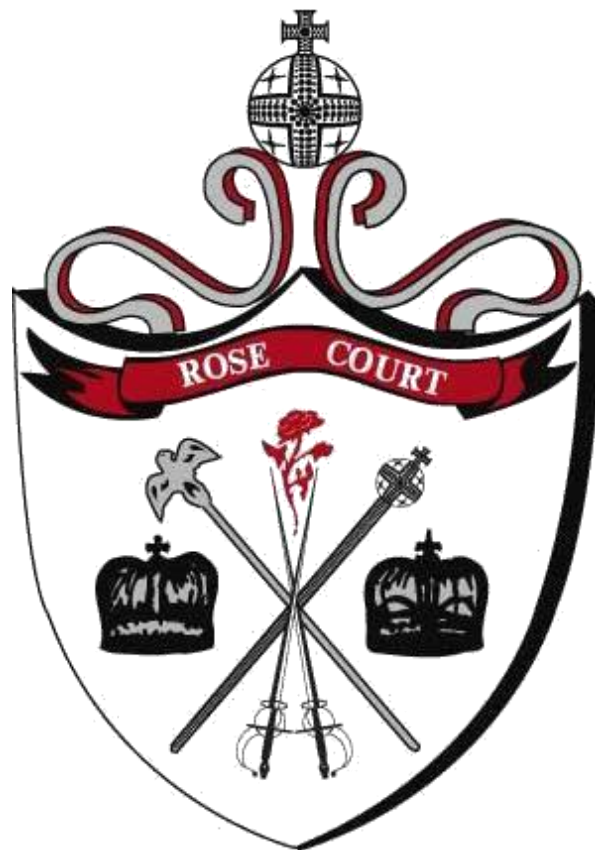


# IMPERIAL SOVEREIGN ROSE COURT OF OREGON

## By-Laws

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This document contains the By-Laws of the Imperial Sovereign Rose Court of Oregon. These By-Laws are meant to be followed per Local, State and Federal Laws. The Imperial Sovereign Rose Court of Oregon is a 501(c) 3 non-profit Organization and is subject to all pertinent laws to and for those types of Organizations.

# The Imperial Sovereign Rose Court of Oregon Bylaws

## An Oregon Nonprofit Public Benefit Corporation

### ARTICLE I – NAME and OFFICE

The name of this Corporation is: The Imperial Sovereign Rose Court of Oregon and shall hereinafter be called “The ISRC.”

The ISRC shall maintain within the State of Oregon, a registered office and a registered agent located at the registered office, as determined by the Board of Directors. The Board of Directors is granted full power and authority to change the location of the registered office and the person designated as the registered agent. The ISRC may establish or maintain additional offices at such other places as the Board of Directors may determine.

### ARTICLE II – PURPOSE

Subject to the limitations stated in the Articles of Incorporation, the purpose of the ISRC is to engage in any lawful activities, none of which are for profit, for which the Corporation may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and act consistent with Section 501c(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions). The primary purpose of the ISRC shall be to engage in any lawful activities, none of which are for profit, including the making of distributions to such organizations that qualify as exempt organizations under Section 501c(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

The ISRC is organized for charitable, educational, literary or scientific purposes. The ISRC is established to create recreational, charitable, and cultural activities to promote greater understanding between members of a diverse community, and to represent that community and concerned individuals in support of community functions.

### ARTICLE III – MEMBERSHIP

The ISRC is comprised of persons living in Clackamas County, Columbia County, Multnomah County or Washington County, hereinafter referred to as “the Quad-County Area” or “Quad-Counties” or who have completed their service as a reigning Rose Emperor or Empress no matter where they currently reside, who wish to participate in its’ activities. Membership shall not be restricted on the basis of sex, race, religion, national origin, color, marital status, handicap, or sexual orientations. Any member may terminate their membership at any time by giving the Board of Directors written notice of their desire to terminate membership. Sustaining Membership may also be terminated by a 2/3 majority vote of the Board of Directors provided that the Board of Directors has notified the affected person(s), in writing, no less than 15 days prior to the action and has informed them of their right to appear in writing or in person and to testify, in writing or in person, prior to a decision being made.

#### 1. MEMBERSHIP MEETINGS

The membership of the Corporation must hold an annual meeting each year, at a time and place announced by the Board of Directors. The annual meeting shall include the election of new at-large members of the Board, membership action on any proposed Bylaws Amendments presented for consideration, presentation of an annual report to include a financial report for the last fiscal year, and an opportunity for any Advisory Council or Sustaining Member to be heard by the Board of Directors.

#### 2. QUORUM

A quorum shall consist of those individuals who are present at the specified time and place of the duly publicized Annual Meeting of the ISRC membership regardless of their number.

#### 3. MEMBERSHIP CLASSES

The ISRC has four (4) classes of membership: GENERAL MEMBERSHIP, ASSOCIATE SUSTAINING MEMBERSHIP, SUSTAINING MEMBERSHIP and the ADVISORY COUNCIL (MEMBERSHIP).

##### A. General Membership:

###### 1. Qualifications

To be recognized as a General member all persons must meet the ISRC membership criteria as detailed in Article III above.

###### 2. Rights and Privileges of the General Membership:

- a. The right to elect Rose Emperor and/or Rose Empress;
  - b. The right to elect Members-at-large to the Board of Directors;
  - c. The right to elect Mr., Ms., and Miss Gay Portland; and d.
- The right to elect the Board of Directors for any purpose.

## B. Associate Sustaining Membership:

Any individual who is not yet 21 years-of-age and/or is not a resident of the quad-county area may become an Associate Sustaining Member upon payment of the Sustaining Membership fee. Associate Members have no rights to voting, bylaw submission, or other Sustaining Member class rights.

## C. Sustaining Membership:

### 1. Qualifications

To be recognized as a Sustaining member, all persons must meet the General Membership qualifications and pay a membership fee as set annually by the Board of Directors.

### 2. Rights and Privileges of Sustaining Membership

Sustaining Membership shall retain all rights and privileges of the General Membership and are granted the additional privileges of;

1. The right to submit and vote on amendments to these Bylaws;
2. The right to be listed on the member roll of the Corporation;
3. All Sustaining Members may be granted additional privileges as deemed appropriate by the Board of Directors (examples: newsletter mailings, committee membership, show coordinators or titleholder advisors, discounts to Court shows, reduced advertising cost in programs, the right to run for certain titled positions if other requirements are met). These additional privileges may be approved or adjusted at any time by the Board of Directors at any regularly scheduled Board of Directors Meeting.

## D. Advisory Council:

The Advisory Council to the ISRC shall consist of all Rose Emperors (formerly known as the "Advisory Council of Emperors") and all Rose Empresses (formerly known as the "Imperial Council of Empresses") who have successfully completed their reign. The reigning Rose Emperor and Rose Empress shall be recognized as probationary members of the Advisory Council and shall co-chair any meetings of the Advisory Council;

### 1. Meetings

The Advisory Council shall meet at least twice annually. One meeting shall be to approve or deny candidates for Rose Emperor and/or Rose Empress, any lifetime titles and conduct any additional Advisory Council business. The second meeting shall be to elect Advisory Council Members to the Board of Directors and to conduct any additional Advisory Council business. Special Meetings of the Advisory Council may be held at the call of the reigning Rose Emperor and Rose Empress, President of the Board of Directors, or the call of any three (3) Advisory Council members. All meetings of the Advisory Council shall require a minimum of seven (7) days advance notice. The only exception to the 7-day notice shall be in the event of a tie in voting to elect Rose Emperor or Rose Empress. In the event of a tie, the minimum notice shall be 48 hours, and all reasonable means must be made by the Board of Directors to reach all Board of Directors and Advisory Council members by telephone, leaving a voice message when necessary, and following up with email or text message if appropriate, after leaving a voice message.

### 2. Quorum/Voting

Those persons in attendance at a properly called meeting of the Advisory Council shall constitute a quorum for the conduct of business. All votes of the Advisory Council shall require at least a majority vote of the members present to pass, and no absentee or proxy voting is allowed for Advisory Council meetings. All final votes of issues pertaining to the ISRC by the Advisory Council shall be submitted to the Board of Directors.

### 3. Powers, Rights and Privileges Retained by Advisory Council

The Advisory Council retains the Rights and Privileges of General Members and Sustaining Members of the ISRC and are granted the additional powers, rights and privileges of:

- a. The right to participate and vote in the interview process for candidates for Rose Emperor and Rose Empress, Mr., Ms. and Miss Gay Oregon; Mr., Ms. and Miss Gay Portland, and the position of Board of Directors Member-at-Large;
- b. The power, shared with the Board of Directors, to approve all Declarations and Permanent Titles of the reigning Rose Emperor and Rose Empress;
- c. The power to discipline or recommend the removal of the reigning Rose Emperor or Rose Empress;
- d. The power to elect qualified ACE & ICE members to the Board of Directors and, if necessary, to replace said representatives if there is a vacancy during their term at any properly called ACE and ICE meeting.
- e. The power to be the sole determining entity in interpreting all past Imperial Proclamations and/or Traditions, which shall be written down and included as part of the ISRC Operations Manual;
- f. Advisory Council members in attendance at any Coronation and/or Investitures/Prince & Princess Ball have the right to be introduced on stage for the crowning;
- g. The Advisory Council shall participate in the suspension or disciplinary action of the ISRC Imperial Prince Royale; ISRC Imperial Princess Royale; Mr., Ms. and Miss Gay Oregon; Mr., Ms. and Miss Gay Portland; ISRC Knight and

- ISRC Debutante; or any member of the Board of Directors;
- h. The Advisory Council shall have minutes of Board of Directors meetings made available not more than ten days after approval by the Board of Directors;
- i. The privilege of advising the reigning Rose Emperor and Rose Empress;
- j. The power, along with the Board of Directors, to approve or disqualify nominees for ISRC Imperial Prince and ISRC Imperial Princess.
- k. The power to discipline or permanently remove the title of any non-reigning Rose Emperor or Rose Empress;
  1. Advisory Council members must be present at a duly-called meeting to cast a Monarch discipline vote;
  2. Permanent removal of the title of Rose Emperor or Rose Empress from a non-reigning Monarch requires a "remove" vote of 50% or more of the living Monarchs for which we have a valid mailing address at a duly-called Advisory Council meeting;
  3. Discipline of a non-reigning Monarch requires a simple majority vote at a duly-called Advisory Council meeting.

4. Vesting of Non-Retained Powers

All other powers not defined or retained in these articles are hereby vested in the Board of Directors.

## ARTICLE IV -- BOARD OF DIRECTORS

### A. GENERAL

Applicants for the election to the Board of Directors must meet the following minimum qualifications:

1. All applicants must be Sustaining Members of the ISRC;
2. Applicants must have played an active part in the activities of the Portland community, including, but not limited to, the activities of the ISRC, for a minimum of one (1) year immediately preceding their application for candidacy;
3. Applicants must be financially, morally and socially responsible.
4. Applicants cannot be a current ISRC titleholder, as listed: ISRC Imperial Prince Royale or ISRC Imperial Princess Royale; Mr., Ms. or Miss Gay Oregon; Mr., Ms. or Miss Gay Portland; ISRC Knight or ISRC Debutante and,
5. Applicants/nominees must have attended at least four (4) regularly scheduled monthly ISRC Board meetings within the last twelve (12) months immediately preceding their application for candidacy;
6. All applicants must declare any other board positions held by the applicant
7. Applicants may not have been convicted of a sex crime against minors.

### B. MEMBERS

The Board of Directors of the ISRC shall consist of nine or fewer members: Up to two (2) members from Category A – Reigning Rose Emperor and reigning Rose Empress, up to three (3) from Category B – Advisory Council, and up to four (4) from Category C -- Members-at-Large;

#### 1. Category A -- *Reigning Rose Emperor and Rose Empress*

The reigning Rose Emperor and Rose Empress shall be members of the Board of Directors representing Category A. In cases where either or both positions are vacant, their positions on the Board shall also remain vacant and the requirement for Board of Directors quorum adjusted accordingly.

#### 1. Eligibility and Qualifications

A All Applicants for Rose Emperor or Rose Empress must have been residents of the Quad-County area for at least three (3) years immediately preceding application for candidacy.

B All Applicants must have successfully completed one term on the Board of Directors or successfully completed a title term as ISRC Knight or Debutante; Mr., Miss or Ms. Gay Portland, Mr., Miss or Ms. Gay Oregon or Imperial Prince or Princess Royale

C Applicants for the position of Rose Emperor or Rose Empress must submit an application fee of \$100.00 with their application, and said fee will become non-refundable if applicant withdraws, or refundable if applicant is denied; and

D All Rose Emperor and Rose Empress candidate approvals will be at the discretion of the Advisory Council and the Board of Directors in a duly convened meeting.

E All Applicants must have attended at least six (6) regularly scheduled monthly meetings of the Board of Directors meetings within the last twelve (12) months prior to application for candidacy. Written proof of attendance from meeting sign-in sheets, not hearsay, will be required.

#### 2. Application

All applicants must complete the application provided by the Board of Directors within the time prescribed by the Board of Directors;

#### 3. Interview

The Board of Directors and the Advisory Council shall interview all applicants during the annual Coronation/E & E Interview

Meeting of the Advisory Council and Board of Directors. All applicants must declare their membership on any other Boards of Directors and said information must be included in the meeting minutes.

#### 4. Disqualification

- a. The Board of Directors and the Advisory Council may disqualify any applicant who does not meet the qualifications, or whom they feel is not capable of responsibly carrying out the duties of the Rose Emperor or Rose Empress;
- b. No person who has ever been publicly recognized as an Emperor or Empress of any realm, including the ISRC, shall be eligible to run for election for the title of Rose Emperor or Rose Empress, unless seven (7) years (84 months) have passed since they last held the position of Emperor or Empress.

#### 5. Candidacy

- a. Applicants shall become candidates upon approval of the Board of Directors and Advisory Council;
- b. The Board of Directors shall notify applicants after their interview of their approval or disqualification;
- c. Withdrawal from candidacy must be submitted in writing to the Board of Directors, and shall be irrevocable.

#### 6. Campaign Procedures

- a. The Board of Directors shall oversee the campaign and shall ensure that all candidates receive generally equal exposure;
- b. No Member of the Board of Directors shall publicly support any opposed candidate;
- c. There shall be no active campaigning on the part of the candidates prior to their official announcement at the Announcement of Candidates Show;
- d. No candidate shall make a garish display of personal wealth.

#### 7. Election

The Rose Emperor and Rose Empress shall be elected at a special election to be held in the month of October, which election is to be published by all reasonable means within no less than thirty (30) days prior to the election:

- a. Voting shall be by secret ballot and each ballot must note that the position being voted on includes service as a member of the Board of Directors;
- b. All person wishing to cast a ballot in the Rose Emperor and Rose Empress election must be a resident of the Quad-County area and show valid State of Oregon issued identification, or be a member of the Advisory Council;
- c. All candidates shall include information concerning the polling place and voting eligibility, the Court website, along with Coronation details (theme, time, place, admission), in their campaign literature;
- d. The election shall be controlled by the Board of Directors, which shall determine the voting procedure;
- e. No write-in balloting shall be allowed; Any category of a ballot with write-in will be disqualified;
- f. Advisory Council and Sustaining Members shall have the right to absentee ballots once the candidates have been introduced at the Introduction of Candidates Show.
- g. The Board of Directors shall select an impartial attorney or CPA to tally the votes. The results of the balloting shall remain secret – known only to the attorney or CPA until made public at the Coronation, except in the event of a tie. The attorney or CPA will notify the President of the Board of Directors that a winner from each category has been selected, without disclosing the names of the winners, at least four (4) days prior to Coronation. In the event of a tie, the attorney or CPA will notify the President of the Board of Directors, stating the category in which the tie exists. Prior to Coronation, the President of the Board of Directors will call an emergency meeting of the Advisory Council and the Board of Directors, where a decision would be made as to the outcome by majority vote of the Advisory Council and the Board of Directors members in attendance. In the event the attorney or CPA has ANY questions or concerns regarding voting including but not limited to vote count, voting process or procedure, inaccuracies or any possible improprieties, the attorney or CPA will notify the President of the Board of Directors at least four (4) days prior to Coronation. The President of the Board of Directors would then call an emergency meeting of the Advisory Council and the Board of Directors where a decision would be made as to how to resolve the concerns; and,
- h. The results of the election, including the tally of votes, shall be entered into the minutes of the first Board of Directors meeting following the Coronation.

#### 8. Duties and Responsibilities

The Rose Emperor and Rose Empress shall:

- a. Report Board of Directors activities to the ISRC, and report the activities of the ISRC to the Board of Directors;
- b. Co-chair the Advisory Council;
- c. Co-chair the monthly Court Meeting of the ISRC;
- d. Appoint a joint cabinet from the membership to assist them; and Reign jointly with equal authority.

#### 9. Assumption of Office

The Rose Emperor and Rose Empress shall take office at their Coronation, and begin their service as members of the Board of Directors immediately.

## 10.Length of Term

The Rose Emperor and Rose Empress shall serve until the succeeding Coronation unless removed from office.

## 11.Removal

- a. The reigning Rose Emperor or Rose Empress who fails to fulfill their responsibilities as assigned by the Bylaws and/or Board of Directors, or whose conduct seriously damages the ISRC, shall be subject to a referral for recall by a 2/3 majority vote of the Board of Directors and the Advisory Council at a duly convened meeting with quorum present;
- b. A petition signed by a number of General Members of the ISRC equal to 50 percent (fifty percent) of the number of ballots cast in the election in which the Rose Emperor or Rose Empress in question was elected, shall cause the Board of Directors to consider the question of removal of the Rose Emperor or Rose Empress. The Board of Directors shall consider the matter at its next scheduled meeting and, with the Advisory Council members present at the meeting, shall vote on the matter prior to submitting the issue to a vote of the General Membership;
- c. The Rose Emperor or Rose Empress in question shall not be entitled to vote on the matter during the meeting, but retain the right to vote as a member of the General Membership if the issue is approved for recall; and,
- d. If recall petition or referral is approved the Board of Directors must call for a special recall election in accordance with the rules governing the election of Rose Emperor or Rose Empress.
  - 1 All recall election literature shall include information concerning the polling place and voting eligibility and the Court web site;
  - 2 Voting shall be by secret ballot and each ballot must note that the position being recalled also recalls the individual from service as a member of the Board of Directors;
  - 3 The special recall vote shall be a "yes" (recall) or "no" (do not recall) vote;
  - 4 There must be at least one more "yes/recall" vote than "no/do not recall" for the recall to succeed;
  - 5 The election shall be controlled by the Board of Directors, which shall determine the voting procedure;
  - 6 No write-in balloting shall be allowed; Any category of ballot with write-in shall be disqualified;
  - 7 No absentee ballots are allowed;
  - 8 The Board of Directors shall tally the ballots and make known to the Board of Directors and any Advisory Council, Sustaining or General Members the result of the recall election immediately upon completion of the recall election;
  - 9 The Board of Directors shall cause the result (without vote counts) of the recall election to be posted on the ISRC web site if deemed necessary;
  - 10 The Board of Directors shall announce the result of the recall election and vote counts at the next regularly scheduled Board of Directors meeting;
  - 11 The result of the recall election and vote counts shall be entered into the minutes of the first Board of Directors meeting following the Coronation;
  - 12 The Board of Directors shall notify all Advisory Council members and all Courts of the Imperial Court System of the result of the recall election within 30 days of the Board of Directors meeting following the recall election;

## 12.Vacancy

In the event of the death, removal, resignation or lack of an approved candidate of the Rose Emperor or the Rose Empress, the Board of Directors and the Advisory Council may appoint a Regent to fill the unexpired term of office. This Regent shall be from the Advisory Council, and shall retain their original number. Regents may not serve as a member of the Board of Directors unless they have been elected by the General Membership at an election appropriately called.

### 2. Category B -- Advisory Council

#### 1. Election

- a. The Advisory Council shall elect three (3) qualified members from its ranks at its Advisory Council Meeting traditionally held in March each year; and,
- b. The three (3) nominees receiving the highest number of votes from the Advisory Council members present at said meeting, shall be declared elected.

#### 2. Assumption of Office

Members elected from the Advisory Council shall take office immediately upon announcement at the annual meeting of the general membership.

#### 3. Length of Term

Members elected from the Advisory Council shall be elected to serve until the next election from the Advisory Council for approximately one (1) year, and may be re-elected.

#### 4. Removal from Office

A member from the Advisory Council is considered to have resigned upon missing three (3) regular monthly meetings of the

Board of Directors within any twelve (12) month period, except for sickness. Further, a member from the Advisory Council may be removed from office by majority vote from a duly called Advisory Council meeting.

#### 5. Vacancy

In the event of death, removal, or resignation of a member elected from the Advisory Council, at a duly called meeting within thirty (30) calendar days of the vacancy, the Advisory Council may elect a replacement from the ranks of qualified members of the Advisory Council, who shall complete the unexpired term of the office. In cases where a qualified applicant does not fill a position, that position on the Board of Directors shall remain vacant until the next annual election. During the vacancy the requirement for Board of Directors quorum is adjusted accordingly.

### 3. Category C – Members-at-Large

#### 1. Eligibility and Qualifications

Members-at-Large must be Sustaining Members at the time of their application and have attended at least four (4) Regular Board of Directors Meetings in the 12 months preceding their application.

#### 2. Application

All applicants must complete the application provided by the Board of Directors within the time prescribed by the Board of Directors. Applicants will submit an application fee of \$25 with their application, which is non-refundable.

#### 3. Interview

The Board of Directors and the Advisory Council who are present at a special meeting duly convened by the Board of Directors shall interview all applicants. All applicants must declare their membership on any other Boards of Directors and said information must be included in the minutes.

#### 4. Disqualification

The Board of Directors and the Advisory Council may disqualify any applicant who does not meet the qualifications as set forth, or whom they feel is not capable of responsibly carrying out the duties of a member of the Board of Directors.

#### 5. Candidacy

- a. Applicants shall become candidates upon approval of the Board of Directors and the Advisory Council;
- b. The Board of Directors shall notify applicants after their interview of their approval or disqualification; and,
- c. Withdrawal from candidacy must be submitted in writing to the Board of Directors, and shall be irrevocable.

#### 6. Campaign Procedures

- a. The Board of Directors shall oversee the campaign, and shall insure that all candidates receive generally equal exposure;
- b. No member of the Board of Directors shall publicly support or not support any candidate;
- c. There shall be no active campaigning on the part of the candidates prior to their official announcement by the Board of Directors;
- d. No candidate shall make a garish display of personal wealth;
- e. All candidates shall include information concerning the polling place and voting eligibility, and the ISRC website address in their campaign literature; and,
- f. Where disputes arise during the election, members running for re-election may not vote on issues that directly affect their candidacy.

#### 7. Election

The members-at-large shall be elected by the ISRC General Membership at the Annual Meeting traditionally held in March, which election is to be published by all reasonable means within no less than thirty (30) days prior to the election:

- a. The Board of Directors shall determine the voting procedure and shall control the election;
- b. Voting shall be by secret ballot with only Advisory Council and Sustaining Members allowed the right to absentee ballots;
- c. No write-in names shall be counted;
- d. The four (4) candidates receiving the highest number of votes shall be declared elected;
- e. The Advisory Council members currently serving on the Board of Directors will count votes. Winner's names will be sealed in an envelope, with the announcement of said winners at the end of the annual meeting; and,
- f. The results of the election, including the tally of votes, shall be entered into the minutes of the first Board of Directors meeting following their election.
- g. Applicants for a position on the Board of Directors may not hold any of the following titles of the Imperial Sovereign Rose Court at the time of application: Imperial Prince Royale, Imperial Princess Royale, Mr. Gay Oregon, Miss Gay Oregon, Ms. Gay Oregon, Mr. Gay Portland, Miss Gay Portland, Ms. Gay Portland, Knight or Debutante.

- h. If elected to the Board of Directors, for the duration of their term, members of the Board of Directors become ineligible to submit an application for or be approved to be appointed to any of the following titles: Imperial Prince Royale, Imperial Princess Royale, Mr. Gay Oregon, Miss Gay Oregon, Ms. Gay Oregon, Mr Gay Portland, Miss Gay Portland, Ms. Gay Portland, Knight or Debutante.

#### 8.Assumption of Office

Members-at-Large shall take office immediately following their announcement at the annual meeting.

#### 9.Length of Term

Members-at-Large shall be elected for approximately one (1) year and may be re-elected for up to three additional consecutive terms before being required to take a break of at least ten (10) months prior to submitting an application to run for the Board.

#### 10.Removal

- a. A Member-at-Large is considered to have resigned upon missing three (3) regularly scheduled monthly meetings of the Board of Directors within any twelve (12) month period, except for sickness, employment conflict, or extreme circumstances;
- b. Any Member-at-Large failing to fulfill his/her responsibilities as assigned by the Board of Directors, or whose conduct seriously damages the ISRC, shall be subject to a referral for recall by a 2/3 majority vote of the Board of Directors and Advisory Council (as required by III.D.3.g) at a duly convened meeting with a quorum present;
- c. A recall petition signed by one hundred (100) General Members of the ISRC, presented to the Board of Directors, shall cause the Board of Directors to consider calling a recall election, which is to be published by all reasonable means within no less than thirty (30) days prior to the election. The Board of Directors shall set the recall election at the next Regular Board Meeting;
- d. The Member-at-Large in question shall not have the right to vote on the petition; and,
- e. If a recall election is approved, the Board of Directors and Advisory Council, the Member-at-large in question shall retain the right to vote in the recall election as a General Member.

#### 11.Vacancy

In the case of death, removal, or resignation of a Board Member-at-Large, the General Membership shall vote on a replacement at the next Regular Board of Directors meeting from among qualified applicants who file an application, pay an application fee, and have met the attendance and membership requirements listed for At-Large-Member applicants

### C. OFFICERS

At the first meeting after the annual meeting, the Board of Directors shall elect the following officers, who shall have the following duties and responsibilities:

#### 1.President

- a. Preside at all meetings of the Board of Directors;
- b. Preserve order and decorum;
- c. Appoint members to committees;
- d. Co-sign all checks written on the general checking account; and,
- e. Serve as an ex officio member of all committees.

#### 2.Vice President

- a. Assist the President as the President may direct;
- b. Preside over Board of Directors meetings in the absence of the President;
- c. Be responsible for the publication and mailing of any and all news releases to the media and/or the community at large and oversee all flyers and programs;
- d. Co-sign checks written on the general checking account in the absence or inability of the President; and,
- e. Coordinate the ordering of trophies and gifts.

#### 3.Treasurer

- a. Be a person capable of being bonded;
- b. Maintain all accounts of the organization;
- c. Deposit all monies received from every source within three (3) business days of receipt;
- d. Co-sign checks drawn on any checking account, which checks shall be signed by the President &/or Vice President;
- e. Maintain a written record of all income and expenditures and make a detailed written report of same to the Board of Directors at each of its regular meeting, or as directed by the President;
- f. Shall present at least two fiscal reports and charity donation reports to the membership and the Board of directors, to include a completed fiscal year financial report to the Board for approval prior to the Annual Meeting, and present that report to the membership at the Annual Meeting;



- g. Shall be responsible for all Coronation ticket sales and coordinate covering the door at all ISRC functions;
- h. Shall require all receipts from all shows or expenditures be presented within seven days of the expense;
- i. File all reports and tax statements to the state and federal tax authorities in a timely and orderly fashion; and,
- j. Deliver to a certified public accountant all records, receipts, vouchers and books as may be deemed necessary to fulfill a complete review and/or audit of the ISRC's financial situation and the preparation of tax filings to both the federal and state agencies (Internal Revenue Service Form 990 or 990EZ and Oregon DOJ CT 12) at least annually, as well as deliver a complete financial breakdown/analysis to the Board on a quarterly basis.

#### 4. Secretary

- a. Record written minutes of the regular monthly meeting of the Board of Directors;
- b. Record written minutes of annual meeting and any and all special meetings;
- c. Unless otherwise approved by the Board of Directors, the Secretary must distribute the draft minutes of the regular monthly Board of Directors meetings, ISRC Annual Meeting and any and all special meetings of the Board of Directors at which minutes were recorded to each Board member at least seven (7) days prior to the next Board meeting and publicly distribute minutes approved by the Board of Directors within ten (10) days of approval;
- d. Consolidate all written minutes of all meetings into one monthly file;
- e. Maintain proper files of the correspondence of the ISRC;
- f. Maintain written record of the President's official activities at the President's direction;
- g. Accept, file and properly distribute any proposed Bylaw amendments;
- h. Fill out and file all documents related to the business of the ISRC, with the exclusion of the Internal Revenue Service annual reports (Form 990) and Oregon DOJ annual filings (CT 12), which will be the responsibility of the Treasurer;
- i. Pursuant to State law, the Secretary is responsible for retention of all permanent records of the corporation including but not limited to membership lists, bank statements, correspondence, minutes and other legal documents;
- j. Work with the President on developing the agenda for all Board meetings.

#### 5. Sustaining Membership Secretary

- a. Maintain a current and accurate Sustaining membership roster of the ISRC;
- b. Accept, file and process membership applications;
- c. Maintain the titleholder mailing list for all titles;
- d. Maintain the Advisory Council mailing list;
- e. Provide a current and accurate membership roster to the Treasurer and Secretary at every regular Board meeting;
- f. Provide a record of membership applications and payments to the Secretary for records retention;
- g. Provide a record of payment (with all payments) to the Treasurer at every regular Board meeting.

#### Removal

Any Officer of the Board of Directors failing to fulfill his/her responsibilities as assigned by the Board of Directors, or whose conduct seriously damages the ISRC, shall be subject to removal from their Officer position by a 2/3 majority vote of the Board of Directors at a duly convened meeting with a quorum present following a previously published agenda.

#### **D. MEETINGS**

The current titleholders and reigning Prince and Princess shall always have the right to attend meetings of the Board of Directors unless the meeting is deemed to be of a sensitive nature. The exclusion of titleholders would require a vote of the Board of Directors. Current and past titleholders have the right to attend the corresponding title interviews. Reigning Monarchs from Salem and Eugene may attend interview of applicants for Gay Oregon titles only.

##### 1. Regular Monthly Meeting

The Board of Directors shall meet not less than once a month, at a time and place to be determined at the last Board of Director's meeting and published in the minutes of said meeting.

##### 2. Special Meetings

Special Meetings may be called by the President of the Board or by any three (3) members. In all cases, at least seven (7) days advance notice must be given to all Board members, including the time, place, and major agenda items for said meeting. Seven (7) days advance notice to the public must be given as well, so members can attend if they are eligible.

##### 3. Annual Meeting

The Board of Directors is responsible for setting, announcing and running the Annual Meeting of the membership.

##### 4. Emergency Meeting Changes

Meetings may be canceled and rescheduled due to severe weather if necessary. Such changes to scheduled meetings shall not cause any later meetings to be rescheduled. In the event this compromises a deadline for postmarking a mailing for an event to be missed, or

the inability to meet a minimum notification period, the future event or meeting will be rescheduled as necessary so all deadlines can be met. This exception shall supersede all generally accepted or required dates, and all changes must be published on the Court website within 24 hours of the cancellation of the meeting. In no case shall an event or meeting be postponed more than 30 days from its original date. The only exception to this rule is the annual meeting.

#### E. QUORUM

A quorum shall consist of a majority of the current Board of Directors members, and shall be required to transact any business of the Board of Directors.

#### F. VOTING

- a. All matters shall be decided by a simple majority vote;
- b. Each member has one (1) vote; and,
- c. Absentee or proxy voting is not allowed at any Board of Directors meeting.

#### G. DUTIES, POWER AND RESPONSIBILITIES

##### 1. Duties

The Board of Directors shall manage the affairs of the Corporation.

##### 2. Powers

The Board of Directors shall have all power to govern the ISRC not specifically retained by the member classes, including, but not limited to, the following:

- a. The power to recognize certain individuals and groups having ideals similar to those of the ISRC, which are not inconsistent with the stated purpose of the ISRC;
- b. The power to rescind "recognition" of any person or group previously recognized;
- c. The power to receive monies and approve disbursements from all financial accounts; d. The power to purchase certificates of deposit, or other saving instruments, to collect interest, and to liquidate said assets;
- e. With the Advisory Council, the power to approve or disqualify applicants for candidacy for the titles of Rose Emperor and Rose Empress and applicants for the position of Board Member-at-Large;
- f. The power to approve or disqualify, along with the Advisory Council, nominees for ISRC Imperial Prince and ISRC Imperial Princess;
- g. The power to bestow the titles of ISRC Imperial Prince; ISRC Imperial Princess; Mr., Ms. and Miss Gay Oregon; Mr., Ms. and Miss Gay Portland; ISRC Knight and ISRC Debutante;
- h. With input from the Advisory Council, the power to discipline and/or remove the title of ISRC Imperial Prince; ISRC Imperial Princess; Mr., Ms. and Miss Gay Oregon; Mr., Ms. and Miss Gay Portland; ISRC Knight and ISRC Debutante;
- i. The power to determine the method of selection of the ISRC Knight and ISRC Debutante;
- j. The power to determine the location of the storage of the crown jewels and Red Book; l. The power, with the Advisory Council Members present at the interviews, to approve or disqualify applicants for Mr., Ms. and Miss Gay Oregon; Mr., Ms. and Miss Gay Portland; ISRC Knight and ISRC Debutante;
- m. The power, with the Advisory Council, to approve or disapprove the Declaration of the Rose Emperor and Rose Empress and the Permanent Title of the Rose Emperor and Rose Empress;
- n. The power to determine the place and time of all functions;
- o. The power to control the nature of any and all functions of the ISRC;
- p. The power to exclusively and definitively interpret and adjudge any question or dispute, which arises concerning these Bylaws;
- q. The power to determine the beginning, ending, and length of the campaign period for the elections of the Rose Emperor and Rose Empress, Mr., Ms. and Miss Gay Portland and the position of Board Member-at-Large, and to control the nature of these campaigns; and,
- r. The power to purchase bonding for the Treasurer in an amount sufficient to protect all assets and to insure any activities or properties controlled by the corporation.

##### 3. Responsibilities

The Board of Directors shall be responsible to:

- a. Handle all business of the ISRC in a manner indicative of sound business practice and consistent with the ISRC's ideals;
- b. Issue an annual financial report, detailed Coronation financial report and an annual budget at the January meeting of the Board.
- c. The BOD is the only entity that has the ability to enter into contracts for the organization;
- d. Create, supply, and review all applications for Rose Emperor and Rose Empress, Mr., Ms. and Miss Gay Oregon; Mr., Ms. and Miss Gay Portland, ISRC Knight and ISRC Debutante and the position of Board Member-at-Large; and,
- e. Oversee the annual campaigns of the candidates for Rose Emperor and Rose Empress, Mr., Ms. and Miss Gay Portland and the position of Board Member-at-Large, and to ensure equal exposure for all candidates as well as the voting for said positions;

#### 4. Conflict of Interest

At Interviews, all applicants must declare their membership on any other Boards of Directors. During the course of their term, Board Members must declare any actual or potential conflicts of interest and may not vote on items, which provide any benefit to other organizations, or companies that they are involved in. All actions which involve organizations where a Director also serves as a member of the second agency or organization Board must be reported on IRS Form 990 as a part of our Annual Report. Board Members not declaring a conflict of interest where one exists may be removed for cause and be barred from future service as a member of the ISRC Board of Directors.

## ARTICLE V -- TITLED POSITIONS

The ISRC shall control the following titles: Rose Emperor; Rose Empress; ISRC Imperial Prince; ISRC Imperial Princess; Mr., Ms. and Miss Gay Oregon; Mr., Ms. and Miss Gay Portland and ISRC Knight, ISRC Debutante. There shall be no sharing of titles and each title shall be held by one (1) individual at a time. The method of selection of persons to hold these titles shall be controlled by these Bylaws.

## ARTICLE VI -- AMENDMENTS

1. Any proposed amendments to the Bylaws must be presented in writing to the Secretary of the Board of Directors not less than sixty (60) days prior to its regularly scheduled Annual meeting;
2. A summary of each such proposed amendment must be mailed to each Advisory Council and Sustaining Member, and the proposals must be posted on the ISRC website not less than thirty (30) days prior to the Annual Meeting;
3. The Advisory Council and Sustaining Members present at the Annual Meeting shall vote on said proposals at the Annual Meeting;
4. Where the Board has been notified by the State of Oregon that the Bylaws do not comply with State Law, the Board of Directors may amend only that section not in compliance by notifying all Advisory Council and Sustaining Members that the issue will be voted on at the next Regular Meeting, and providing at least fourteen (14) days' notice to those members;
5. Approved amendments take effect at the conclusion of the meeting at which they are approved;
6. Any changes to the Bylaws require that the approved Bylaws be submitted to the State of Oregon with our Annual report (CT-12); and,
7. No amendment to these Bylaws shall change the tradition of the ISRC unless required by State of Oregon law.

## ARTICLE VII -- DISSOLUTION

Upon the dissolution of the ISRC, assets shall be distributed in accordance with the IRS and State of Oregon requirements in force at that time. In no case will assets inure to any private individual or to any organization not recognized as a 501c(3) corporation.

## ARTICLE VIII -- MISCELLANEOUS

### A. FISCAL YEAR

Effective November 1, 2004, the fiscal year of the ISRC is established as November 1<sup>st</sup> through October 31<sup>st</sup>, which reflects the Rose Emperor and Rose Empress reign as Coronation is traditionally held in October.

### B. GOVERNANCE

The ISRC shall be governed by the following, in hierarchical order; IRS regulations; State of Oregon Statutes; Articles of Incorporation; the By-Laws of the Imperial Sovereign Rose Court. While other documents may be produced by the organization to help guide decision-making, they are not considered legal documents for the purpose of organizational governance.

APPROVED by the Membership at the Annual Meeting on March 19th, 2017.