

**BYLAWS  
OF  
ROCKY MOUNTAIN COURT SYSTEM, INC.**  
(A Colorado Nonprofit Corporation)

In accordance with a resolution duly adopted by the Board of Directors, hereinafter referred to as the Board, of Rocky Mtn. Court Systems, Inc., these Bylaws are amended and adopted by formal action taken by the Board on April 25, 2012.

**ARTICLE I – NAME**

**Section 1 – Name**

The name of this organization shall be Rocky Mountain Court Systems, Inc., hereinafter referred to as the "Corporation". The Rocky Mountain Court Systems, Inc. also does business as The Imperial Court of the Rocky Mountain Empire (I.C.R.M.E.), and the White Rose Scholarship Fund (W.R.S.F.)

**ARTICLE II – OFFICES AND AGENTS**

**Section 1 – Principal Office**

The principal office of the Corporation shall be located at P.O. BOX 2108, Denver, CO 80202. The Corporation may have other offices and places of business at such places as shall be determined by the Board.

**Section 2 – Registered Office**

The registered office of the Corporation shall be maintained in the State of Colorado and it may be, but need not be identical with the principal office if located in the State of Colorado. The address of the registered office of the Corporation may be changed from time to time as provided for in the Colorado Revised Nonprofit Corporation Act of 1998.

**Section 3 – Registered Agent**

The Corporation shall maintain a registered agent in the State of Colorado as required by the Colorado Revised Nonprofit Corporation Act of 1998. Such registered agent may be changed from time to time as provided by the Colorado Revised Nonprofit Corporation Act of 1998. The Corporation shall maintain a registered agent in such other states as may be required by applicable law.

**ARTICLE III – PURPOSE AND POWERS**

**Section 1 – Purpose**

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, as such terms are used in the Internal Revenue Code of 1986, as amended, such that at all times the Corporation shall be recognized by the Internal Revenue Service as an organization exempt under Code Section 501(a) as described in Code Section 501(c) (3) and other than a private foundation as described in Code Section 509(a).

**Section 2 – Powers**

The Corporation shall have the following powers:

1. To receive and maintain a fund or funds of real or personal property or both, and to use and apply the whole or any part of the income there from and the principal thereof for the purposes set forth in Section 1 above.
2. To have one or more offices and to conduct and carry on any of its business at any place in and outside of the State of Colorado as may be determined by the Board.
3. To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, or otherwise deal in and with real, personal and mixed property of all kinds and any rights or interest therein for any purposes of the Corporation.
4. To borrow money and secure the repayment of monies borrowed for any purposes of the Corporation.
5. To have and exercise any and all of those powers specified in the Colorado Revised Nonprofit Corporation Act of 1998.
6. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or in furtherance of any of the powers set forth in Section 1 above, either alone or in association with other corporations, firms, or individuals; and to do every other act or acts, thing or things incidental or appurtenant to and growing out of or connected with the aforesaid purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which the Corporation is organized.

**ARTICLE IV – MEMBERSHIP****Section 1 – Membership**

The Corporation shall have members.

**Section 2 – Admission {C.R.S. 7-126-102}**

The Bylaws may establish criteria or procedures for admission of members. The Corporation may issue certificates evidencing membership therein.

**Section 3 – Rights and Classes - Voting and Nonvoting Members**

Unless otherwise provided by these Bylaws:

1. All voting members shall have the same rights and obligations with respect to voting and all other matters specifically reserve to voting members; and
2. With respect to matters not so reserved, all members, including voting members, shall have the same rights and obligations.
3. Voting Members: Members of the College of Monarchs, Member of the College of Cardinals, and Current paid members.
4. Non-Voting Members

**Section 4 – Consideration (Dues)**

All members are required to pay dues to the Corporation. Dues will be set by a resolution of the Board.

**Section 5 – Resignation**

1. A member may resign at any time.
2. The resignation of a member does not relieve the member from any obligations the member may have to the Corporation as a result of obligations incurred or commitments made prior to resignation.

**Section 6 – Termination, expulsion, or suspension {C.R.S. 7-126-302}**

1. Unless otherwise provided by the Bylaws, no member of a nonprofit corporation may be expelled or suspended, and no membership or memberships in such nonprofit corporation may be terminated or suspended except pursuant to a procedure that is fair and reasonable and is carried out in good faith.
2. For purposes of this section, a procedure is fair and reasonable when either:
  - a. The Bylaws or a written policy of the Board of Directors set forth a procedure that provides:
    - i. Not less than fifteen days prior written notice of the expulsion, suspension, or termination and the reasons there for; and
    - ii. An opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination by a person or persons authorized to decide that the proposed expulsion, termination, or suspension not take place; or
  - b. It is fair and reasonable taking into consideration all of the relevant facts and circumstances.
3. For purposes of this section, any written notice given by mail must be given by first-class or certified mail sent to the last address of the member shown on the nonprofit corporation's records.
4. Unless otherwise provided by the Bylaws, any proceeding challenging an expulsion, suspension, or termination, including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of the expulsion, suspension, or termination.
5. Unless otherwise provided by the Bylaws, a member who has been expelled or suspended may be liable to the nonprofit corporation for dues, assessments, or fees as a result of obligations incurred or commitments made prior to expulsion or suspension.

**Section 7 – Place of Meetings**

All meetings of the voting members shall be held at such time and place as may be fixed from time to time by the Board.

**Section 8 – Annual and Regular Meetings**

1. The Corporation shall hold a meeting of the voting members annually at a time stated in or fixed in accordance with the Bylaws, or, if not so fixed, at a time and date stated in or fixed in accordance with a resolution of the Board of Directors.
2. The Corporation may hold regular membership meetings at a time and date stated in or fixed in accordance with the Bylaws, or, if not so fixed, at a time and date stated in or fixed in accordance with a resolution of the Board.
3. Annual and regular meetings will be held in the state of Colorado at a place stated in or fixed in accordance with the Bylaws, or, if not so stated or fixed, at a place stated or fixed in accordance with a resolution of the Board. If no place is so stated or fixed, annual and regular meetings shall be held at the Corporation's principal office.
4. The failure to hold an annual or regular meeting at the time and date determined pursuant to subsection (1) of this section does not affect the validity of any corporate action and does not work a forfeiture or dissolution of the Corporation.

**Section 9 – Special Meetings**

1. The Corporation shall hold a special meeting of its members:
  - a. On call of its Board or the person or persons authorized by the Bylaws or resolution of the Board to call such a meeting; or
  - b. Unless otherwise provided by the Bylaws, if the Corporation receives one or more written demands for the meeting, stating the purpose or purposes for which it is to be held, signed and dated by members holding at least ten percent of all the votes entitled pursuant to the Bylaws to be cast on any issue proposed to be considered at the meeting.
2. If not otherwise fixed under section 7-127-103 or 7-127-106, the record date for determining the members entitled to demand a special meeting pursuant to paragraph (b) of subsection (1) of this section is the date of the earliest of any of the demands pursuant to which the meeting is called, or the date that is sixty days before the date the first of such demands is received by the nonprofit corporation, whichever is later.
3. If a notice for a special meeting demanded pursuant to paragraph (b) of subsection (1) of this section is not given pursuant to section 7-127-104 within thirty days after the date the written demand or demands are delivered to a corporate officer, regardless of the requirements of subsection (4) of this section, a person signing the demand or demands may set the time and place of the meeting and give notice pursuant to section 7-127- 104.
4. Special meetings of the members may be held in or out of this state at the place stated in or fixed in accordance with the Bylaws, or, if not so stated or fixed, at a place stated or fixed in accordance with a resolution of the Board.
5. If no place is so stated or fixed, special meetings shall be held at the Corporation’s principal office.
6. Unless otherwise provided by the Bylaws, only business within the purpose or purposes described in the notice of the meeting required by section 7-127-104 (3) may be conducted at a special meeting of the members.

**Section 10 – Meetings by Telecommunication**

Unless otherwise provided in the Bylaws, any or all of the members may participate in an annual, regular, or special meeting of the members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 11 - Action by Written Ballot**

1. Unless otherwise provided by the Bylaws, any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the nonprofit corporation delivers a written ballot to every member entitled to vote on the matter.
2. A written ballot shall:
  - a. Set forth each proposed action; and
  - b. Provide an opportunity to vote for or against each proposed action.
3. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

4. All solicitations for votes by written ballot shall:
  - a. Indicate the number of responses needed to meet the quorum requirements;
  - b. State the percentage of approvals necessary to approve each matter other than election of Directors;
  - c. Specify the time by which a ballot must be received by the nonprofit corporation in order to be counted; and
  - d. Be accompanied by written information sufficient to permit each person casting such ballot to reach an informed decision on the matter.
5. Unless otherwise provided by the Bylaws, a written ballot may not be revoked.
6. Action taken under this section has the same effect as action taken at a meeting of members and may be described as such in any document.

### **Section 12 – Notice of Meetings**

1. A nonprofit corporation shall give to each member entitled to vote at the meeting notice consistent with its Bylaws of meetings of members in a fair and reasonable manner.
2. Any notice that conforms to the requirements of subsection (3) of this section is fair and reasonable, but other means of giving notice may also be fair and reasonable when all the circumstances are considered.
3. Notice is fair and reasonable if:
  - a. The nonprofit corporation notifies its members of the place, date, and time of each annual, regular, and special meeting of members no fewer than ten days, or if notice is mailed by other than first class or registered mail, no fewer than thirty days, nor more than sixty days before the meeting date, and if notice is given by newspaper or public broadcast as provided in section 7-121-402 (2), the notice must be published or broadcast five separate times with the first such publication or broadcast no more than sixty days, and the last such publication or broadcast no fewer than ten days, before the meeting date.
  - b. Notice of an annual or regular meeting includes a description of any matter or matters that must be approved by the members or for which the members' approval is sought under sections 7-128-501, 7-129-110, 7-130-103, 7-130-201, 7-131-102, 7-132-102, and 7-134-102; and
  - c. Unless otherwise provided by articles 121 to 137 of this title or the Bylaws, notice of a special meeting includes a description of the purpose or purposes for which the meeting is called.
4. Unless otherwise provided by the Bylaws, if an annual, regular, or special meeting of members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place, if the new date, time, or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed under section 7-127-106, however, notice of the adjourned meeting must be given under this section to the members of record as of the new record date.
5. When giving notice of an annual, regular, or special meeting of members, the Corporation shall give notice of a matter a member intends to raise at the meeting if:
  - a. Requested in writing to do so by a person entitled to call a special meeting; and
  - b. The request is received by the Corporate Recording Secretary or President of the Board of the Corporation at least ten days before the Corporation gives notice of the meeting.

**Section 13 – Waiver of Notice**

The transactions of any meeting of voting members, however called and noticed, and wherever held, are as valid as though undertaken at a meeting duly held after regular call and notice, if a quorum is present, whether in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. If the waiver does not include an approval of the minutes of the meeting, it must state the general nature of the business of the meeting. All such waivers, consents, and approvals will be filed with corporate records or made a part of the minutes of the meeting.

**Section 14 – Action Without Meeting**

Any action that may be taken at any annual or special meeting of the voting members, except for the election of Directors, may be taken without a meeting and without prior notice if consent, in writing, setting forth the action so taken, is signed by all the voting members entitled to vote on the action.

**Section 15 – Members' List**

Unless otherwise provided by the Bylaws, after fixing a record date for a notice of a meeting or for determining the members entitled to take action by written ballot, the Corporation shall prepare an alphabetical list of the names of all its members who are entitled to notice of, and to vote at, the meeting or to take such action by written ballot. The list shall show the address of each member entitled to notice of, and to vote at, the meeting or to take such action by written ballot and the number of votes each member is entitled to vote at the meeting or by written ballot. If prepared in connection with a meeting of the members, the members' list shall be available for inspection by any member entitled to vote at the meeting, beginning the earlier of ten days before the meeting for which the list was prepared or two business days after notice of the meeting is given and continuing through the meeting, and any adjournment thereof, at the Corporation's principal office or at a place identified in the notice of the meeting in the city where the meeting will be held.

The Corporation shall make the members' list available at the meeting, and any member entitled to vote at the meeting or an agent or attorney of a member entitled to vote at the meeting is entitled to inspect the list at any time during the meeting or any adjournment.

If prepared in connection with action to be taken by the members by written ballot, the members' list shall be available for inspection by any member entitled to cast a vote by such written ballot, beginning on the date that the first written ballot is delivered to the members and continuing through the time when such written ballots must be received by the nonprofit corporation in order to be counted, at the Corporation's principal office at a place identified in the notice of the meeting in the city where the meeting will be held.

A member entitled to vote at the meeting or by such written ballot, or an agent or attorney of a member entitled to vote at the meeting or by such written ballot, is entitled on written demand to inspect and, subject to the requirements of C.S.R., Section 7-136-102 (3) and the provisions of section 7-136-103 (2) and (3), to copy the list, during regular business hours, at the member's expense, and during the period it is available for inspection.

Prior to any meeting of the voting members, the Corporate Secretary will prepare an alphabetical list of the voting members entitled to vote at the meeting that shows the address of each voting member. This list will be available for inspection at the principal office of the Corporation by any voting member within a reasonable period prior to each meeting and be made available for inspection at the meeting on request of any voting member at the meeting.

**Section 16 – Quorum and Voting**

1. Members entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those members exists with respect to that matter. Unless otherwise provided in the Bylaws, twenty-five percent of the votes entitled to be cast on the matter by the voting group constitute a quorum of that voting group for action on that matter.
2. Once a member is represented for any purpose at a meeting, including the purpose of determining that a quorum exists, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, unless otherwise provided in the Bylaws or unless a new record date is or shall be set for that adjourned meeting.
3. If a quorum exists, action on a matter other than the election of Directors by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast within the voting group opposing the action.
4. An amendment to the articles of incorporation or the Bylaws adding, changing, or deleting a quorum or voting requirement for a voting group greater than that specified in subsection (1) or (3) of this section is governed by section 7-127-207 (2).
5. Cumulative voting is not authorized.

**Section 17 – Proxies**

Every person entitled to vote shares may authorize another person or persons to act by proxy with respect to those shares by filing a proxy with the Secretary of the Corporation. For purposes of these Bylaws, a "proxy" is a written authorization signed by a voting member or the voting member's attorney-in-fact giving another person or persons' power to vote on behalf of the voting member. Every proxy continues in full force and effect until the expiration of any period specified in the proxy or until revoked by the person executing it, except as otherwise provided by law.

**ARTICLE V – DEFINITIONS OF MEMBERS**

1. The Board of Directors: See RMCS Bylaws, Article VII.
2. The College of Monarchs: Consists of the Reigning Emperor and Empress and all Emperors Emeritus and Dowager Empresses.
3. The College of Cardinals: Consists of past Princes and Princesses Royale (PR), The Supreme King Father and the Supreme Queen Mother, and other Permanent Titleholders. Members of the College of Cardinals are not required to pay annual Court dues, unless he/she is a member of the Board of Directors they are recognized and walk at all State Functions.
4. Citizens of the Realm, Individuals who have expressed interest in the overall organization and the newly formed Reign. Pay dues and regularly attend meetings.

**ARTICLE VI – BOARD OF DIRECTORS****Section 1 – Board of Directors**

The business affairs, activities, and property of the Corporation shall be managed, directed, governed, and controlled, and the powers of the Corporation shall be vested in and exercised by a Board except as otherwise provided by statute, the Articles of Incorporation, the Bylaws, or a resolution adopted by the Board.

**Section 2 – Powers and Duties**

The Board shall have all the powers and duties necessary, appropriate, or convenient for the administration of the affairs of the Corporation and for the management and operation of the Corporation's property and activities, and may do and perform all acts and things as are not prohibited

by law, the Articles of Incorporation, or these Bylaws. These duties and power of the Corporation shall include, but not be limited to:

1. Establishing and reviewing Board policies governing the Corporation and its operations;
2. Ensuring adequate resources for operation of the Corporation; helping to identify, cultivate, solicit and acknowledge donors.
3. Establishing and supervising adequate accounting and financial procedures;
4. Promoting the goals and purposes of the Corporation and evaluating the Corporation against such goals and purposes; and
5. Anything in these Bylaws to the contrary notwithstanding, the Board is not empowered to perform any activity on behalf of the Corporation not permitted to be carried on by an organization exempt from Federal income taxation under Section 501(c) (3) of the United States Internal Revenue Code.

### **Section 3 – Performance of Duties**

Each Director shall discharge their duties as a Director, including the Director's duties as a member of a committee of the Board, in good faith, with the care and ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of the Corporation. In discharging such duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

1. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
2. Legal counsel, a public accountant, or another person as to matters which the Director reasonably believes to be within such person's professional or expert competence; or
3. A committee of the Board of which the Director is not a member if the Director reasonably believes the committee merits confidence.

A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes such reliance unwarranted. A Director is not liable as such to the Corporation for any action taken or omitted to be taken as a Director if, in connection with such action or omission, the Director performed their duties in compliance with this Section.

### **Section 4 – Qualifications of Directors**

Each Director shall be at least 21 years of age, have resided within RMCS boundaries for one year, and are required to pay membership dues during their terms of office. Dues are to be paid in full 60 days following Coronation. A Director must demonstrate an interest in the purposes and activities of the Corporation and must be interested in donating his or her time, advice, skill, energy, and support in furtherance of the Corporation and its purposes and activities. The Annual Year for the Board will coincide with the RMCS Fiscal Year - May through April.

### **Section 5 - Number and Election of Directors**

The Board shall be composed of not less than ten (10) or more than fourteen (14) Directors. The Board may change the number of Directors from time to time by amending these Bylaws. No decrease in the number of Directors shall shorten the term of office of any incumbent Director. The Directors shall be elected by the Board at the annual meeting. Each Director shall be elected for the designated term. All affairs and management of the Corporation are under the control of the Board, consisting of President, Vice-President, Chief Financial Officer, Corporate Secretary and be made up of the following seats:

1. Reigning Emperor and Empress Seats (2)
2. Current Prince and Princess Royale Seats (2)
3. Monarch Seat from College (1) – this is elected by the College of Monarchs.



4. Cardinal Seat from College (1) – this is elected by the College of Cardinals.
5. 2-4 Directors at-Large (Elected by Dues Paid Members on Voting Day – one week before Coronation)

The Board of Directors acting as a committee of the whole is responsible for the administration of the election including preparation of the necessary ballots, ensuring the security of a fair election, and verification of voter qualifications. If a tie is reached, the Board will decide which candidate shall be selected.

#### **Section 6 – Term of Office**

1. The term of each Director shall be:
  - a. 2-Year Term: General Seats of Board of Directors.
  - b. 1-Year Term: Reigning Monarch seats (2), Reigning non-voting PR seats (2), Monarch (Past) seat and, Cardinal seat (1)
2. Directors may serve two (2) consecutive full terms if duly elected as such. However, at the end of the second consecutive full term, the Board member must take at least one (1) year off before becoming eligible for another term(s). Each Director shall hold office until the expiration of the term for which the Director was elected and until the Director's successor has been elected and qualified, or the Director's earlier death, resignation, or removal.
3. A decrease in the number of Directors or in the term of office does not shorten an incumbent Director's term.
4. The term of a Director filling a vacancy expires at the end of the unexpired term that such Director is filling.
5. Despite the expiration of a Director's term, a Director continues to serve until the Director's successor is elected, appointed, or designated and qualifies, or until there is a decrease in the number of Directors.
6. New Board of Directors will be seated at the first meeting of each panel's new fiscal year.

#### **Section 7 – Procedure for Nomination of Candidates for Directors**

Nominations will occur at the February Board meeting. Nominations for Board Members must meet these basic requirements and understand the guidelines:

1. Qualifications
  - a. Nominees must be dues paid members as of the January Court Meeting
  - b. All Nominees must be 21 years of age, and have resided within the RMCS boundaries for two years.
  - c. Have no felony convictions as defined by the State of Colorado and/or the U. S. Federal Government.
  - d. Have no outstanding financial obligation to the RMCS INC.
  - e. Must have the ability and dedication to serve positions as defined.
  - f. Bondable (preferable for VP of Finance and Treasurer positions only)
2. Nominees for the Board will be announced as Nominees at the introduction to the All Candidates Event.

#### **Section 8 – Resignations, Removal, Increases**

1. Resignations
  - a. A Director may resign at any time by giving written notice of resignation to the Corporation.
  - b. A resignation of a Director is effective when the notice is received by the Corporation unless the notice specifies a later effective date.

- c. If, at the beginning of a Director's term on the Board, the Bylaws provide that a Director may be deemed to have resigned for failing to attend a specified number of Board meetings, or for failing to meet other specified obligations of Directors, and if such failure to attend or meet obligations is confirmed by an affirmative vote of the Board, then such failure to attend or meet obligations shall be effective as a resignation at the time of such vote of the Board.
  2. Removal of Elected Directors
    - a. Voting members or Directors may remove one or more Directors elected by them only with cause.
    - b. If a Director is elected by a voting group, only that voting group may participate in the vote to remove that Director.
    - c. A Director may be removed only if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect directors.
    - d. A Director elected by voting members may be removed by the voting members only at a meeting called for that purpose of removing that Director, and the meeting notice shall state that the purpose or one of the purposes of the meeting is removal of the Director.
      - a. An entire Board may be removed under paragraphs (a) to (d) of this subsection (1).
      - e. A Director elected by the Board may be removed only with just cause by the vote of a majority of the Directors then in office or such greater number as is set forth in the Bylaws; except that a Director elected by the Board to fill the vacancy of a Director elected by the voting members may be removed without cause by the voting members, but not the Board.
  3. A designated Director may be removed by an amendment to the Bylaws deleting or changing the designation.

#### **Section 9 – Vacancy on Board**

1. Unless otherwise provided in the Bylaws, if a vacancy occurs on a Board of Directors, including a vacancy resulting from an increase in the number of Directors:
  - a. The voting members, if any, may fill the vacancy;
  - b. The Board of Directors may fill the vacancy; or
  - c. If the Directors remaining in office constitute less than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office.
2. Notwithstanding subsection (1) of this section, unless otherwise provided in the Bylaws, if the vacant office was held by a Director elected by a voting group of voting members:
  - a. If one or more of the remaining Directors were elected by the same voting group of voting members, only such Directors are entitled to vote to fill the vacancy if it is filled by Directors, and they may do so by the affirmative vote of a majority of such Directors remaining in office; and
  - b. Only that voting group is entitled to vote to fill the vacancy if it is filled by the voting members.
3. Notwithstanding subsection (1) of this section, unless otherwise provided in the Bylaws, if the vacant office was held by a Director elected by a voting group of Directors, and if any persons in that voting group remain as Directors, only such Directors are entitled to vote to fill the vacancy.
4. Unless otherwise provided in the Bylaws, if a vacant office was held by an appointed Director, only the person who appointed the Director may fill the vacancy.

5. If a vacant office was held by a designated Director, the vacancy shall be filled as provided in the Bylaws. In the absence of an applicable bylaw provision, the vacancy may not be filled by the Board.
6. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under section 7-128-107 (2) or otherwise, may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

#### **Section 10 – Absences**

If a Director misses three (3) consecutive meetings without excuse, such absences shall be deemed to constitute such individual's tender of their resignation from the Board; provided, however, the Board shall have the authority to accept or reject such resignation.

#### **Section 11 – Increase in Directors**

The Board shall by resolution determine the total number of Directors to serve at any time as provided in Section 5 above. Any Director's position to be filled by reason of an increase in the number of Directors shall be filled by vote of the Board. Any such Director elected shall hold office from the date of election until the next annual Directors meeting and until their successor has been duly elected and qualified.

#### **Section 12 – Compensation of Directors**

Directors shall receive NO compensation for their services as Directors or as committee members. However, Directors may be reimbursed for reasonable expenses incurred on behalf of the Corporation as provided by resolution of the Board.

#### **Section 13 – Voting Right**

Each Elected Director shall be entitled to one vote.

#### **Section 14 – Proxy**

For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a Director may be deemed to be present at a meeting and to vote if the Director has granted a signed written proxy to another Director who is present at the meeting, authorizing the other Director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in these Bylaws and as permitted by law, Directors may not vote or otherwise act by proxy.

#### **Section 15 – Presumption of Assent**

A Director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent is entered in the minutes of the meeting or unless a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or forwards such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

#### **Section 16– Participation in Meeting by Means of Communication Equipment**

Any one or more members of the Board or any committee thereof may participate in any meeting of the Board or of any such committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other or as otherwise permitted by law, and such participation in a meeting shall constitute presence in person at such meeting. Meetings of the Board may be held through use of conference telephone, computer,

electronic video screen communication, or other communications equipment, so long as all of the following apply:

1. Each member participating in the meeting can communicate with all members concurrently.
2. Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose, an objection to a specific action to be taken by the Corporation.
3. The Corporation adopts and implements some means of verifying both of the following:
  - a. A person communicating by telephone, computer, electronic video screen, or other communications equipment is a Director entitled to participate in the Board meeting.
  - b. All statements, questions, actions, or votes were made by that Director and not by another person.

#### **Section 17 – Election of the President**

The Board shall elect a President at the first regular meeting of the Board following each annual meeting at which Directors are elected (Article VIII, Section 1).

#### **Section 18 – Election of the Vice-President**

The Board shall elect a Vice-President at the first regular meeting of the Board following each annual meeting at which Directors are elected (Article VIII, Section 1).

#### **Section 19 – Election of the Chief Financial Officer**

The Board shall elect a Chief Financial Officer at the first regular meeting of the Board following each annual meeting at which Directors are elected (Article VIII, Section 1).

#### **Section 20 – Election of the Corporate Secretary**

The Board shall elect a Corporate Secretary at the first regular meeting of the Board following each annual meeting at which Directors are elected (Article VIII, Section 1).

### **ARTICLE VII – MEETINGS OF THE DIRECTORS**

#### **Section 1 – Place of Meeting**

The annual, regular, or special meetings of the Board or any committee designated by the Board shall be held at the principal office of the Corporation or at any other place within the State of Colorado that the Board or any such committee may designate from time to time.

#### **Section 2 – Annual Meeting**

Unless the Board provides by resolution for a different time, the annual meeting of the Board, for the election of Directors and the transaction of any other business which may be brought before the meeting, shall be held on the first Monday of March in each year. If such day is a legal holiday under the laws of Colorado, the annual meeting shall be held on the next succeeding business day which is not a legal holiday under the laws of Colorado.

Immediately after each annual election of Directors, the newly constituted Board shall meet without prior notice at the place where the election of Directors was held, or at any other place and time designated in a notice given as provided in Section 5, for the purposes of organization, election of officers, and the transaction of other business.

#### **Section 3 – Regular Meeting**

In addition to the annual meeting, regular meetings of the Board or any committee designated by the Board shall be held at least five (5) times annually and at such more frequent intervals as the Board or any such committee, as the case may be, may designate.

**Section 4 – Special Meetings**

Special meetings of the Board or any committee designated by the Board may be called at any time by the President of the Board. Upon receipt of the written request of two (2) of the Directors the President of the Board shall call and notice provided (Section 5(c)) for a special meeting of the Board or any committee designated by the Board. In addition, the chairperson of any committee designated by the Board or Chief Executive Officer may call a special meeting of such committee and a special meeting shall be called and notice provided (Section 5(c)) by the chairperson of such committee upon receipt of the written request of two of the members of such committees.

**Section 5 – Notice of Meetings**

Notice of meetings may be given either personally, personally by telephone, by sending a copy of the notice through the United States mail, by email, by facsimile or other electronically transmitted messaging, to the address of each Director appearing on the books of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid thereon. If notice is given by mail, the individual calling the meeting shall also attempt to contact the Board members by phone to inform them of the meeting. If emailed, such notice shall be deemed to be delivered upon receipt of a mail delivery notice. If notice is emailed, the individual calling the meeting shall also attempt to contact the Board members by phone to inform them of the meeting. The business to be transacted at or the purpose of, any annual, regular, or special meeting of the Board or any committee shall be specified in the notice of such meeting.

1. Notice of each annual meeting of the Board, setting forth the time and place of the meeting, shall be given to each Director not less than ten (10) days prior to the time fixed for the meeting.
2. Notice of the regular meetings of the Board or any committee designated by the Board need not be given.
3. Notice of each special meeting of the Board or any such committee, setting forth the time and the place of the meeting, shall be given to each Director not less than forty-eight (48) hours prior to the time fixed for the meeting.

**Section 6 – Waiver of Notice**

A Director may, in writing, waive notice of any meeting of the Board or any committee, before, at, or after the meeting; and such waiver shall be deemed the equivalent of giving notice. Attendance of a Director at a meeting of the Board or any committee shall constitute waiver of notice of that meeting unless he or she attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

**Section 7 – Consent of Directors in Lieu of Meeting**

Any action required or permitted to be taken by the Board or by a committee thereof at a meeting may be taken without a meeting if each and every member of the Board or committee in writing either:

1. Votes for such action; or
2. Votes against such action or abstains from voting; and
3. Waives the right to demand that a meeting be held.

Action is taken under this Section only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office or members of such committees were present and voted. No action taken pursuant to this Section shall be effective unless writings describing the action taken, signed by all Directors or members of such committee, and not revoked pursuant to this Section are received by the Corporation. Any such writing may be received by the Corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the Corporation with a complete

copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section shall be effective when the last writing necessary to effect the action is received by the Corporation unless the writings describing the action taken set forth a different effective date. Any Director or member of such committee who has signed a writing pursuant to this Section may revoke such writing by a writing signed and dated by the Director or member of such committee describing the action and stating that the Director's or member of such committee's prior vote with respect thereto is revoked, if such writing is received by the Corporation before the last writing necessary to effect the action is received by the Corporation. Action taken pursuant to this Section has the same effect as action taken at a meeting of Directors or a committee and may be described as such in any document. All signed written instruments necessary for any action taken pursuant to this Section shall be filed with the minutes of the meetings of the Board or committee.

### **Section 8 – Quorum and Voting**

A quorum shall consist of a majority of the members of the Board. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn; provided, however, that in the event of a vacancy on the Board or any such committee by reason of resignation, removal, death or otherwise, pending the appointment of a replacement Director, a majority of Directors then serving on the Board or any such committee shall constitute a quorum.

Each Director shall have one (1) vote on each matter submitted to a vote of the Board or such committee.

Voting by proxy shall be permitted for issues deemed appropriate by the Board. The absent voting member shall cast a written vote and deliver it to the chairperson in advance of the meeting. If the absent member can ultimately attend, or if the issues at the meeting differ from that voted upon by the written proxy, the proxy becomes ineffective. Board members may also grant authority to individuals whom they feel will represent their interests. Such proxies are revocable until they are voted, unless there is a specific contractual agreement to the contrary.

### **Section 9 – Conduct of Meetings**

Meetings of the Board shall be presided over by the President the Board or the Vice-President of the Board, or if no such person has been so designated or in their absence, a Chairperson chosen by a majority of the Directors present at the meeting. The Corporate Secretary shall act as secretary of all meetings of the Board, provided that, in their absence, the presiding officer shall appoint another person to act as secretary of the meeting.

### **Section 10 – Meetings**

One or more Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

### **Section 11 – Presumption of Assent**

A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent is entered in the minutes of the meeting or unless a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by registered mail to the Corporate Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

## ARTICLE VIII – COMMITTEES

### Section 1 – Establishment and Powers

The Board of Directors may, by resolution adopted by a majority of the Directors, establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee, including the Executive Committee shall:

1. Authorize distributions;
2. Elect, appoint, or remove any Director;
3. Amend the Articles of Incorporation;
4. Adopt, amend, or repeal the Bylaws; unless given approval by a 51% vote of living College of Monarchs who are of sound mind and body.
5. Approve a plan of merger; or
6. Approve a sale, lease, exchange, or other disposition of all, or substantially all, of Corporation property, with or without goodwill, otherwise than in the usual and regular course of business.

### Section 2 – Term

Each member of a committee of the Board shall serve at the pleasure of the Board.

### Section 3 – Standing Committees

The standing committees of the Board shall be appointed by the President of the Board, except as otherwise provided for by these Bylaws or Board resolution, within a reasonable time after the annual meeting of the Board and shall consist of the following:

- Section 3.1 – Imperial Court of the Rocky Mountain Empire
- Section 3.2 - Finance Committee (consisting of at least 3 Board members, an Auditor, and 1 other member)
- Section 3.3 – Executive Committee (as defined in Article VIII, Section 6)
- Section 3.4 – Corporate Governance
- Section 3.5 – State Events Committee
- Section 3.6 – Nominating Committee
- Section 3.7 – White Rose Scholarship Fund

### Section 4 – Other Committees

The Corporation shall have such other committees as may from time to time be designated by a majority vote of the Board of Directors.

### Section 5 – Committee Organization

Each committee shall be chaired or co-chaired by one or more Director(s) and shall establish its own operating procedures except as otherwise provided by the Board or these Bylaws. Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting. Each committee shall determine its times and places of meetings. Committees, with the exception of the Executive Committee, may consist of individuals who are not Directors.

### Section 6 – Executive Committee

The Executive Committee shall consist of the President of the Board, the Vice President of the Board, the Chief Financial Officer and the Corporate Secretary. By majority vote of the entire Board, the Board may appoint additional Directors to the Executive Committee. The Executive Committee shall be chaired by the President of the Board. The Executive Committee shall be authorized to act for the Board

between its regular meetings. The Executive Committee may meet at any time to discuss the prospective agenda for the Annual meeting or regular or special meetings of the Board or to discuss and subsequently make recommendations on any matter to the entire Board. Notice of formal action taken by the Executive Committee shall be provided to all Board members at the next meeting of the Board. The Executive Committee shall have and may exercise all of the powers and authority of the Board in the management of the Corporation between meetings of the Board, except as otherwise provided by these Bylaws or by resolution of the Board of Directors.

## **ARTICLE IX – OFFICERS**

### **Section 1 – General**

The officers of the Corporation shall consist of a President of the Board, Vice President of the Board, Chief Financial Officer and, Corporate Secretary and only one office may be held by a Director at one time.

### **Section 2 – Election and Term Office**

1. The term of each Director shall be:
  - a. 2-Year Term: General Seats of Board of Directors.
  - b. 1-Year Term: Reigning Emperor and Empress seats (2 seats), Reigning non-voting PR seats (2 seats), Past Monarch (1 seat), and Cardinal (1 seat).
2. Directors may serve two (2) consecutive full terms if duly elected as such. However, at the end of the second consecutive full term, the Board of Directors member must take at least one (1) year off before becoming eligible for another term(s). Each Director shall hold office until the expiration of the term for which the Director was elected and until the Director's successor has been elected and qualified, or the Director's incapacitation, death, resignation, or removal.

### **Section 3 – Resignation and Removal**

1. An officer may resign at any time by giving written notice of resignation to the nonprofit corporation.
2. A resignation of an officer is effective when the notice is received by the nonprofit corporation unless the notice specifies a later effective date.
3. If a resignation is made effective at a later date, the Board may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board may remove the officer at any time before the effective date and may fill the resulting vacancy.
4. Unless otherwise provided in the Bylaws, the Board may remove any officer but only with cause.
5. Any officer or agent of the Corporation may be removed from office without assignment of cause by the vote of at least two-thirds of the entire Board whenever in its judgment the best interests of the Corporation may be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
6. Election or appointment of an officer or an agent shall not of itself create contract rights.

### **Section 4 – Vacancies**

When a vacancy occurs in one of the offices of the Corporation by reason of death, resignation or otherwise, it shall be filled by the vote of a majority of the entire Board. The officer so selected shall hold office for the remaining term of office.



## ARTICLE X – DUTIES OF OFFICERS

### Section 1 – President

The President, shall be an officer of the Corporation, subject to the control of the Board, and shall report directly to the Board. The President shall be Chair of the Board and preside at all meetings of the Board of and of the Executive Committee; shall be a member ex-officio with power to vote on all matters of all committees of the Board. The President shall have authority to sign on behalf of the Corporation agreements and instruments of every character. The President shall have such duties and responsibilities as may be prescribed by the Board or the Bylaws.

The President shall be elected by the Board of Directors. The President of the Corporation, subject to the direction of the Board, shall be responsible for assuring that the policy decisions of the Board are implemented as formulated:

1. The President shall be responsible, in consultation with such officers or members of the Board, for planning the growth of the Corporation.
2. The President shall be responsible for stakeholder relations and shall be empowered to designate officers of the Corporation to assist in such activities.
3. The President shall have the general supervision and direction of all of the Corporation's officers, subject to and consistent with the policies enunciated by the Board.
4. The President shall be authorized to sign instruments in the name of the Corporation.
5. The President shall have such other powers as may be assigned to such officer by the Board or its committees.
6. At each annual meeting of the Board, the President shall give a report of the business and activities of the Corporation for the preceding fiscal year and provide a forward looking statement regarding the coming fiscal year for the Corporation.
7. The President shall be a member ex-officio, with power to vote on all matters, of all committees of the Board, except the Audit, and the Nominating and Corporate Governance Committee, subject to the limitations prescribed by law.

### Section 2 – Vice President

The Vice President, shall be subject to the control of the Board, and shall report directly to the Board. The Vice President shall be a member of the Board and will preside, in the absence of the President, at all meetings of the Directors.

The Vice President shall have such duties and responsibilities as may be prescribed by the President of the Board, by the Board or the Bylaws. The Vice President shall represent the Board and serve as the Chair of the White Rose Scholarship Fund.

They will assist the White Rose Scholarship Fund Committee in its financial and fiduciary responsibilities as a Committee of the Board which manages the operations of the promotion, solicitation, collection, selection, and awarding of scholarship proceeds to scholarship applicants.

They will also manage a Designated Fund Budget that specifically relates to the raising of funds as income for scholarship, operational expenses, and the investment of the Cressy-West Endowment Fund.

### Section 3 – Chief Financial Officer

The Chief Financial Officer shall perform all the powers and duties of the office and in general have overall supervision of the financial operations of the Corporation. The Chief Financial Officer will account for the following designated funds:

1. White Rose Scholarship Fund
2. White Rose Scholarship Fund/Cressy-West Endowment Fund
3. Passion and Endurance Fund
4. Membership Fund

5. Non-Profit Charitable Donations Fund
6. Snow Ball Charitable Donation Campaign Fund
7. Coronation Charitable Donation Campaign Fund
8. Hospitality Fund

The Chief Financial Officer shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as may be agreed with the President of the Board or as the Board may from time to time determine. The Chief Financial Officer shall report directly to the President of the Board.

#### **Section 4 – Corporate Secretary**

The Corporate Secretary, is responsible for the development of, compliance with and periodic review of the Corporation's governance policies and practices, ensuring that the Corporation and its governing bodies follow and comply with the provisions of law, as well as internal corporate rules and policies as determined by the Articles of Incorporation, the Bylaws, and internal documents; attendance at the annual Board meeting, Executive Committee meetings, and other Board committees; the establishment and maintenance of clear and effective channels of communications within the Corporation; the disclosure of appropriate information about the Corporation. The Corporate Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the Board's business was conducted. The Corporate Secretary shall see that all notices required to be given by the Corporation are duly given and served; shall be custodian of the seal of the Corporation and shall affix the seal to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; shall have charge of the books, records and papers of the Corporation and shall see that the reports, statements and other documents required by law to be kept and filed are properly kept and filed; and in general shall perform all of the duties incident to the office of the Corporate Secretary. The Corporate Secretary shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as may be agreed with the President or as the Board of Directors may from time to time determine. The Corporate Secretary shall be the chairperson of the Nominating and Corporate Governance Committees.

#### **Section 5 – Treasurer**

The Treasurer, if one is elected, shall be a member of the Board of Directors, supervise and be responsible for all the funds and securities of the Corporation; the deposit of all moneys and other valuables to the credit of the Corporation in depositories of the Corporation; borrowings and compliance with the provisions of all indentures, agreements and instruments governing such borrowings to which the Corporation is a party; the disbursement of funds of the Corporation and the investment of its funds; and in general shall perform all of the duties incident to the office of the Treasurer. The Treasurer shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as may be agreed upon by the President or as the Board may from time to time determine.

#### **Section 6 - Chief Human Resource Officer**

The Chief Human Resource Officer shall perform all the powers and duties of the office of the Chief Human Resource Officer and in general have overall supervision of the human resource activities of the Corporation. The Chief Human resource Officer shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as assigned by the President or as the Board from time to time determine. The Chief Human Resource Officer reports directly to the President.

**Section 7 – Delegation of Duties**

Whenever an officer is absent, or whenever, for any reason, the Board may deem it desirable, the Board of Directors may delegate the powers and duties of an officer to any other officer or officers or to any Director or Directors.

**Section 8 – Salaries** Officers of the Corporation shall be entitled to such salaries, emoluments, or compensation; as deemed appropriate.

**Section 9 – Bonds**

If the Board by resolution so requires, any officer or agent of the Corporation shall give bond to the Corporation in such amount and with such surety as the Board may deem sufficient, conditioned upon the faithful performance of that officer's or agent's duties and offices.

**ARTICLE XI – NOTICE****Section 1 – Written Notice**

Whenever written notice is required to be given to any person, it may be given to the person, either personally or by sending a copy by first class or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission, or by e-mail, to his or her address (or to his or her facsimile number, or e-mail address) appearing on the books of the Corporation or, in the case of Directors, supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given when deposited in the United States mail or when dispatched or, in the case of facsimile or e-mail, when receipt has been confirmed. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

**Section 2 – Waiver by Writing**

Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

**Section 3 – Waiver by Attendance**

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

**ARTICLE XII – CONFLICTS OF INTEREST, LOANS & GIFTS****Section 1 – Establishment of a Written Conflict of Interest Policy**

The Board shall establish a written conflict of interest policy. The Governance/Nominating Committee shall be responsible for the implementation of said policy.

**Section 2 – Loans**

No loans shall be made by the Corporation to its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

**Section 3 – Gifts**

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devisee for the general purpose or of any special purpose of the Corporation.

**ARTICLE XIII – INSURANCE**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a Director or officer of another domestic or foreign Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under section 4958 of the Internal Revenue Code of 1986, as amended.

**ARTICLE XIV – AMENDMENTS****Section 1 – Bylaws**

Except, as otherwise provided by the Colorado Revised Nonprofit Corporation Act of 1998, these Bylaws may be amended or waived by a 2/3 (two-thirds) vote of the Board at any meeting after notice of such purpose has been given.

**Section 2 – Articles of Incorporation**

Except, as otherwise provided by the Colorado Revised Nonprofit Corporation Act of 1998, the Articles of Incorporation for this Corporation may be amended by a 2/3 (two-thirds) vote of the Board at any meeting after notice of such purpose has been given.

**ARTICLE XV – NOMINATIONS AND ELECTIONS****Section 1 – Slating Officers**

Thirty (30) to forty five (45) days prior to voting the Executive Committee shall meet, or communicate by email, internet, mail or telephone, for the purpose of preparing a slate of candidates for the Officer positions.

**Section 2 - Consent**

Consent of any candidate must be secured before the name may be placed in nomination.

**Section 3 – Write – In Votes**

There shall be a place on the ballot for write in votes for those not included on the slate.

**Section 4 - Timing**

Elections will take place at the annual meeting of the Board, and each Director shall be entitled to one (1) vote.

## **ARTICLE XVI – INDEMNIFICATION**

The Corporation shall indemnify any Director, officer, or former Director or officer of the Corporation against all expenses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a Director or officer, except in relation to matters as to which he or she is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be exclusive of any other indemnification provided for in the Articles of Incorporation or any Bylaw, by resolution or otherwise. The Corporation shall be authorized to purchase insurance or other similar device for the purpose of such indemnification.

## **ARTICLE XVII – FISCAL MANAGEMENT**

### **Section 1 - Fiscal Year**

The fiscal year of the Corporation shall be a calendar year beginning May 1st and ending April 30th.

### **Section 2 - Books and Accounts**

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board and any committee having any of the authority of the Board. All such books and records shall be kept at the principal office of The Corporation unless the Board, by resolution, determines otherwise, subject to any requirements of law. All books and records of the Corporation may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time.

### **Section 3 - Auditing and Reports**

An annual report of the affairs of the Corporation for the previous fiscal year shall be submitted to the Board at the end of the annual fiscal year, and filed with the Corporate Recording Secretary. The books and records of the Corporation may be reviewed by an independent certified public accountant at the expense of the Corporation at such times as may be designated by the vote of a majority of the Board. In lieu of an audit by an independent certified public accountant, the Board of Directors may also designate a committee of its members to audit the books and records of the Corporation at such times as shall be determined by a majority vote of its members.

### **Section 4 - Checks and Endorsement**

All checks and drafts upon the funds or credit of the Corporation in any of its depositories shall be signed by such officer(s) or agent(s) as shall from time to time be determined by resolution of the Board of Directors. All checks, notes, bills receivable, trade acceptances, drafts, and other evidences of indebtedness payable to the Corporation shall, for the purpose of deposit, discount or collection, be endorsed by such officer(s) or agent(s) of the Corporation or in such manner as shall from time to time be determined by resolution of the Board. The Board of Directors may provide for the use of facsimile signatures under specified conditions for any of the foregoing purposes.

### **Section 5 - Execution of Instruments**

The President of the Board, Vice President of the Board, Chief Financial Officer, or Corporate Secretary shall have power to execute on behalf and in the name of the Corporation any deed, contract, bond, debenture, note or other obligations or evidences of indebtedness, or proxy, or other instrument requiring the signature of an officer of the Corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the

Corporation in any way, to pledge its credit or to render it liable pecuniarily (of or pertaining to money) for any purpose or amount.

### **Section 6 – Fidelity Bonds**

The Board may require that officers and employees of the Corporation having custody or control of corporate funds furnish adequate fidelity bonds. The premium on such bonds may be paid by the corporation.

## **ARTICLE XVIII – IRS 501(c) (3) TAX EXEMPTION PROVISIONS**

### **Section 1 - Limitations on Activities**

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501 (h) of the Internal Revenue Code], and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under 501(c) (3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

### **Section 2 - Prohibition against Private Inurement**

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, Directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

### **Section 3 - Miscellaneous**

This Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or (b) by a Corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

## **ARTICLE XIX – DISSOLUTION**

### **Section 1 - Procedure**

The Corporation shall be dissolved according to the procedures outlined in the Colorado Nonprofit Revised Corporation Act of 1998.

### **Section 2 - Distribution of Assets**

After the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be disposed of to facilitate one or more of the exempt purposes of the Corporation. Assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the federal government, or a state or local government, for public purposes. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the

Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated for such purposes.

#### **ARTICLE XX– CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this Corporation filed with the Colorado Secretary of State and used to establish the legal existence of this Corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

#### **ARTICLE XXI – MISCELLANEOUS PROVISIONS**

##### **Section 1 - Corporate Seal**

The corporate seal shall be in the form approved by resolution of the Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by the Corporate Secretary for the authentication of contracts or other papers requiring the seal.

##### **Section 2 – Convenience and Reference**

The headings throughout these Bylaws are for convenience and reference only and shall in no way be deemed to define, limit or add to the meaning of any provision hereof.

##### **Section 3 – Parliamentary Authority**

Robert’s Rules of Order shall be used for all proceedings of this Corporation where applicable providing that such rules shall not be in conflict with these Bylaws.

#### **CERTIFICATION OF ADOPTION OF BYLAWS**

The undersigned duly elected by the Rocky Mountain Court Systems, Inc.’s Board of Directors hereby certifies that these Bylaws were amended and adopted as the Bylaws of Rocky Mountain Court Systems, Inc. on this date and that these Bylaws constitute the Bylaws of this nonprofit Corporation.

**IN WITNESS WHEREOF,**

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Signature (Corporate Secretary) Title, Date (M, DD, YYYY)

Corporate Secretary SEAL