall meet to break the tie by closed-ballot vote. This vote must occur no later than one (1) hour after tabulation.

- v. Post-voting procedures for elected titles shall be as follows: the ballots will be held for 30 days by the Secretary of the Board of Directors, in case a recount is called. After the end of the 30 days all ballots will be destroyed.
- vi. A recount of the results from any given election may only be called by one of the candidates from said election. Any request for a recount must be made to the Board of Directors within 30 days from the date of the election; after this time, the ballots will have been destroyed, and a recount will not be possible. In the instance that a recount is called, the individual requesting the recount must pay a fee of \$200.00, payable only in cash. This fee must be paid before the commencement of the recount. These funds are to be placed in the ISCSM General fund. The Board of Directors and conflicting parties must be present for the recount. In the event that the recount changes the outcome of the election, the revised results will be made public, and the fee will be refunded to the individual who requested the recount. If the result is not changed, the fee will not be refunded.
- d. Voting for the titles of E's and ICPS's shall take place the day/evening prior to Coronation, and voting for the titles of C's shall take place the night before the Countship Stepdown Ball, unless otherwise deemed appropriate by the Board of Directors. Voting for the titles of Mr., Miss and Mx. Gay Big Sky shall take as specified in Section 5.05 of these Bylaws.

Section 5.08 – Elevation of the Imperial Crown Prince, Princess, & Prex

- a. In the event that there are no candidates for the positions of Emperor, Empress, or Emprex, or in the event of a “no” vote, the reigning Imperial Crown Prince, Princess, or Prex may be approached by the Board of Directors to be elevated to the position of Emperor, Empress, or Emprex. If this situation arises, they must be approved by the Board of Directors to assume the positions of E.

Article VI.
Vacancies

Section 6.01 - Vacancies on the Board of Directors & Privy Council

An individual that attains the majority vote of the remaining Board Members or Privy Council members, respectively, may fill any vacancies of any officers occurring on the Board of Directors of Privy Council, respectively. A person elected to fill a vacancy on The Board shall remain in office for the remaining portion of the reign or until the next general election is held, whichever is sooner. Only members in good standing may be nominated and elected into a vacant Board of Privy Council positions.

Article VII.
Resignation

Section 7.01

In the event of the resignation of a title-holder, Privy Council Member, or member of the Board of Directors, the Board of Directors shall resolve the acceptance of this resignation within seven calendar days . Examples of resignation delivery include but are not limited to: verbal, in the

presence of at least three Board members (in or outside of a board meeting) or hand delivery, delivery by U.S. Postal Service or electronic mail. The Board of Directors reserves the right to refuse acceptance of resignation for cause.

Article VIII

Removal of a Board Member, Council Member, or Titleholder

Section 8.01 – Attendance

In the event that a Board Member or Council Member misses three consecutive meetings of their respective body without being properly excused, said Member immediately forfeits their position. For clarity, those individuals that hold seats as a title-holder and Board or Council Member are subject to this provision and shall lose their title under such.

Section 8.02 – Residency

If at any time, a member of the Board, Privy Council, or a title-holder is absent from the state for a period of more than 90 consecutive days, their title/position is automatically forfeit. The Board, at their discretion, may allow the individual to submit a plan for reinstatement. The plan must be submitted within seven days of the forfeiture, or within seven days of notification of forfeiture from the board, whichever is to have occurred latest. If the board finds the plan satisfactory, they may reinstate the individual.

Section 8.03 – Removal of a Board Member, Privy Council Member, or Title Holder

Any violation of the ISCSM bylaws, policies and procedures, or resolutions of The Board constitutes an actionable offense. Further, any individual acting in an official capacity as it relates to their membership and/or title with the ISCSM who violates state and/or federal law will also be subject to, at minimum, disciplinary action by the ISCSM. Any individual, who fails to fulfill their duties and obligations as outlined by the bylaws, or as instructed by the governing bodies of the organization, may be subject to disciplinary action.

Disciplinary action may also be taken in cases of extreme or frequent unexcused absence from the state. Further, if any member feels that another member has committed or engaged in an act that shocks the conscious or in some way damages the good name of the ISCSM, the offending individual may be subject to disciplinary action as outlined below. In addition, the board of directors retains the right to initiate disciplinary measures against any general member, board member, or titleholder for these above mentioned reasons via a majority vote.

Section 8.04 - Procedure for complaints

- a. Any individual who feels that a board member, Privy Council Member, or titleholder has committed or engaged in an act that shocks the conscious or in some way damages the good name of the ISCSM, may submit a complaint in writing (physical or email is sufficient) to the board of directors. The complaint must at minimum contain the following:

- i. The date and location that incident occurred.
 - ii. The name(s) of the individuals involved
 - iii. A brief narrative of what happened, and how the complaining individual was made aware of the incident (ie. Did they see it with their own eyes, was it related to them, ect.)
 - iv. A signed statement swearing that the complaint is, to the best of the authors' knowledge, true.
- b. This complaint must be submitted to the board no later than 30 days after the incident occurs. The individual filing it must sign the complaint. If it is later determined that the individual fabricated, in part or in whole, the content of the complaint, they themselves may be subject to disciplinary action.
 - c. While reviewing complaints, the board is not required to allow the member who is the subject of the complaint to be present for discussion unless they specifically wish to do so or wish to question them. Should the member believe the complaint to be false or actions resulting therefrom to be unjust, they may appeal as provided for in the ISCSM's policies and procedures.

Section 8.05 - Procedure for disciplinary action

- a. Disciplinary action may be taken only via a decision by the board of directors. Once a complaint has been submitted, the board will deliberate, and upon a 2/3 vote be empowered to take disciplinary action.
- b. In the event that an investigated complaint is held against the president and found to be damaging to the organization, during the hearing, the president must give up the position of chair to the individual next in line of authority.
 - i. Line of authority to be held within the Executive Committee:
 - 1. Vice President
 - 2. Secretary
 - 3. Treasurer
- c. Any changes to policies and procedures surrounding disciplinary action will not take effect until 90 days after said changes are ratified by a simple majority of the Board of Directors. However, the approved changes shall not apply to any disciplinary activities in progress at the time such changes are proposed and ratified, regardless of their continuance beyond the 90 day period.

Article IX. Meetings

Section 9.01 - Board Meetings

- a. Board meetings will be held no less than once per calendar month and must include an option for electronic attendance, excepting closed meetings. The place and time the meetings are scheduled are to be determined by the President of the Board. If for some reason the president is absent, incapacitated, or there is no president, the next in line shall have that right. The president shall also preside as chair over the meeting, unless the topic under consideration concerns the President, in which case the Vice President shall preside as chair. In the event that neither the President nor the Vice President is able to chair, a vote shall be taken, and first passed the post will preside as chair. A regular meeting of the Board of Directors shall be held with no less than forty-eight hours notice. A special or emergency meeting can be held with only twenty-four hours notice. Notice must be provided to all board members via established communication practices regularly utilized by the board.
- b. Any meeting of the board in which action is taken occurs, shall require a quorum. Quorum shall be two-thirds (2/3) of the current board or three Board members, whichever is greater.
- c. Decisions of the board of directors shall be made as a resolution, which shall require a vote.
- d. Votes of The Board of Directors shall require a 51% aye, to pass, unless a higher requirement is set in a provision of these bylaws.
- e. Attendance of Board Meetings shall be defined as physical presence in the room in which the meeting is being convened, teleconferencing into the meeting (in which everyone can hear and be heard by Board member), videoconferencing into the meeting(in which everyone can hear & see and be heard & be seen by the Board member conferencing in. This attendance shall not be read to redefine the definition of residency.
- f. From time to time, and as necessary to ensure the functionality of the organization, the Board may adopt internal board policies. These policies may not contravene these Bylaws, but should instead supplement them. Such policies must be enacted by a resolution as described in this Section 13.01, and may be altered or abandoned by the same. A record of such policies shall be maintained by the President and Secretary, and may be made publicly available upon request by any Member. Such policies will not become part of these Bylaws.

Section 9.02 – Privy Council Meetings

- a. The Privy Council shall meet not less than once a month, and from time to time as is necessary to ensure the proper functioning and governance of the Countship.

Section 9.03 - General Meetings

General meeting of the ISCSM shall be called by the reigning E's each calendar month, and must include an option for electronic attendance, and the time and location for those meetings shall be set by them. No less than seven days notice in a wide and public way shall constitute proper notice. In the event that we have no E's, these meetings shall be called and chaired by the President. The E's shall preside as chair over these meetings. In the event that the E's fail to call a general membership meeting, 55% of the general membership may call a meeting. In this event, the chair will be voted upon, and first past the post shall preside as Chair.

Article X.
Fiscal Policy

Section 10.01 - Fiscal Year

The fiscal year of the ISCSM shall run from the first of October until that same time the following year.

Section 10.02 - Management of Funds

- a. The Treasurer of the Board of Directors is responsible to deposit or cause to be deposited, withdraw or cause to be withdrawn from the general bank account, which will be accompanied by a receipt to be kept in the general ledger. The treasurer must maintain with a member of the executive committee a joint bank account and must be an authorized signatory. The treasurer may use any legal method deemed appropriate to achieve this, including but not limited to online banking, Internet transactions, cash withdrawals, and checks.
- b. In the event that the ISCSM co-sponsors an event, a member of the board of directors shall maintain a separate set of records for the purpose of ensuring fiscal responsibility in the co-sponsoring party.
- c. After each event, the Treasurer shall deposit or cause to be deposited the proceeds from the event. This shall be done no later than two business days after the event takes place.
- d. As it relates to the Countship, "Treasurer" can be replaced in this section 10.02 with "Countship Treasurer".

Section 10.03 - Compensation

Members, officers, and titleholders shall not receive any salary for their services as members. If authorized by the Board, members may be reimbursed for expenses actually and necessarily incurred in carrying out ISCSM business. In order to receive reimbursement, a receipt must be provided to the treasurer. No member, officers, or titleholders shall receive compensation for serving the ISCSM in any other capacity, nor shall any close relative of a member receive compensation for serving the ISCSM, excepting that when the board permits performers to keep their tips, such member, officers, or titleholders shall likewise be permitted to keep their tips.

Section 10.04 – Allocation of Funds

- a. Unless otherwise approved by a majority vote of the board of directors, the following breakdown shall be used to allocate all ISCSM funds. The scholarships, contributions, and Cancer funds are earmarked and may not be reallocated by the board.
- b. Funds taken in by, or on behalf of, the Countship shall be handled in accordance with this Section 10.04, but shall be maintained in separate accounts managed by and attributable to the

Countship of the ISCSM. For their purposes below, "Coronation" is replaced with "Stepdown Ball", "Emperor/Empress/Emprex" is replaced with "Count/Countess/Countex", "Board of Directors" is replaced with "Privy Council", and "Treasurer" is replaced with "Countship Treasurer" where not otherwise specified.

- c. General Fund – 15% of net from all functions
 - i. 100% of all membership dues collected by either the ISCSM or the Countship shall be deposited into the ISCSM's General Fund, as maintained by the Treasurer.
 - ii. The general fund is used for all operating costs as authorized by the board of directors. At the end of each reign:
 - 1. two months operating costs are to be left in the general fund to ensure the ability of the new reign to operate. Two months operating costs are to be defined as \$1000.00 or the average cost of the previous three shows (excluding pageants), whichever is greater.
 - 2. Adequate funds must be left for the next reign to cover travel, as described in subsection (h) below.
- d. Contribution Fund – 27% of net profits from all functions.
 - i. The contribution fund is used in contributing back to the community in the form of monetary donations to other 501(c)(3) non-profits and causes. This money is to be earmarked for the purposes of charitable contributions.
- e. Scholarship Fund – 13% of net profits from all functions.
 - i. The scholarship fund is earmarked for the purpose of the scholarship program, as outlined in Article X.
 - ii. Funds for the Rosalinda De La Luna Scholarship shall be held and maintained by the ISCSM and Treasurer.
 - iii. Funds for the Brooke St. John Memorial Scholarship shall be held and maintained by the Countship and the Countship Treasurer.
- f. Coronation Fund – 10% of net profits of from all functions.
 - i. This fund exists for the sole purpose of financing coronation and associated costs.
- g. Emergency Fund – 10% of net profits from all functions.
 - i. This fund is to be used in case of financial disaster. This may include, but is not limited to, unforeseen court costs, legal expenses, and ISCSM debt.
- h. Travel Fund – 15% of net profits from all functions.
 - i. This fund exists to help alleviate the monetary burdens imposed on the Title Holders and Board of Directors by these bylaws. These expenses are limited to: Food (not to include

alcohol), transportation, event related fees, and accommodations. Verifications of the expense must be provided to the Treasurer.

ii. ISCSM

1. Each reign shall start out with \$1,150.00 in the travel fund, either left over from the previous reign's travel or allocated from the previous reigns General fund. Such sums are allocated as follows: \$250 to each E, \$200 to each P, and \$50 to each GBS. If any of the mentioned seats remain vacant, the sum attributable to them may be reallocated into the general fund.
2. All sums following this shall be allocated between all members of the Board of Directors and the reigning Imperial Family by a majority vote of the Board of Directors. No distributions shall be given without approval of the Board, and any expenses an individual undertakes without approval shall be considered their personal liability.

iii. Countship

1. Each reign shall start out with \$400.00 in the travel fund, either left over from the previous reign's travel or allocated from the previous reigns General fund. Such sums are allocated as follows: \$200 to each C. If any of the mentioned seats remain vacant, the sum attributable to them may be reallocated into the general fund.
2. All sums following this shall be allocated between all members of the Privy Council and the reigning C's by a majority vote of the Privy Council. No distributions shall be given without approval of the Privy Council, and any expenses an individual undertakes without approval shall be considered their personal liability.

i. Chris Ink Ya Moore Memorial Cancer Fund – 10% of net profits from all functions.

- i. This fund is designed to assist those persons who have been diagnosed with Cancer, assisting with related monetary obligations.
- ii. Eligible recipients must be current or past members or titleholders of the ISCSM, and must complete an application as provided in the ISCSM policies.
- iii. The Representatives of the College of Monarchs shall oversee all requests to access the cancer fund, with distributions requiring a vote of the full Board of Directors (in closed session).
- iv. Distributions are limited to \$2,500 per recipient, per calendar year.
- v. This fund is created in memory of Chris Ink Ya' Moore (Chris Belville,) Ms. Gay Missoula 14, Imperial Crown Prince 11, & The Inked Rogue Emperor of the River Styx Emperor 15 of all Montana, who's love, art, and passion were taken from us too soon by cancer. She designed many of the pins, posters, and artwork used throughout many reigns. Her art and passion will live on in our history and our hearts.

- vi. In addition to the 10% net specified above, the net proceeds of the College of Monarchs show shall be dedicated solely to this fund. It shall be the responsibility of the E's or, in their absence, the BOD, to produce the College of Monarchs show each year.

Section 10.06 - Distribution of Funds

Funds can, at the behest of the board of directors, be allocated out as contributions throughout the year. At the end of the year, the reigning E's may sit down and select a number of 501(c)(3) charities to allocate their remaining funds, subject to board approval. In addition to the funds raised by the general shows, a number of benefit shows may be conducted, in which all net profit from the event is given to a forenamed charity.

Article XI. Scholarships

Section 11.01

- a. The ISCSM will give no less than two (2), \$500.00 scholarships each year, which shall be known as the Rosalinda De La Luna Scholarship. These will be awarded by the beginning of August and recognized at Coronation in September every year. These scholarships are given to honor Absolute Empress 12, Rosalina De La Luna, who founded the first ISCSM scholarship, and who fought for many years to increase access to higher education for Montana's queer community.
- b. In addition, the Countship will give not less than two (2), \$500.00 scholarships which shall be known as the Brooke St. John Memorial Scholarship. These will be awarded by the beginning of January and recognized at the Countship's Stepdown Ball in March every year. These scholarships are given in memory of Empress 8, Brooke St. John, to whom education and a devotion to charitable giving were very important.
- c. There will be a scholarship committee chaired by the Scholarship coordinator. The committee will be made up of board members, and may also include community members, donors, and current or past titleholders. The final decision on awarding the scholarship rests with the board.
- d. This scholarship will not discriminate based on race, age, gender, sex, marital status, or past veteran status.
- e. These applicants must be residents of the State of Montana seeking higher education from an accredited higher education institution in Montana. Students must enroll or be enrolled full time as defined by their accredited program. For the purposes of eligibility, the ISCSM defines residency using the Montana definition of legal residency. No individual under consideration for the scholarship shall sit on the committee or provide input on awards therefrom.

Article XII. Indemnification

Section 12.01

The ISCSM shall indemnify present and former titleholders, officers, members of the board, agents, and volunteers against liability to the extent that their acts or omissions constituting the grounds for alleged liability were performed in their official capacity and, if actionable at all, were based upon good faith judgments in the belief the acts or omissions were in the best interests of the ISCSM. The ISCSM shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status.

Section 12.02 - Conflict of Interest

a. Purpose

- i. The purpose of the conflict of interest policy is to protect the ISCSM's 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 might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

b. Definitions

i. Interested Person

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

ii. Financial Interest

1. 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 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.
- A. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

- B. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 12.03 - 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.

Section 12.04 - Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she 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.

Section 12.05 - Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. 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.
- c. 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.
- d. If a more advantageous transaction 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.

Section 12.06 - Violations of the Conflicts of Interest Policy

- a. If the board of directors 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.

- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board of directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 12.07 - Records of Proceedings

- a. The minutes of the governing board and all committees with board delegated powers shall contain:
 - i. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
 - ii. The names of the persons who were present for discussions and votes relating 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.

Article XIII. Annual Statements

Section 13.01

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 13.02 - Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article XIV.
Use of Outside Experts

Section 14.01

- a. When conducting the periodic reviews as provided for in Article XIII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.
- b. In carrying out their duties and the obligations placed on the organization by applicable laws, the Board may, but need not, use outside advisors. The Board as a whole must retain such advisors, by a vote, and such outside advisors must be subject to obligations of confidentiality not less than those imposed on individual Board Members.

Article XV.
Amendments

Section 15.01 - Amendment of the Bylaws of the ISCSM

- a. In the event of a definable need, proposed amendments to these Bylaws must be presented and discussed at a meeting of The Board of Directors.
- b. The Board of Directors will vote on approval of any Bylaw amendment(s), requiring a 2/3 majority vote to reach approval.
- c. If The Board of Directors votes to approve any Bylaw amendment(s), the amendment(s) must be presented to the General Membership by way of the newsletter no less than 30 days prior to a meeting. At said meeting, a 2/3 majority vote of those present from the General Membership is required for final ratification.

Article XVI.
Dissolution

Section 16.01

In the event of dissolution, all monies, resources, and other properties of the ISCSM will be donated to a non-profit consistent with our mission and consistent with all state and federal laws.