



THE INTERNATIONAL COURT COUNCIL, INC.BY-LAWS

Amended 19, October, 2022

Originally adopted February 11, 2012
United States of America, Canada & Mexico

BY-LAWS
of
The International Court Council, Inc.
A California Nonprofit Public Benefit Corporation

ARTICLE I
Name and Offices

Section 1.01 Name.

The name of the Corporation shall be: The International Court Council, Inc. and it is referred to in these By-Laws as the Corporation.

Section 1.02 Offices. The principal office of the Corporation shall be located within the State of California, at such place as the Board of Directors, also known as the International Court Council or “Council”, shall from time to time determine. The Council is granted full power and authority to change the principal office from one location to another. The Corporation may establish or maintain additional offices at such other places as the Council may determine. For the purposes of discussion, the word “Council” shall also mean the Board or Board of Directors and is used interchangeably throughout the document.

ARTICLE II
Purpose

Section 2.01 The purpose of the Corporation is set forth in its Certificate of Incorporation, as from time to time may be amended. The purposes of the Corporation shall be performed only to the extent permitted by Section 501(c) 3 of the Internal Revenue Code of 1954, as amended.

Section 2.02 Purpose of By-Laws – These Bylaws shall be used to guide the actions of the Council. The hierarchy of authority for decisions of the Board of Directors is; Section 501(c)3 of the Internal Revenue Code of 1954, as amended, California State Statutes and regulations pertaining to the operation of non-profit organizations, our Certificate/Articles of Incorporation, and these Bylaws. The Council may adopt Policies and Procedures to help guide implementation of these Bylaws as necessary.

Section 2.03 Scope. The specific purposes of the Corporation is to set into place the operating rules, by-laws and regulations for itself as a (1) counselor entity, (2) clearing house for its members, (3) advisory group that will assist in the formation and recognition of a court, (4) and to recognize and honor organizations and individuals that provide exceptional leadership and/or service.

The organization may promote nationally coordinated fund-raising efforts, and tracking thereof, for charities; conduct educational programs for the public benefit; support the

work done by charitable organizations, establish and maintain protocols for the International Court System, to provide documentation and tracking of annual charitable fund raising throughout the International Court System, provide a budget for the operations of the International Court Council, Inc., its services and expenses incurred for work done on behalf of the Corporation and to provide the public with information that promotes the various Courts and their work with local and national charities.

Section 2.04 Economic or Financial Gain. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is to be distributed to, or inures to the benefit of, its Council Members or officers except that reasonable compensation may be paid for expenses incurred for the Corporation in furtherance of one or more of its purposes that will have had approval by the Council. Further, that no director or officer of the Corporation will have a financial gain in the Corporation. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III Membership

Section 3.01 Membership. Membership in the Corporation is available to those courts (imperial or royal), barony; dukedom; principality or kingdom as set in the Policies & Procedures Guide for the International Court Council.

Section 3.02 Voluntary Suspension or Termination of Membership. Any member may Suspend or Terminate its membership in the Corporation by written notice delivered to the principal office of the Corporation at least 120 days prior to its effective date. Such action shall constitute a relinquishment to the Corporation of all the resigning member's rights and privileges in the Corporation. Suspensions shall be for a specific period of time and reinstate the affected Court on the date agreed. Terminations should include notice of the caretaker for the organizations documents and historical archives.

Section 3.03 Involuntary Suspension or Termination of Membership. For good cause only, a member may be Suspended or Expelled from recognition by the Corporation with an affirmative vote of three-fourths (3/4) of the Board of Directors present at any meeting of the Council at which a quorum is present. Suspensions shall be for a specific period of time and shall automatically reinstate the affected Court on the date agreed if any required actions have been completed. Suspensions shall be reviewed at each regular meeting of the Council. Involuntary terminations may be permanent or for any period of time and may set requirements, if any, for regaining active membership status.

Section 3.04 Sovereignty of Members. The Sovereignty of the individual member courts or organizations or societies is recognized, and the International Court Council, Inc. By-Laws do not supersede or infringe upon member corporations By-Laws or sovereignty.

Section 3.05 Classification and Qualification of Members. The Corporation will have two classes of members, Regular Members, known as an Heir Apparent, and Honorary Members, known as an Honorary Heir. Regular members of the Corporation mean any person who is appointed pursuant

to Section 4.04 of the bylaws or who is appointed pursuant to an agreement between the corporation and a sovereign individual member court. Regular Members have the right to vote regarding all matters requiring a vote of the corporation bylaws. Regular members are also expected to fulfill all requirements and obligations as outlined in the corporation bylaws. Each qualifying person is entitled to one Regular membership.

Honorary Members of the corporation are those persons who are not otherwise eligible to be members of the Corporation but who, in the opinion of the Titular head(s), Executive Board, or Board of Directors, have performed services for the corporation warranting their appointment as Honorary Members.

No person shall hold more than one membership class.

ARTICLE IV

Board of Directors

Section 4.01 Number and Qualification of Directors. The Board shall be not less than fifteen (15) members, including the Titular Head(s). For the purposes of quorum and voting each active member present shall be counted but vacant positions shall not. Members who have submitted resignations shall not be considered for purposes of quorum if the date of the resignation is on or prior to the meeting date. Members who decline reappointment shall serve on the record through December 31st of that year. Appointment of new members should include the effective date of that appointment if between annual appointments, or automatically take effect on January 1st if an annual appointment. In keeping with traditions and practice of the ICC, Council appointees may use the title once announced even if they have not been ceremonially invested. Members of the International Court Council should understand that they are held to the highest standards of behavior and that their service on the council can be affected by their relationship to Courts and other organizations. The following are minimum expectations:

1. Council Members are expected to attend all meetings of the Council unless excused in advance
2. Council members shall come to all meetings prepared for the meeting having read the agenda and any attachments prior to the meeting
3. Council members are expected to fulfill the obligations of their agreement
4. Council members may not serve as a Member of Parliament or Alternate
5. Council members are expected to provide the Titular Head(s) and Council President advance notice of any significant issues that are arising in their Court, local Courts, or their personal life that may reflect on the international court system.
6. Council members are expected to work with local Courts to provide articles to the Communiqué sharing local successes, anniversaries, and to use their interactions with the Court system to promote the International Court System and its member Courts.
7. Council members are required to announce any potential conflicts of interest and to abstain from substantive discussions or voting on any such identified issues, in accordance with California state statute.

Section 4.02 Board of Directors. The Council Members shall be known as the Board of Directors of the Corporation. For the purposes of discussion, the word “Council” shall also mean the Board or Board of Directors and is used interchangeably throughout the document

Section 4.03 Power of the Board. Subject to any limitations in the Articles of Incorporation or these By-Laws, the activities and affairs of the Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, or committee or committees however composed, provided that the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 4.04 Council Member Appointment. Suggestions for a Council Member can be made by any member of the Court System. Suggestions for nomination will be made in writing to the Titular Head(s) who may submit the suggestions to the Council for consideration and confirmation. Council Members will be nominated/appointed by the Titular Head(s) and ~~to be~~ confirmed by the Council of the International Court Council, Inc.

Section 4.05 Council Member Leave of Absence. A Council Member who requests a Leave of Absence for any reason may be given leave for up to 90 days in any 2-year period. Council Members do not have to attend meetings during this period but remain financially and legally liable for Board decisions and count against quorum requirements for any meetings. The process for requesting and granting a Leave of Absence shall be defined in the Policies and Procedure Guide.

Section 4.06 Resignation and Vacancies. A Council Member may resign from office by a written notice to the Titular Head(s), or the President of the Council, the resignation shall take effect immediately unless the notice specifies a later time for the effectiveness of such resignation; provided, however, that no Council Member may resign except upon notice to the Attorney General of the State of California where the Corporation would then be left without a duly appointed Council Member in charge of its affairs. For the purpose of this Council, the length of term for being a member of the Council will be for one to two years and reviewed by the Titular Head(s) for reappointment or retirement.

A vacancy in the Council may be filled through the recommendation, confirmation and appointment process as specified in these Bylaws and the Policies & Procedures Guide. A vacancy in the Council shall be deemed to exist on the occurrence of the death, resignation or removal of any Heir Apparent. A Council Member who has been declared of unsound mind by a final order of Court, convicted of a felony or been found by final order of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law or similar law in their local jurisdiction.

Section 4.07 Removal of Council Member/Heirs-Apparent. A Council Member/Heir Apparent may be dismissed by the Titular Head(s) or the Council or may be removed for cause by a three quarter (3/4) affirmative vote of the Council, as constituted and **not** from a vote of those present at a regularly scheduled meeting where a simple majority of a quorum may be present. The member being proposed for dismissal is to be notified so that they may be able to respond to the dismissal charges. Notification should follow those guidelines as those for a regular meeting, or that all Council Members have either received or waived four weeks' written notice of such proposed action.

Any member of the Council who is absent from two consecutive meetings of the Council shall automatically be referred to the Titular Head(s) for review of the circumstances that may have prevented their being in attendance. The review and final decision, with concurrence from the Council may result in the dismissal of the Council Member. "Absence" from a meeting means failure to attend a meeting and includes any absences from and including the date on which this provision was adopted. No member shall be removed under this by-law unless given adequate advance written notice, after the second consecutive absence. Also, nothing in this by-law shall be construed to prevent the Council from re-confirming, as a Council Member/Heir Apparent, any person who has been removed from the Council by reason of this By-law.

Section 4.08 Committees. The Titular Head(s), President, Executive Committee or Council may appoint or create a committee as deemed necessary. All committees not approved by the Council shall sunset annually unless reconfirmed by the appointing authority. The Council, by resolution adopted by a majority of the entire Council present, may create one or more committees.

The Executive Committee shall have, and exercise, the authority of the Council in the management of the Corporation to the extent that the Council confers such authority. Membership of the executive committee shall include the Titular Head(s), President, Secretaries, Treasurer, and Vice Presidents of the Corporation and any other member of the Board that the Directors may have approved. The Executive Committee may only take action supported by a majority of the full membership of the committee and must report any actions taken to the full Council within 7 days of such action. Other committees not having or exercising the authority of the Council in the management of the Corporation may be designated and appointed by the Titular Head(s), President or Chairperson (as appropriate) with the consent of the Council.

The Executive Committee or any such committee to the extent provided in the resolution of the Council shall have all the authority of the Council except with respect to:

- (a) The approval of any action for which the California Non-profit Public Benefit Corporation Law requires approval of the Council or of a majority of the Council in attendance at a regularly scheduled meeting;
- (b) The filling of vacancies on the Council or in any committee that has the authority of the Council;
- (c) The fixing of compensation for any services contracted by the Council;
- (d) The amendment or repeal of By-laws or the adoption of new By-laws;
- (e) The amendment or repeal of any resolution of the Council that by its express terms is not so amendable or repealable;
- (f) The appointment of committees of the Council or the members thereof;
- (g) The approval of any self-dealing transaction, as defined in § 5233(a) of the California Nonprofit Public Benefit Corporation Law or any successor provision thereto.

Regular and special meetings and actions of Committees of the Council shall be governed by the provisions of these Bylaws applicable to meetings and actions of the Council; provided however, that the Council may adopt rules for the conduct of the business of any committee consistent with these By-Laws, or in the absence of rules adopted by the Council, the committee may adopt such rules.

Section 4.09 Place and Time of Meeting of the Council.

All meetings of the Council may be held at any place within or without the State of California, as set by the Executive Council. Regular meetings of the Council shall be held at least two times per year unless it is determined that a greater is necessary. Each Council Member is expected to attend all scheduled Council meetings in person.

The Executive Council may, in its sole discretion, determine that any number of attendees, up to and including all attendees, may participate in any meeting of the Board of Directors by means of remote communication. Participation in a meeting held by remote communication shall constitute presence in person at the meeting for all purposes, including quorum and voting. Members of the Board shall at least receive forty-eight (48) hours advance notice of the changes to a remote meeting and shall be provided with instructions for participation and voting for such remote meeting.

**" Remote Communication" shall mean any electronic communication including conference telephone, video conference or any other method or forum currently available or developed in the future by which members not present in the same physical location may simultaneously communicate with each other.*

Section 4.10 Annual Meetings. The Council shall hold an annual meeting for the purpose of voting in newly appointed members and election of officers and all other business as may properly come before the Council. Annual meetings of the Council shall be held with appropriate notice at such time and place as determined by resolution of the Council and may be held in conjunction with a regularly scheduled Council meeting. Each officer and member of the Council, at this meeting, shall make a full report to the Titular Head(s) and be responsible to answer any questions.

Section 4.11 Special Meetings. A special meeting of the Council may be called at any time by the Titular Head(s), the President, or by any Council Member upon written demand of not less than four Council Members.

Section 4.12 Notice of Meetings. Regular and special meetings of the Council shall be held upon notice to the Council Members. The notice shall consist of a written or printed notification stating the place, day and hour of the meeting, delivered to each Council Member by the Secretary not less than 30 days before the date of the meeting, either personally, or by postal service, or via electronic mail, at the direction of the President or a majority of Council Members calling the meeting, or upon the initiative of the Secretary. If sent by postal service, each notice shall be deemed to be delivered when deposited in the mail addressed to the Council Member at their address as it appears on the records of the Corporation, with postage thereon prepaid. If sent by electronic mail, each notice shall be considered delivered, when sent via the Internet to the member at their email address as it appears on the records of the Corporation. Notice of a meeting need not be given to any member who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to them. Except as otherwise provided, neither the business to be transacted at nor the purpose of any meeting of the Council need be specified in the notice or waiver of notice of such meeting. A majority of the Council present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Council to another time or place shall be given to the members who were not present at the time of the adjournment, and, unless such time and place were announced at the meeting, to the other members.

Section 4.13 Quorum and Action of the Council. A majority of members of the Board of Directors authorized in these By-Laws constitutes a quorum of the Council for the transaction of business, except for purposes of adjournment as provided in these By-Laws. A majority of over fifty per cent (50%) of those directors on record would constitute a quorum. Unless a greater number is required by law, the Articles of Incorporation or these By-Laws, every action taken or decision made by a majority of the members of the Council present at a meeting duly held at which a quorum is present is the act of the Council; provided, however, that a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a director, if any action taken is approved by at least a majority of the required quorum for such meeting. All voting shall be public and by voice vote or show of hands unless at least two members specifically request a secret ballot. If said request is approved by a simple majority vote of the Council Members present, a secret ballot may be used for any item unless secret ballots are specifically not allowed by statute.

Section 4.14 Action Without Meeting. Any action required or permitted to be taken by the Council may be taken without a meeting, if all members of the Council shall individually or collectively consent in writing to such action; provided, however, that the preceding provision shall not include the consent of any member of the Council who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested Director" as defined in § 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Council and shall have the same force and effect as the unanimous vote of such Directors.

Section 4.15 Participation by Conference Telephone.

Committee Meetings

Any one or more members of any committee thereof may participate in a meeting or meetings of committees, including the Executive Committee by means of a conference telephone or similar equipment, which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting. Accurate minutes of these committee meetings by teleconference or similar equipment shall be delivered to the President and Corporate Secretary for delivery to all ex-officio members of said committee and for the corporate records.

Section 4.16 Waiver of Notice. Notice of a meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 4.17 Adjournment / Postponement. A majority of the Board of Directors present, whether or not a quorum is present, may adjourn/postpone any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. No adjournment/postponement may call for reconvening more than 30 days after the adjournment/postponement.

ARTICLE V

Officers

Section 5.01 Officers. The officers of the Corporation shall consist of a President, two Vice Presidents, a Corporate Secretary, a Corresponding Secretary and a Treasurer and such other officers as the Council may determine.

Section 5.02 Election and Term of Office. Except as otherwise provided, each officer shall be elected by the Council in accordance with procedures established by the Chairperson and shall hold office for a term of two years and until their successor is elected and qualified, or in the event of their death, resignation or removal.

Section 5.03 Resignation. Any officer may resign from their office by a letter of resignation addressed to the Board of Directors. An officer who was also a Council Member of the Corporation but has ceased to be an officer of said Corporation should not be deemed to have resigned from their Council position unless they specifically have indicated that desire in their letter of resignation.

Section 5.04 Removal of Officers. Except as otherwise provided, any officer may be removed with or without cause by a majority vote of the Council then in office, provided that such officer has received four weeks written notice of such proposed action and provided, further, that all directors have either received or waived the four weeks written notice of such proposed action.

Section 5.05 Vacancies. The Council shall have the power to fill any vacancy in any office. An officer elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office and until their successor is elected and qualified. The Executive Committee has the right to temporarily fill any open position between meetings if an officer resigns their position between meetings.

Section 5.06 President. The President of the Corporation is responsible to guide the growth of the court system, to represent the Council to the outside world. The President is responsible for the day-to-day administration of the Corporation but cannot effect decisions that may require the concurrence of the Council. The President may request that the Executive Committee of the Council assume the day-to-day administration of the Corporation and are also constrained whereby concurrence by the Council is required.

Section 5.07 Vice Presidents. The Vice Presidents shall perform the duties and exercise the powers of the President in the President's absence or disability and shall have such powers and duties, which are designated by the Council. The Vice Presidents are members of the Executive Committee and ex-officio members of any committees appointed by the Board of Directors (Council).

Section 5.08 Secretaries.

Corporate Secretary: The Corporate Secretary shall preserve in the books of the Corporation true minutes of the proceedings of such meetings and shall have charge of the counting of votes at such meetings. The Secretary shall perform the duties and give all notices required by statute, by law or resolution and shall perform such other duties as may be delegated to them by the Council. The Corporate Secretary shall set the agenda for each meeting with consultation with the President, Chairperson, and Titular Head(s).

The Corporate Secretary will be responsible for filling out and filing all documents related to the business of the Council, with the exclusion of the Internal Revenue Service and State of California reports and filings, which are the responsibility of the Treasurer.

Corresponding Secretary: The Corresponding Secretary will be responsible for the official written communication outside of the Corporation for and on behalf of the Council, the officers or Executive Committee as directed. This Secretary will work in concert with the Corporate Secretary to ensure continuity of communications. The Corresponding Secretary shall copy the Corporate Secretary on all correspondence so that they may be included in the official records/archives.

Section 5.09 Treasurer. The Treasurer shall have custody of all corporate funds, securities, receipts and disbursements of the Corporation, and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements. The Treasurer shall within 7 days of receipt deposit all monies, securities and other valuable effects of the Corporation in such depositories as may be designated for that purpose by the Council. The Treasurer shall disburse the funds of the Corporation in a timely manner as may be ordered by the Council, taking proper vouchers for such disbursements. The Treasurer shall render to any of the directors or to the founder (or Titular Head(s)), at least monthly an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer will provide to the Council at every regular meeting called by such body, a full report of

financial condition of the Corporation so as to ensure all financial transactions, be they numerous or none, are reported to the satisfaction of the Council. In addition, the Treasurer will ensure and report on those entities that were created by this Council whereby separate financial records and accounts are being kept and will have signatory authority on those accounts. If required by the Council, the Treasurer shall deliver to the President and shall keep in force, a bond in form, amount and with a surety or sureties satisfactory to the Council, conditioned for the faithful performance of the duties of the office of Treasurer and those authorized by the Council to execute drafts, vouchers, contracts and financial instruments, and for restoration to the Corporation in case of the Treasurer's, resignation, retirement, or removal from office, of all books, papers, vouchers, money and property of whatever kind in their possession or under their control belonging to the Corporation.

The Treasurer will be responsible for filing all reports and tax statements to the Internal Revenue Service and any state entities, as required by law, in a timely and orderly fashion. The Treasurer will, when requested by the Executive Committee, deliver to a certified public accountant all records, receipts, vouchers and books as may be deemed necessary to fulfill a complete review and/or audit of the corporation's financial situation and the preparation of tax filings to both the federal and state agencies on an annual basis.

Section 5.10 Appointment/Selection of Titular Head(s).

Queen Mother of the Americas Nicole the Great shall serve as the last Anointed Titular Head of the International Court System. The International Court Council is responsible for the replacement of Queen Mother of the Americas Nicole the Great at the time of her transition and shall develop a process for her replacement and the transition to a dual appointed Monarchy, The Queen Mother and King Father. The process shall include the Council and the Queen Mother's Parliament, shall be included in the ICC Policies and Procedures Guide, and shall be implemented in accordance with the rules in place at the time the transition is announced.

Section 5.11 Certified Public Accountant. The Council may engage a certified public accountant to review and present to the Council an un-biased analysis of the financial situation of the Corporation and to prepare necessary state and federal tax filings as required by law. The Council may order an audit for any reason.

ARTICLE VI

Indemnification, Insurance and Council Member Liability

Section 6.01 Definitions. For the purposes of this Article VI, "agent" means any person who is or was a Council Member, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Council Member, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Council Member, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal,

administrative, or investigative, and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under these By-Laws.

Section 6.02 Indemnification in Actions by Third Parties. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under § 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted regulator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of an proceeding by judgment, order, settlement, conviction, or upon a plea of "nolo contendere" or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 6.03 Indemnification in Actions by or in the Right of the Corporation. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under § 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted regulator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in the like position would use under similar circumstances. No indemnification shall be made under this Section 6.03:

- (a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General of the State of California.

Section 6.04 Indemnification Against Expenses. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in these By-Laws or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 6.05 Required Determinations. Except as provided in these By-Laws, any indemnification under this Article VI shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has followed the applicable standard of conduct set forth in these By-Laws, by:

- (a) A majority vote of a quorum consisting of Council Members who are not parties to such proceeding; or
- (b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

Section 6.06 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VI.

Section 6.07 Other Indemnifications. No provision made by the Corporation to indemnify its or its subsidiary's Council Members or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, By-Laws, a resolution of Council Members, an agreement or otherwise, shall be valid unless consistent with this Article VI. Nothing contained in this Article VI shall affect any right to indemnification to which persons other than such Council Members and officers may be entitled by contract or otherwise.

Section 6.08 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article VI, except as provided in Sections 6.04 or 6.05(b), in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles of Incorporation, these By-Laws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred, or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 6.09 Personal Liability of Volunteer Council Members or Executive Officers. To the fullest extent permitted by the California Nonprofit Public Benefit Corporation Law, as now in effect or as may hereafter be amended, there shall be no personal liability to a third party for monetary damages on the part of a volunteer Council Member or volunteer executive officer of a nonprofit corporation, caused by the Council Members negligent act or omission

in the performance of that person's duties as a Council Member or officer, provided that the person's act or omission was (1) within the scope of the Council Member or executive officer's duties, performed in good faith and not reckless, wanton, intentional or grossly negligent, and (2) either the damages are covered by liability insurance or the Council Member or executive officer and the Council had made all reasonable efforts in good faith to obtain available liability insurance.

Section 6.10 Insurance. The Corporation 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 as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article VI, provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of § 5233 of the California Nonprofit public Benefit Corporation Law (or any successor provision thereto).

Section 6.11 Non-applicability to Fiduciaries of Employee Benefit Plans. This Article VI does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in these By-Laws. The corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of § 207 of the California General Corporation Law.

Section 6.12 Chapter 42 Taxes. In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as amended ("Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment should constitute an act of self-dealing or a taxable expenditure, as defined in §§ 4941(d) or 4945(d), respectively, of the Code.

If any part of this Article VI shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE VII

Miscellaneous

Section 7.01 Fiscal Year. The fiscal year of the Corporation shall be the calendar year (January 1st through December 31st) or such other period as may be fixed by the Council.

Section 7.02 Corporate Seals. There may be several corporate seals, which shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "California" and the year the Corporation was formed in the center; or shall be in such form as may be approved from time to time by the Council.

Section 7.03 Checks, Notes and Contracts. The Council shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other

orders for payment of money; to sign acceptances, notes or other evidence of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

The Titular Head(s) and Council has the power to designate the officers and agents, upon ratification of the Council in a majority vote, who shall have authority to execute any instrument on behalf of the Corporation.

When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President may execute the same in the name of and on behalf of the Corporation. In any particular case, the Council shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation.

Section 7.04 Amendment of Articles of Incorporation and By-Laws. The Articles of Incorporation and By-Laws of the Corporation may be adopted, amended or repealed in whole or in part by a majority vote of the members of the Council then in office.

Proposed amendments may be submitted to the Council by any member and shall be voted upon at the meeting following the meeting at which the proposal was made or at the meeting following a written notice of the proposed change to each Council Member.

An amendment having the effect of changing the number of Council members as authorized by these by-laws shall require the vote of a majority of the entire Council. For purposes of these by-laws, the "entire Council" is defined as the total number of Members which the Corporation would have if there were no vacancies.

Section 7.05 Loans to Members and Officers. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Member or Officer, unless approved by the Attorney General; provided, however, that the Corporation may advance money to a member or officer of the Corporation or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such member or officer, provided that in the absence of such advance, such member or officer would be entitled to be reimbursed for such expenses by the Corporation, its parent, or any subsidiary.

Section 7.06 Founding Court. The Imperial Court of San Francisco is the Founding Mother Court of the entire International Court System.

Section 7.07 Proof of Incorporation. Each court shall show proof of incorporation within their respective state, political union, provincial and/or country, as applicable to the charitable structure governed by such statutes or laws therein, which were granted. This proof is to clarify that the incorporation is both an open and public entity and not privately owned for personal gain.

A copy of the approved incorporation papers should be sent to the International Court Council for inclusion in the Imperial Archives.

The archives are solely for the documentation and historical chronicles of the International Court Council.

Section 7.08 Court Proximity. There can be only one court within one community or geographical area that has been ceded appropriate land by the founder or Titular Head(s) with approval by the Council.

Section 7.09 Acknowledgement of Sovereignty. The Corporation and its Council acknowledges the sovereignty of its members. Therefore, decisions that may affect individual or groups from those members and respective communities that it serves are to be respected and adhered to by all other members of the International Court Council. The Council has the sole and exclusive right to offer, accept, confirm, suspend and/or terminate a Charter of membership in the International Court System.

Section 7.10 Services and Operating Principles. The Corporation will have created a Service and Operating Principles document for the use by its board of directors, member courts, potential and current, as guidelines thereof. The Corporation may add, change or delete from time to time, other chapters as necessary for that such purpose under advisement and direction of the Council.

Section 7.11 Dissolution. Dissolution of the Corporation shall not take place without the concurrence of each member of the Board of Directors. Dissolution should follow all necessary requirements as set forth by the California Department of Corporations, Secretary of State and taxable authorities that govern the Corporation.

The undersigned incorporator of International Court Council, Inc. hereby adopts the foregoing By-Laws of the Corporation.

Dated:

Robert Lack, President
Incorporator

THIS IS TO CERTIFY:

That I am the duly elected, qualified Corporate Secretary of International Court Council, Inc. and that the foregoing By-Laws were adopted as the By-Laws of said corporation as of 11 February 2012 by the Council/Board of Directors of said Corporation.

Date:

Sharon Lancaster
Corporate Secretary

The INTERNATIONAL COURT COUNCIL, INC.

Policies & Procedures

A California Nonprofit Public Benefit Corporation

ARTICLE I

Name and Offices

Section 1.01 Name. While the official name of the organization is “The International Court Council, Inc” we also are known as the International Court Council, the ICC, the Council or the Heir Apparents. Our name(s) and our logo(s) are for the official use of the International Court Council and its member organizations and may not be used in any way that brings discredit to our name or organization(s). Our identifiers may never be used in for-profit purposes without specific authorization of the Court Council.

Section 1.02 Offices. We are required to maintain a mailing address in California as long as we are a California Corporation. We may also use additional addresses for official business (banking or communication) that are not in California so long as the Executive Committee and/or Council are informed of the need and approve the request prior to making the change.

ARTICLE II

Purpose

Section 2.01 Any changes to our purpose must be reflected in a Restated Articles of Incorporation filed with the appropriate agencies.

Section 2.02 Purpose of the Policies and Procedures Guide – This guide shall be used to assist the deliberations of the Council. The hierarchy of authority for decisions of the Board of Directors is; Section 501(c) 3 of the Internal Revenue Code of 1954, as amended, California State Statutes and regulations pertaining to the operation of non-profit organizations, our Certificate/Articles of Incorporation, the Bylaws, and this guide. The Council shall have sole authority for the interpretation of these policies and procedures.

ARTICLE III

Membership

Section 3.01 Membership. Membership in the International Court System is open to organizations that share the goals and purposes of the International Court system. To become a member or retain membership the basic guidelines are as follows:

Purpose - The purpose of the court system is to act as a leadership and fund-raising organization to service the community’s needs. In doing so, it helps to

unite the gay/lesbian/trans-gender/bisexual communities of which the court is a part. Courts are uniquely poised to be a watchdog for the social rights of the community they serve. Acknowledgement of the serious aspects of this (the court's) institution, frivolity and merriment are also key ingredients that help to make a court and its functions successful.

1. Petition - The community in question must have demonstrated a desire and need for a court. This is accomplished upon presentment to the International Court Council, with a petition signed by the interested members of the community. No more than one court should represent a community. The Titular Head(s) and Council will consider all petitions and make the final decision as to whether or not the petition should be pursued. The petition should include items #2, #3 and #4 as accompaniment documentation that prove their non-profit organizational status.

2. Articles of Incorporation - Articles of Incorporation should be filed with either the state, provincial or political entity that has jurisdiction over the grant process of non-profit (charitable) status as applicable by law. This document states the purpose and intent of the organization and once filed cannot be changed without notification to those entities.

3. By-Laws - By-Laws of the proposed organization are also submitted along with the Articles of Incorporation. These explain how the corporation will be managed and its operating procedures. These cannot be changed without assent by the state, provincial or national office which has jurisdiction over charitable organizations.

4. Charter - Once the application for non-profit status has been granted, a non-profit charter or other recognition is issued by either the state, provincial or national government based upon the intent of the organization.

5. Postal Box - A post office box must be set up within the community that the proposed court will serve. It must be in the same name of the court and for use by present and future monarchs and the court board of directors to receive important national or international mail from other member affiliates of the International Court Council and legal filings from recognizing jurisdictions.

6. Probation - After the petition process is complete, the proposed court may be placed on probation for up to three years. The International Court Council may assign any number

of Heirs-Apparent to the probationary court to assist and guide them during their probation. The Heirs Apparent shall report to the Council on the progress of the Court at least annually and shall be copied on all legal filings to confirm that they are compliant with the appropriate agencies/organizations.

7. Recognition - Should the proposed court complete their requirements including any probationary period, the Titular Head(s) and/or the Council shall recognize their Court as a fully Chartered member.

8. Selection of Candidates for Election of Monarchs - Candidates for the office/position of all(any) Monarch(s) or Titular Head(s) of an Empire or Realm

that are to be duly elected by the populace should be selected based upon criteria that is both fair and in the best interest of the corporation:

- a.) Minimum residency requirement
- b.) Job or financial independence (demonstration thereof)
- c.) Previous malfeasance of office

9. Election of Monarchs - As determined by the court, Candidates for the office/position of all(any) Monarch(s) or Titular Head(s) of an Empire or Realm shall be determined by an open and public vote of members of the community living within said realm/empire.

- a.) These positions are not to be appointed nor is it to be conducted as a dictatorship. In the event of non-receipt of applicants for either office, abandonment, removal for cause or death of either or both Monarchs or Titular Head(s), an empire may appoint regents to fulfill the unexpired term(s) of office.
- b.) The procedure on how the election is to be conducted should be stated in the By-Laws.

10. Board of Directors - A Board of Directors should be elected annually by either the public and/or from the council of monarchs, Privy Council, or the like.

- a.) Council membership can include members of the community that the court serves.
- b.) The responsibility of the Board of Directors should be described within the By-Laws and that they ensure the court is operated within the state, provincial or national laws that govern nonprofit/charitable organizations.

11. Membership - Membership in the court should be open to all individuals that are resident within a given community and where that court will serve as defined by their land grant. Dues may be assessed to enable the court to function financially; however, this is optional and based upon the willingness of the potential court participants to determine.

RESPONSIBILITIES OF A COURT

- 1. Each court should be responsive to their community's needs.
- 2. Each court is responsible that they maintain their affairs in accordance with the laws that govern the incorporation of non-profit/charitable status organizations within their state, province or country.
- 3. Names and addresses of the (principal) members of the court should be forwarded to the International Court Council and the ICC Webmaster
- 4. San Francisco must be recognized as the Founding Court of all courts worldwide.
- 5. The principle of *non-interference* in the affairs of other courts must be adhered to in order to remain in good standing. Each court is likewise an autonomous organization within the greater community of courts.

Section 3.02 Voluntary Suspension or Termination of Membership. Courts have the right to voluntarily suspend or terminate their membership in the International Court Council. Suspended members retain their Charter for the duration of their suspension as approved by the Council. Terminated Members forfeit their Charter, though the Charter will generally

not be reissued for the same realm for a period of at least one year to allow the community time to reorganize if interest exists. Members of courts that have voluntarily suspended operations should continue to have all of the rights of membership in the organization including the right to have members serve on the Council, the right to walk as a Court at Coronations and the right to submit articles to the Communiqué, IMPCourt and IMPChat. Voluntary notices of suspension or suspension must be signed by the Board President or their designee and must include contact information for the person(s) who will retain the organizations records. In the case of a voluntary termination, Courts are encouraged to include copies of any final filings with local jurisdictions.

Section 3.03 Involuntary Suspension or Termination of Membership. For good cause only, a member may be Suspended or Expelled from recognition by the Corporation with an affirmative vote of three-fourths (3/4) of the Board of Directors present at any meeting of the Council at which a quorum is present. Involuntary Suspensions shall be for a specific period of time and shall automatically reinstate the affected Court on the date agreed if any required actions have been completed. Involuntary Suspensions result in the immediate loss of all membership rights including the right to have members serve on the Council, the right to walk as a Court at Coronations and the right to submit articles to the Communiqué, IMPCourt and IMPChat. A court who is facing involuntary suspension may voluntarily agree to said suspension and retain all privileges of membership. Suspensions shall be reviewed at each regular meeting of the Council. Involuntary terminations are permanent and result in the immediate loss of all membership rights including the right to have members serve on the Council, the right to walk as a Court at Coronations and the right to submit articles to the Communiqué, IMPCourt and IMPChat.

Section 3.04 Sovereignty of Members. The Sovereignty of the individual member courts or organizations or societies is recognized, and the International Court Council, Inc. By-Laws do not supersede or infringe upon member corporations By-Laws or sovereignty.

Section 3.05 Classification and Qualification of Members. The Corporation will have two classes of members, Regular Members, known as an Heir Apparent, and Honorary Members, known as an Honorary Heir. Regular members of the Corporation mean any person who is appointed pursuant to Section 4.04 of the bylaws or who is appointed pursuant to an agreement between the corporation and a sovereign individual member court. Regular Members have the right to vote regarding all matters requiring a vote of the corporation bylaws. Regular members are also expected to fulfill all requirements and obligations as outlined in the corporation bylaws. Each qualifying person is entitled to one Regular membership.

Honorary Members of the corporation are those persons who are not otherwise eligible to be members of the Corporation but who, in the opinion of the Titular head(s), Executive Board, or Board of Directors, have performed services for the corporation warranting their appointment as Honorary Members.

No person shall hold more than one membership class.

ARTICLE IV

Board of Directors

Section 4.01 Number and Qualification of Directors. The Board shall be not less than fifteen (15) members, including the Titular Head(s). For the purposes of quorum and voting each active member present shall be counted but vacant positions shall not. Members who have submitted resignations shall not be considered for purposes of quorum if the date of the resignation is on or prior to the meeting date. Members who decline reappointment shall serve on the record through December 31st of that year.

Appointment of new members should include the effective date of that appointment if between annual appointments, or automatically take effect on January 1st if an annual appointment. In keeping with traditions and practice of the ICC, Council appointees may use the title once announced even if they have not been ceremonially invested. Members of the International Court Council should understand that they are held to the highest standards of behavior and that their service on the council can be affected by their relationship to Courts and other organizations. The following are minimum expectations:

1. Council Members are expected to attend all meetings of the Council unless excused in advance.
2. Council members shall come to all meetings prepared for the meeting having read the agenda and any attachments prior to the meeting
3. Council members are expected to fulfill the obligations of their agreement.
4. Council members may not serve as a Member of Parliament or Alternate
5. Council members are expected to provide the Titular Head(s) and Council President advance notice of any significant issues that are arising in their Court, local Courts, or their personal life that may reflect on the international court system.
6. Council members are expected to work with local Courts to provide articles to the Communiqué sharing local successes, anniversaries, and to use their interactions with the Court system to promote the International Court System and its member Courts.
7. Council members are required to announce any potential conflicts of interest and to abstain from substantive discussions or voting on any such identified issues, in accordance with California state statute.

Section 4.02 Board of Directors.

The legal position of all Council Members is that of a member of the Board of Directors. Some members may additionally qualify as Heirs Apparent and may include that in their public recognition. Council Members are encouraged to limit their membership on local Court Boards because of potential confusion between their service as a Council Member and their service as a local Board Member. Council Members are strongly encouraged to not serve as elected Monarchs or Regent Monarchs during their term on the Council without advance discussions and approval by the Titular Head(s) and the Board President.

Section 4.03 Power of the Board.

Council Members are expected to be active in discussions between meetings, are required to serve on one or more committees, and to volunteer for projects where your expertise will improve the success of the project. The power of the Board is limited to the International Court Council and members are specifically prohibited from interfering in the legal activities of local Courts. While Council Members may be asked to investigate, mentor or guide a local court dealing with a particular issue and are encouraged to serve as resources, but should never represent their personal position as a Council position if the council has given no current or past guidance.

Section 4.04 Suggestions for Appointment.

Council Members are encouraged to seek out local leadership and to provide their names and resumes to the Titular Head(s) and Council President for consideration as a Council Member or recipient of other honor(s). Members should strongly encourage local court members to attend open Council Meetings to help determine their interest in the Council. Queen Mother of the Americas Nicole the Great also has the power to appoint Heirs Apparent who are not on the Council and have no Council obligations or responsibilities. All of these non-council Heirs Apparent are appointed for the calendar year and must be reaffirmed or automatically expire on December 31st of their appointed year. Non-Council Heirs Apparent are not automatically elevated to the Council if an opening exists, but must

still go through the normal process. Non-Council Heirs Apparent serve at the leisure of the Queen Mother of the Americas Nicole the Great.

Section 4.05 Resignation and Leave of Absence.

It is expected that Council Members will resign when they are no longer able to fulfill their requirements, when their behavior brings discredit to the International Court Council or System, or when their life priorities have changed. A Council member who resigns is eligible for future reappointment through the normal process at a future time. A leave of absence may be granted for a limited duration event, but it is up to the Titular Head(s) and the Executive Committee to approve requests only after considering the best interests of the International Court Council.

Section 4.06 Removal of Council Members.

You may be removed by the Titular Head(s) acting jointly or by the Board of Directors, as provided in the Bylaws of the organization. If you serve on a local Board of Directors, the actions of that Board may affect your membership on the Council whether you participate in the decision/action or not.

Section 4.07 Committees.

Council Members are expected to participate in the work of committees. Because we generally meet twice a year for a few hours, much of the work is done in committees. Any Council Member may be asked to chair a committee. Committee reports are accepted as motions at the Council if the committee has voted to approve the report at a committee meeting. Committee members have the right to submit a written minority report and have it considered during deliberations of the Council. The Titular Head(s) have a right to appoint their own advisory committees or groups, but recommendations from those groups must be submitted in writing are not accepted as motions- they require a Council motion and second prior to deliberation.

Section 4.08 Meetings of the Council.

You are expected to actively participate at all Council Meetings. Council members have a right to expect advance notice of significant issues, documents and agendas. You are required to notify the Titular Head(s) and Council President prior to missing a meeting as the local court will have setup and service arrangements for the attendees. Unexcused absences will result in counseling from the Council President and Titular Head(s) and may adversely affect your committee assignments or other opportunities. Under California law, an abstention has the same force as a no vote- all motions require a majority vote (or more) in the affirmative to pass.

ARTICLE V Officers

Section 5.01 Officers.

Any person who has at least one-year prior service on the Council is eligible to become an officer or the Council. Persons who are serving as elected Monarchs or Regent Monarchs or

who are serving on any local Court Board of Directors will generally not serve as an officer of the Council, though it is not specifically precluded.

Section 5.02 Election and Term of Office.

Because Council appointments are for a one- or two-year term, and officers are elected for a two-year term (or serve the duration of the term when replacing someone) full slate elections are only held in odd numbered years. Generally, a slate will be proposed by the Titular Head(s), the Executive Committee, or a Nominating Committee, but in all cases, nominations are accepted from the floor at the time of the election. A person may nominate themselves or any other Council Member who has served at least one year on the Council, even if that service is not concurrent to the election. All nominated persons must accept the nomination in person at the meeting or their nomination is void.

Section 5.03 President.

The President sets the tone for the Council in their demeanor, appointments, communication and leadership. The President should hold monthly telephonic meetings of the Executive Committee and make such assignments as are necessary for the professional functioning of the organization. The President is held to the highest standards of behavior and is subject to a vote of no confidence if their leadership is in question. The President is responsible for chairing all meetings of the Council or the Executive Committee but may designate someone to run any meeting or committee if they so desire. As an ad-hoc member of all Council committees they should insist on written reports from Committees in a timely manner. This position is one of the 2 legally required positions under California law.

Section 5.04 Vice Presidents.

The Vice Presidents should generally represent Canada and the United States, though this is not an absolute requirement. Vice Presidents will be assigned responsibility for gathering information, compiling data, and working with committees to ensure that the workplan is complete. While Vice Presidents may serve as committee members they should not be appointed as committee chairs in normal situations.

Section 5.05 Secretaries.

Corporate Secretary:

The Corporate Secretary is responsible for compiling and keeping all official records of the organization. This responsibility includes maintaining the archive of the historical archive, not just current records. This position is one of the 2 legally required positions under California law.

Corresponding Secretary:

Because this position may include everything from preparing letters from the Titular Head(s) for insertion in Coronation Programs to preparing reminders for the Court and Court Member key events, this position requires flexibility and strong accountability. Because the documents this person produces are external to the Council they should be reviewed prior to publication and submitted for archiving after publication.

Section 5.06 Treasurer.

A successful Treasurer will be timely, transparent, and task oriented. The Treasurer is responsible for the timely submission of legal filings with the IRS and the State of California during their tenure, and is responsible for assisting the Executive Committee in the professional management of Council Funds. The records of the Treasurer, as with all legal filings, are public and should be transmitted to the Council as appropriate to allow for responsible Council oversight.

Section 5.07 Appointment/Selection of Queen Mother & Queen Father.

Trigger Event: Queen Mother Nicole the Great Announces her intent, OR The Council Executive Committee, through the President, declare she is unable to continue due to death or disability.

In Not less than 45 days or more than 90 days, The Council Meets face-to-face at a session called by the Executive Committee and chaired by the President.

1. A chalice is present. Each Council Member approaches the chalice and deposits the name of their nominee for Titular Head(s). Nominations may only be cast for Council members who are present at the meeting.
2. The ICC Corporate Secretary and two other persons selected by the Council count the ballots and announce if there is a winner for either position (60% required to win). If a person wins on the first count, the Council shall take a short break so that the ballot counters may privately confirm that the nominee accepts. The person's name will NOT be announced until the co-position is nominated, if both positions are being filled. If there is no winner on the first ballot, the names of the nominees shall be announced, and they shall accept or decline the nomination.
3. Nominees must address the Council in person for up to 2 minutes addressing their qualifications and may respond to any questions. After each nominee has spoken, each Council Member shall again cast their private ballot in the chalice.
4. The ballots are counted again, and if there is a nominee that fact is announced, but not the name of the nominee if both positions are being nominated at the same meeting. If there is no clear winner, the Council shall take a break of up to 20 minutes.
5. Nominees may then address the Council for up to 2 minutes each, with follow-up questions allowed, and a vote shall again be cast and counted. Step 5 may be repeated only twice (resulting in a total of 4 ballots at this point). If no winner(s) is/are declared on the fourth ballot, the Vote Counters shall announce the top 3 AND the vote count for each person. Only the top 3 nominees will move to the next stage of balloting.
6. If no winner is declared on the fifth ballot for any position, the vote counters shall announce only the top 2 vote getters and their count (resulting in a total of five ballots at this point). Votes on the next ballot may only be cast for one of those two nominees. If no nominee is approved on this ballot the process will be declared stalemated and the Council shall recess for

at least 30 minutes before the final (or seventh) ballot. A winner is required to have 60% of the votes cast to be declared the winner.

7. If the seventh ballot does not result in a nominee, the process to break the tie is as follows: Each Council Member again casts ballots. This time before counting them, they are thoroughly mixed up and ballots are removed but not opened from the vessel, counting aloud for each ballot removed. The seventh ballot removed unopened, will be set aside and not included in the count, which should break any tie. It could be opened, if for some reason a tie still results from this eighth counting.

Immediately following the announcement of the Presumptive Queen Mother and/or Presumptive King Father nominees(s) The Council shall ImpCourt and ImpChat the names and biographies of the nominee(s) for QM/KF.

The new QM/KF shall be elevated immediately, though a formal ceremony may be held at a later date.

Qualification(s) of a Titular Head

At a minimum, a nominee for Titular Head shall:

- a. Have been an active member of the International Court System for at least 5 years.
- b. Have served as an elected Monarch at a member Court.
- c. Hold a passport allowing them to travel to all ICC Countries.
- d. May not have been convicted of a crime that will preclude them from travel to an ICC country.
- e. Shall not currently be serving as an elected or regent monarch or a Board Officer of any member court board of directors at the time of nomination.
- f. Must be a current Heir-Apparent member of the International Court Council.
- g. Must have served on the Council for a minimum of one year prior to their nomination.
- h. Must agree to serve for a single 5-year term.
- i. Must not have served at any time as Titular Head of the International Court System (single term rule).
- j. Must be physically in attendance at the nominating meeting and accept the nomination.

Roles and Responsibilities of the Titular Head(s)

The Titular Head(s) serve jointly and at the pleasure of the International Court Council Board of Directors. They are the public face of the organization and serve as Members

of the Board in addition to their additional listed duties. They are expected to serve with the decorum and grace of their predecessors and are held to the highest standards of behavior as our Titular Head(s).

Rights:

Each Titular Head(s) may develop their own award or honor, individually or jointly. The Titular Head(s) , by joint prior agreement, award the International Jose Julio Sarria Civil Rights Award, the Order of the Maple Leaf, or other joint awards.

Each Titular Head shall nominate persons for membership on the International Court Council Board of Directors and shall name qualified Heir Apparents.

The Titular Head(s) are expected to pay their travel expenses for attendance at all Regular Council Meetings, though other travel will be covered by a separate State Visit protocol.

Resignation/Removal:

A Titular Head may resign their position at any time by notifying any member of the Council Executive Committee in writing that they resign the position. Upon resignation as Titular Head that person shall revert to the status of a Council Member and Heir Apparent until their replacement is nominated unless they have specifically resigned from that position as well. Any Titular Head who resigns has the right to allow continued recognition of honors they gave during their service if they have served a minimum of 3 years in that position.

A Titular Head may be removed by the International Court Council by a 2/3 vote of the Council at a Regular Meeting where the discipline of the Titular Head has been a published agenda item for a minimum of 30 days. The vote shall be during public session and shall be by a show of hands. Honors given by a Titular Head removed by a vote of the Council shall also lapse when that Titular Head is removed.

Any Titular Head who successfully completes their term shall be given the honorary title of QM/KF Emeritus and all of the Honors given by them during their term shall be permanently retained by the honorees. While a full term is five years from the date of elevation if a minimum of three full years are completed the Titular Head(s) qualifies for this honor so long as they are not removed by a vote of the council.

Section 5.08 Certified Public Accountant. The Council or the Executive Committee may, at any time and for any reason, approve external audit or bookkeeping services. It is understood that any report submitted by an external source will be shared with the Council at its next closed session and the general issues presented shall be included in the public meeting. External auditors must be retained by the Executive Committee and do not report directly to the Treasurer.

ARTICLE VI

Council Liability & Conflict of Interest

Section 6.01 Liability. While the Council is encouraged to have appropriate insurance coverage for the Board and Officers, it is not a requirement and is dependent on funds availability.

Section 6.02 Conflict of Interest. The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (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 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.

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

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. 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.

A financial interest is not necessarily a conflict of interest. Under this policy a person who has a financial interest may have a conflict of interest only if the Council or committee decides that a conflict of interest exists.

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 Council prior to considering the proposed transaction or arrangement.

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

- a. An interested person may make a presentation at the Council meeting, but after the presentation, he/she 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 Council shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Council 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 Council 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.

Violations of the Conflicts of Interest Policy

a. If the Council 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 Council determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

The minutes of the Council shall contain:

a. 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 Council's decision as to whether a conflict of interest in fact existed.

b. 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.

A voting member of the Council who receives compensation or reimbursement, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation or reimbursement.

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.

Each director, principal officer and member of a committee with governing board delegated powers shall annually affirm that they have received a copy of the conflicts of interest policy, have read and understand the policy, have agreed to comply with the policy, and they understand 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.

ARTICLE VII

Miscellaneous

Section 7.01 Fiscal Year. If the Council changes or alters the fiscal year, they are required to notify the IRS and the State of California as a part of the annual filings. It is expected that the annual filings will be reviewed by the Executive Committee prior to filing and should be copied to the Council after filing.

Section 7.02 Amendment of Policies and Procedures Guidebook. The Policies & Procedures Guide, or any portion of thereof, may be adopted, amended or repealed in whole or in part by a majority vote of the members of the Council then in office. Proposed changes may be submitted to the Council by member and shall be voted upon at the meeting at which the proposal was made or at the meeting following a written notice of the proposed change to each Council Member.

Section 7.03 Court Proximity. Historically there are realms that share dominion over a specific geographic area. These arrangements required the approval of the existing Court and the

Titular Head of the International Court System at the time of their creation. There should be no new courts created with a shared geographic area.

Initially adopted by the International Court Council at the Annual Meeting in San Diego, California on 11 February 2012.

*Amended by the International Court Council at the Annual Meeting in San Diego, California on 31 January 2015.

*Amended by the International Court Council at the Meeting in Phoenix, AZ on 03 May 2015.

*Amended by the International Court Council at the Meeting in San Diego, California on 05 February 2022.

*Amended by the International Court Council at the Meeting in Chicago, Illinois on 19 October 2022