

# **Bylaws Of The Imperial Sovereign Court of All Connecticut, Inc.**

## **CHAPTER 1: IDENTIFICATION**

Section 1.1 Name. The name of the Corporation is "The Imperial Sovereign Court of All Connecticut, Inc." (The "Corporation").

Section 1.2 Offices. The principal office of the Corporation shall be located in the City of Hartford, State of Connecticut. The Corporation may also have other offices at such other places, either within or outside the State of Connecticut, as the Board of Directors may determine or as the activities of the Corporation may require.

Section 1.3 Purpose. The purpose of the Corporation is to raise needed funds for the community at large and for social service organizations through fundraising activities as allowed in accordance with Section 501(c)(3) of the Internal Revenue Code.

Section 1.4 Intention. It is the intention of the Corporation to:

(a) To conduct such activities and programs furtherance of the forgoing purpose as may be carried out by a corporation under Connecticut General Laws and within the rules and described in Section 501(c)(3) of the Internal Revenue Code.

(b) Help bring the Lesbian, Bisexual, Gay and Transgender Community and the Community at Large into prideful, viable and joyous unity. Represent the Community at Large of Connecticut at various functions.

(c) Work with the INTERNATIONAL COURT SYSTEM in joint efforts to benefit all People and to foster and promote cultural, business, and social endeavors which give the people of Connecticut a sense of community, identity and pride.

(d) Perform noble deeds for social services and people in need; and promote human rights and equality amongst all people

## **CHAPTER II: THE GENERAL MEMBERSHIP**

Section 2.1 Definition.

(a) The General Membership of the Corporation ("General Membership") shall consist of individuals ("Members") with the qualifications, privileges, and responsibilities as described in the Policies and Procedures Manual and in this chapter.

(b) All Applicants will be accepted for membership after the application is screened by the Board of Directors, for accuracy, action as defined as detrimental to the corporation or action outlined in the United States Justice Code. Any of the above can be grounds for rejection, but will be handled on a case by case basis. All denied applicants have the right to appeal the decision to the General Membership.

(c) Membership in the Corporation is open to all persons who fulfill the membership requirements as specified in the policies and procedures and in this chapter. The Corporation will not

discriminate against any person because of age, race, sex, marital status, national origin, religion or sexual orientation.

#### Section 2.2 Qualifications for New Applicants to the General Membership.

(a) Applicants for General Membership ("Applicants") shall be at least twenty-one (21) years of age without restrictions pertaining to sex, race, creed, sexual preference, physical appearance or talent.

(b) Members may not use the name of the Corporation and/or their titles for his/her own personal gain. Abuse of the name/title, especially for personal monetary gains is grounds for immediate revocation of membership status.

(c) Members are expected to promote and maintain a harmonious relationship with all members of the Corporations. Disruptive and/or offensive behavior and actions that are not in the interest of the Corporation, as determined by the Judiciary Committee and the Board of Directors, are grounds for revocation of membership or other disciplinary action.

(d) Involvement in any form of criminal activities is grounds for immediate review by the Judiciary Committee and/or revocation of membership by the Board of Directors.

(e) Any member in violation of the Bylaws may be removed by the Board or by a vote of the General Membership.

#### Section 2.3 Privileges of Members.

(a) Annual membership dues will be assigned at the beginning of each fiscal year by the General Membership at the recommendation of the Board of Directors. Payment of the membership dues is a requirement for membership

(b) Members must pay the annual membership dues between April 1<sup>st</sup> and April 30<sup>th</sup> of each calendar year. The secretary of the Board of Directors shall set forth, in writing, via United States mail no later than March 15<sup>th</sup> a notice of payment due to all Members.

(c) Individuals not paying their annual membership dues in full by April 30<sup>th</sup> will no longer be considered Members of the Corporation. Members not paying the dues will relinquish all titles, including all lifetime titles and societies, excluding past monarchs

(d) Any dues received by US mail should be postmarked no later than April 30<sup>th</sup>.

## **CHAPTER III: GENERAL MEMBERSHIP MEETINGS**

#### Section 3.1 Definition.

(a) The General Membership shall hold a minimum of eleven (11) meeting per calendar year, unless postponed to another date and time by the Reigning Monarchs, to handle the business of keeping the Members informed and up to date with the Corporation's daily activities (i.e., offer

Treasurer's reports, Board of Director's report, upcoming fund-raising and social engagements, etc.). These meetings are open to the General Public and shall be conducted according to Roberts Rules of Order.

#### Section 3.2 Democratic Procedure.

(a) The Reigning Monarchs must run the General Membership Meetings as a democracy and shall have all decisions made by a majority vote of the General Membership in attendance.

(b) The Corporation, as a whole, shall discuss and make suggestions as to how to best achieve the goals set forth in these Bylaws and may even put proposals to vote.

#### Section 3.3 Voting.

(a) Members who have attended at least fifty (50) percent of the General Membership Meetings as defined in Policy & Procedure since date of enrollment or membership renewal are eligible to vote on all issues brought to the General Membership. Absences may be excused at the discretion of the Reigning Monarch(s), limited to 2 per member per fiscal year.

#### Section 3.4 Quorum

(a) A quorum must be present to conduct any official business during any General Membership Meeting. A quorum is defined as:

i. Fifty percent plus one (50% + 1) Members eligible to vote or

ii. Fifty percent plus one (50% + 1) Members in the Corporation's roster including the presence of the following: one (1) of the Reigning Monarchs, two (2) officers of the Board of Directors, two (2) general members of the Board of Directors, the President or Recording Secretary of the College of Monarchs (see Section 6.4).

(b) Each member may hold one (1) proxy per meeting. A proxy shall consist of assigned, written statement specifying how the absentee member wishes to vote and/or who will represent them.

#### Section 3.5 Special Meetings.

(b) A Special Meeting may be called by the Officers of the Board of Directors or the Reigning Monarchs. The Secretary of the Board of Directors shall cause a note of such meeting, to be mailed to all members at their addresses as they appear on the membership roster at least two (2) weeks before the scheduled date of such meeting and shall include who called said meeting and its purpose. No other business but that specified in the notice may be transacted at such meeting without the unanimous consent of all present at such meeting.

### **CHAPTER IV: THE MONARCHS OF THE IMPERIAL SOVEREIGN COURT OF ALL CONNECTICUT, Inc.**

#### Section 4.1 Definition:

(a) A Monarch of the Corporation ("Monarch") is an individual elected to such position with the limitations, privileges and responsibilities described in this chapter and in Policies and Procedures.

## Section 4.2 Election of Monarchs

(a) The Board of Directors at the first general membership meeting following their election will recommend the time, place, date and manner (as described below) the election of monarchs. This must be approved by majority vote of the General Membership who meet the requirements of section 3.3.

(b) The Election of Monarch may be held either publicly or privately.

(i) Election of Monarchs, when to be voted upon by solely the General Membership, shall be voted upon only by individuals who have been General Members for at least one year at time of election and meet the requirements of Chapter 3.3.

(c) The President of the College shall oversee all aspects of the Monarch Election Process, including the counting of ballots.

(d) Individuals wishing to become candidates for the Election of Monarchs ("Potential Monarchal Candidates") must fulfill the following general criteria in these Bylaws as well as the specific criteria for Potential Monarchal Candidates in the Policies and Procedures Manual.

(i) General Members may not disclose publicly their intent to become Potential Monarchal Candidates. (Note: Failure to comply with this subsection will result in disqualification.)

(ii) Potential Monarchal Candidates must fill out an application. The Application form in its entirety and returned to the President of the College of Monarchs by the due date stated on the application letter. (Note: Failure to complete the Application in its entirety will result in disqualification.)

(iii) Potential Monarchal Candidates must pay to the order of the Corporation a non-refundable Application fee as specified in the The Application, in immediately available funds, at the time of

giving the completed Application to President of the College of Monarchs. (Note: Failure to pay the Application fee will result in disqualification.)

(iv) Potential Monarchal Candidates must provide to the President of the College of Monarchs, at the time of giving him/her the completed Application, a self photograph as specified in The Application. (Note: Failure to provide a self photograph will result in disqualification.)

(v) After the President of the College of Monarchs has received all of the Application packets, by the stated due date, the College of Monarchs will then review all the Applications and determine if all criteria in both these Bylaws and in the Policies and Procedures Manual has been met as well as carefully consider the information provided.

(vi) The college will then interview each applicant privately at a time to be determined by the college.

(vii) The College of Monarchs will then, at the next General Membership meeting or at such time as determined by the Board of Directors, provide the General Membership with the names of the individuals approved by it to become candidates in the election of Monarchs.

(e) A sole candidate must receive 50% +1 of the vote in order to win the election. This supersedes state law.

(f) Prior to counting of ballots at the time of election, one ballot will be held aside at random and reserved in case it is needed in order to break a tie.

#### Section 4.3-Limitations.

(a) There will be no more than two (2) Reigning Monarchs at one time ("Reigning Monarch" being defined as the individual elected to represent the Corporation as the "Crowned Head of State" for the duration of approximately one (1) year beginning on Coronation). There will be one Monarchal Representative from the male lineage and / or one Monarchical representative from the female lineage during each reign.

(b) A Monarch must be a member of the International Court System for at least a total of two (2) years at the time of Coronation and a member of the Corporation fulfilling the requirements in Sections 2.4 and 4.3 for at least twelve (12) months prior to submitting his/her Application to become a Monarchal Candidate.

(c) A Monarch must be at least twenty-three (23) years of age without restrictions pertaining to sex, race, creed, sexual preference, physical appearance or talent.

(d) Reigning Monarchs may not campaign for, be elected to, or hold an office (i.e. President, Vice Present, Secretary, Treasurer) if on the Board of Directors until their reign has been completed.

#### Section 4.4 Privileges.

(a) The Reigning Monarchs shall have sole authority to enforce, with the advisory counsel of the College of Monarchs, over all matters of protocol, policies and procedures. See Policy and Procedures Manual of the Corporation.

(i) The Reigning Monarchs have the sole privilege and authority to appoint titles (as defined in the Policies and Procedures Manual of the Corporation) during their reign.

(ii) The Reigning Monarchs may elect to appoint members to camp and family titles as outlined in the Policies and Procedures Manual of the Corporation

(iii) The Reigning Monarchs shall present to the College of Monarchs, for approval, recommendations for all other titles and/or elevations for Members.

(b) The Reigning Monarchs may represent the Corporation at any and all functions or events as the Official Delegates of the Corporation.

(c) The Reigning Monarchs may elect to utilize the Ceremonial State Crowns at officially sanctioned Corporation functions. See Section 6.3

(d) The Reigning Monarchs shall have their four (4) required out-of-state Coronation tickets sanctioned by the INTERNATIONAL COURT SYSTEM paid by the Corporation Treasury up to an amount authorized by the Board of Directors.

#### Section 4.5 Responsibilities.

(a) The Reigning Monarchs shall at all times respect the titles of Monarchs and designated delegates of other Empires of the INTERNATIONAL COURT SYSTEM as representatives of their people and shall not allow personal differences to interfere with their duties and obligations to the people of Connecticut as their representatives.

(b) Health allowing and except for special circumstances beyond their control, it shall be the duty of the Reigning Monarchs to attend a minimum of four (4) Coronations Balls, one of which shall be the Coronation Ball of the Corporation's Mother Court, The Imperial Court of New York.

(c) The Reigning Monarchs shall be solely responsible for maintaining the Ceremonial State Crowns and regalia during their reign. They will be wholly liable for any damage or destruction to the Ceremonial State Crowns unless the Monarch(s) elect to turn the Ceremonial State Crowns to the College of Monarchs for safekeeping, at which point such liability will be the responsibility of the College of Monarchs.

(d) The Reigning Monarchs shall, at all times while representing the corporation shall conduct themselves with dignity, decorum, and responsibility, following the guidelines set forth in the Policies and Procedures Manual of the Corporation.

(e) The Reigning Monarchs will chair all meetings of the General Membership.

(f) The Reigning Monarchs must organize and execute at least-two (2) Corporation functions during their reign. Not including Coronation.

(g) The reigning monarchs must serve as members of the board for the duration of their reign.

#### Section 4.5 Completion of Reign

(a) A Reign shall be considered complete only when a Monarch fulfills Section 4.5 If a Monarch fails to fulfill Section 4.5 in its entirety, then the Board of Directors in conjunction with the College of Monarchs will review the past Reign and may determine, by majority vote, to not allow the Monarch to retain his or her title of "Emperor / Empress of the Imperial Sovereign Court of All Connecticut."

## **CHAPTER V: COLLEGE OF MONARCHS**

#### Section 5.1 Definition.

(a)The College of Monarchs ("College") shall consist of all Past Reign Monarchs of the Imperial Sovereign Court of All Connecticut that have successfully completed their Dowager year \*, and has successfully completed all requirements as set forth by the College of Monarchs. Exceptions to this definition include members of the College existing at the time of incorporation, and monarch moving to our Empire, who have be named monarch in other realms.

\* Shall start with Reign 2006

#### Section 5.2 Regent Monarchs.

(a) If for some reason one of the Reigning Monarch positions is vacated during the reign, or not filled, the title may be reassumed by a Regent Monarch, appointed by the College.

#### Section 5.3 Responsibilities and Privileges of Members of the College.

(a) Meetings of the College:

(i) The College shall elect among themselves at the General Membership Annual Business Meeting by majority vote and ratification of the Board of Directors by majority vote a President to preside over all proceedings of the College.

(ii) The College shall elect among themselves at the General Membership Annual Business Meeting by majority vote a Recording Secretary to record all decisions and recommendations of all proceedings of the College.

(iii) The College shall meet at all times appropriate to fulfill its responsibilities as set forth within these Bylaws.

(iv) Meetings of the College may at times be open to the General Membership. However, the College shall have the power to enter in executive session for confidential matters during which the meeting would be closed to General Members.

(b) President of the College.

(i) The President of the College shall be an officer of the Corporation and be a member of the Executive Committee.

(ii) The President of the College shall be the liaison between the Board and the College and will determine, by either election or appointment, the Chair of each committee the College is responsible for overseeing and shall report such decisions to the Board.

(iii) The President of the College shall provide a monthly report of the proceedings of the College, including executive sessions, to the Board.

(iv) The President of the College shall provide a monthly report of the proceedings of the College, excluding executive sessions, to the General Membership.

(c) Recording Secretary

(i) The Recording Secretary shall record all decisions and recommendations of all proceedings of the College.

(ii) The Recording Secretary, in the absence of the President of the College, shall assume the responsibilities of the President within the proceedings of the College.

(d) Policies and Procedures. The College shall act as advisory counsel to the Reigning Monarch(s) in all matters of policy, procedure and protocol.

(e) Review of Potential Monarchal Candidates. The College shall have the responsibility of determining whether a General Member meets the requirements, including but not limited to those set forth in these Bylaws, of a Monarchal Candidate.

(f) Review of Potential Members of the College. The College shall have the responsibility of determining whether a Monarch fulfilling the requirements of Section 5.5 meets the further requirements to become a Member of the College.

(g) The President of the College shall occupy an executive seat on the board.

## **CHAPTER VI: BOARD OF DIRECTORS**

Section 6.1 Number.

(a) The Board of Directors (hereinafter referred to as the "Board") shall be the ruling body for all matter of business and day to day operations of the corporation.

(b) The Board shall consist of a minimum of five (5) and a maximum of eleven (11) total members (hereinafter referred to as "Board Members", see CHAPTER VII).

(c) The board shall consist of 4 executive board members (President, Vice President, Secretary, Treasurer, and President of the College of Monarchs), 2 seats will be reserved for the Reigning Monarchs, the remaining seats shall be filled with members at large. Any of the above positions with the exception of the College seat may be filled with any qualified member if the seat is vacated for any reason. If there is no College member qualified the seat shall remain vacant.

#### Section 6.2 Qualifications.

(a) Candidates for the Board must be members of the Corporation for at least one (1) year at the time of election-

#### Section 6.3 Elections

(a) At the annual business meeting nominations will be taken to fill all 8 non-reserved seats on the board of directors. Elections will take place by secret ballot and counted by at least one reigning Monarch and the President of the College. The General Membership will then, from the 8 newly elected directors, nominate for the positions of President, Vice President, Treasurer and Secretary. Election for these executive seats will take place by secret ballot and shall be counted by one reigning Monarch, and the President of the College.

#### Section 6.4 Attendance.

(a) If a Board Member does not personally attend at least seventy-five percent (75%) of all Board of Director's meetings, excluding emergency Board Meetings, said Board member will be required to resign by the President of the Board.

#### Section 6.5 Proxies.

(a) In the absence of a Board Member, a proxy will be accepted. Each Board Member may only hold one proxy per meeting. A proxy will consist of a written statement specifying how the absentee Board Member wishes to vote or which Board Member will represent him./her and must be signed by the absentee Board Member. However, if three (3) or more proxies are present at any Board Meeting, all proxies will be considered abstentions when a vote is called. Further, no more than three (3) proxies may be used by any given Board Member through out the year of his or her appointment.

#### Section 6.6 Quorum.

(a) A quorum of fifty percent plus one (50 % + 1) Board Members must be present to conduct any official business during any Board Meeting, however, a proxy may be used to meet the quorum.

#### Section 6.7 Executive Sessions.

(a) All meetings of the Board shall be open to the General Membership, however, the Board may enter into Executive Session, which is closed to the General Membership, when it is considering

matters which might infringe upon Member's rights of privacy and/or confidentiality. No minutes shall be taken during such Executive Sessions.

#### Section 6.8 Personal or Professional Interest.

(a) If a Board Member has any personal or professional interest from which they might realize personal or professional gain regarding a matter which has come to vote or decision by the Board, such member shall abstain from voting and discussion.

#### Section 6.9 Emergency Board Meetings.

(a) Any Member of the Executive Committee may call an emergency meeting giving a minimum of twenty four (24) hours notice, and what business will be transacted, for date-sensitive issues. However, proxies

may not be used either to meet quorum or for voting. No other business but that specified by the notice may be transacted at such meeting.

#### Section 6.10 Committees of Directors.

(a) The Board, by resolution adopted by a majority of the entire Board, may designate one or more directors to constitute a committee. Such committee, to the extent provided in the resolution of the Board, shall have and may exercise the powers of the Board in the management of the business, property and affairs of the Corporation, and shall keep records of its acts and proceedings and report the same to the Board as when required. Any director may be removed from a committee with or without cause by the affirmative vote of a majority of the entire Board.

#### Section 6.11 Action With out Meeting.

(a) Any action required or permitted to be taken at any, meeting of the Board, or of any committee thereof, may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and such written consent is filed with the minutes of proceedings of the Board or committee.

#### Section 6.12 Resignation and Removal.

(a) Any Board Member may resign or be removed at any time. A Board Member who intends to resign shall give written notice to the President or to the Secretary. Removal of a Board Member, with or without cause, may be effected by the affirmative vote of the Board of Directors.

(b) Any officer may resign or be removed at any time. An officer who intends to resign shall give written notice to the President or to the Secretary. Removal of an officer, with or without cause, may be effected by the Board of Directors.

(c) If a Board Member is removed or involuntarily forced to resign, they may not run or be appointed again for two (2) terms. If a Board Member voluntarily resigns, they may not run or be appointed for the remainder of the term.

#### Section 6.13 Vacancies.

(a) Any vacancy occurring on the non Executive Board of Directors, including a vacancy resulting from a decrease in the number of Board Members, may be filled to the maximum number elected at the annual business meeting, unless no Member meets the requirements of Section 6.2 or chooses not to fill the position, by the affirmative vote of a majority of the remaining Board Members though less than a quorum of the Board. A Board Member elected

to fill a vacancy shall be elected for the unexpired term of his or her predecessor and until his or her successor is duly elected and qualified.

- (b) Executive Board Member vacancy election – If the position of President becomes vacant the Vice President shall assume the position of President, and the Position of Vice President shall be elected by the General Membership. If the positions of Vice President, Secretary, or Treasurer becomes Vacant the position will be filled by vote of general membership.

#### Section 6.14 Further Privileges and Responsibilities of Board Members.

(a) Any member of the Board may attend a General Membership Meeting and offer his or her advice of specific decisions regarding the Corporation

(b) Any person in violation of these Bylaws will be suspended by majority vote of the Board and General Membership with all due process.

(c) The Board reserves the right to make the discipline fit the seriousness of the offence and the severity of the disciplinary action will depend upon the nature of the offence. The board also reserves the right to remove a Reigning Monarch from his/her position if it feels that the individual is acting, or has acted, in a manner unbecoming of a Monarch or "Crowned Head of State". Reigning Monarchs must remember the Corporation's Mission Statement, Purpose, Pledge, and these Bylaws that they have promised to uphold with certain deportment. Any violation of the Mission Statement, Purpose, Pledge, or these Bylaws shall be viewed as an attempt to undermine the Corporation and disciplinary action will be taken, only to be done with due process, in sequential order with each process documented in the minutes of the Board of Directors:

First. Verbal warning

Second . Written warning

Final Removal From Office

(d) Any member of the Board, acting in an official capacity pertaining to the corporation's business, is indemnified and protected by the Corporation's Director's Insurance.

(e) The Board of Directors shall ratify all proclamations made by the reigning monarchs at the end of their reign. Said ratified proclamations shall become resolutions of the organization, for a total of 5 Reigns (beginning with Reign 2005).

## **CHAPTER VII: OFFICERS OF THE BOARD OF DIRECTORS**

### Section 7.1 President.

(a) The President shall function as Chief Operating Officer of the corporation, and shall oversee the general management of the affairs of the corporation.

(b) He/she shall acquire a working knowledge of Parliamentary law and, Procedures; and a thorough understanding of the chapters of Roberts Rules of Order.

(c) He/she shall enforce the rules of decorum and be absolutely fair and impartial at all times.

(d) He/she shall attend to a sound fiscal management of the Corporation's funds and enter into contract on behalf of the Corporation with approval from the Board and/or the General Membership.

(e) He/she may appoint committee chairs as the need arises (as long as no member of the organization wishes to volunteer to fill said position).

#### Section 7.2 Vice President.

(a) During the absence or inability of the President, the Vice-President shall have all the powers and functions of the President, either whole or in part.

(b) He/she shall acquire and enforce a working knowledge of Parliamentary Law and Procedures; and a thorough understanding of chapters and have a copy of Roberts Rules of Order at meetings.

(c) He/she shall oversee all Board Committees and Chairs and serve as Chairperson if no suitable Board Member candidate is appointed or volunteers.

(d) If the position of President become vacant, the Vice President shall assume all duties of the office of President

#### Section 7.3 Treasurer.

(a) The Treasurer shall, when duly authorized by the Board, sign and execute all contracts in the name of the Corporation, when countersigned by the President.

(b) He/she must submit a monthly financial report, setting forth in writing a line by line statement accompanied by official bank documentation, stating the financial conditions of the Corporation at each meeting of the Board and General Membership with signed approval of the Financial Review Committee. See Section 9. 1.

(c) He/she shall also present an annual report, setting forth in full, the financial conditions of the Corporation at the General Membership Annual Business Meeting.

(c) He/she shall oversee allocation of monies and funds raised at all Corporation events. Any fund raising done by the Corporation for a specific reason, such as for a person or group in need, must be used for that purpose. Monies raised for the Corporation may be used for any official court expenses, such as stationary, banners, etc., but in no case may be used for such things as personal expenses (i.e., props, costumes, etc.).

(d) For some special court presentations, materials bought may be considered court expenses, but must meet with the approval of the Board.

(e) He/she shall be bonded by the Corporation.

(f) The Treasurer must open the Financial Record Book to any General Member who requests so in writing within (1) week after request to do so.

#### Section 7.4 Secretary.

(a) The Secretary shall keep the minutes of all the meetings of the Board and shall maintain all records of meetings of both.

(b) He/she shall present the minutes of the previous meeting and have copies of minutes available to the General Membership upon request with reasonable time allotted for completion.

(c) He/she shall call the meeting to order in the absence of the President and Vice President and preside until the election of a Chairperson/Operating Officer Pro tem from among the Board, which should take place immediately.

Section 7.5 President of the College of Monarchs.

(a) See Section 5.3(b)

Section 7.6 Committees.

(a) All officers may act as ex officio members of any and all Board committees.

Section 7.7 Other Officers.

(a) Such other officers as appointed shall exercise duties and have powers as the Board of Directors may assign.

Section 7.8 Transfer of Authority.

(a) In case of the absence of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may transfer the powers or duties of that officer to any other officer or to any director or General Member of the Corporation, provided that a majority of the Board approves.

## **CHAPTER VIII: FISCAL YEAR**

Section 8.1 Fiscal Year.

(a) The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

## **CHAPTER IX: PARLIAMENTARY AUTHORITY**

Section 9.1 Parliamentary Authority.

(a) These Bylaws Supercede State Law.

(b) Meetings will be conducted in adherence to Roberts Rules of Order (modern edition) in all cases where they are not consistent with these Bylaws. The Vice President will be the Parliamentarian.

## **CHAPTER X: PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

Section 10.1 Private Foundation Requirement

(a) In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation shall:

(i) Distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code.

(ii) Not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code.

(iii) Not retain any excess business holdings as defined in Section 4943 (c ) of the Internal Revenue Code.

(iv) Not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and

(v) Not make any taxable expenditures as defined in Section 4941 (d) of the Internal Revenue Code.

## **CHAPTER XI: EXCLUSIVITY OF PURPOSE**

### Section 11.1 Exclusivity of Purpose

(a) Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for charitable, educational and literary purposes, as said terms have been and shall be defined pursuant to sections 170(c) and 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code, which purposes are set forth in CHAPTER II. All powers of the corporation shall be exercised only in such manner as will assure the operation of the corporation exclusively for said charitable, educational and literary purposes, as so defined, it being the intention that this the corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.

## **CHAPTER XII: DISSOLUTION OF CORPORATION CLAUSE**

### Section 12.1 Definition

(a) Except as may be otherwise required by law, the corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the State of Connecticut by affirmation vote of a majority of the directors of the corporation then in office; provided however, that in the event of any liquidation, dissolution, termination, or winding up of the corporation (whether voluntary or involuntary or by operation of law), the property or assets of the corporation remaining after the payment, or the provision of payments, of all debts and obligations of the corporation shall be conveyed, transferred, distributed and set over outright to one or more educational, charitable or literary institutions or organizations, created and organized for one or more exempt purposes similar to those of the corporation, which qualify as exempt from income tax under Section 501(c)(3) of the Internal Revenue Code.

## **CHAPTER XIII: NO POLITIC CLAUSE**

### Section 13.1 Definition

(a) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and the 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.

## **CHAPTER XIV: NON-INCUREMENT CLAUSE**

### Section 14.1 Definition

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in these chapters.

## **CHAPTER XV: AMENDMENT OF BYLAWS**

### Section 15.1 Adoption, Amendment. or Repeal.

(a) No adoption, amendment, or repeal to these Bylaws shall take effect until the next scheduled General Membership Annual Business Meeting unless changes are required to comply with local, state or federal law. The time, date and location of the meeting will be determined by the Board of Directors and notification of which, including said purpose, shall be mailed by a designee of the Board of Directors to all General Members at their addresses as they appear on the membership roster at least one (1) week prior the scheduled date of said meeting.