



The Royal Court of the Golden Spike Empire

BY-LAWS



ARTICLE I

OFFICES, LEGAL CONSTRUCTION AND DURATION

SECTION 1

- ◆ The principal office of the Corporation shall be located in Salt Lake City, Salt Lake County, in the State of Utah. The Corporation shall have other offices within the borders of the RCGSE as the Board of Directors may determine necessary.

SECTION 2

- ◆ The Board of Directors may choose a new registered agent and/or registered office and open, move, or change offices by resolution when necessary and pursuant to applicable state statutes and procedures.

SECTION 3

- ◆ The duration of the Corporation is perpetual. Upon the dissolution of the Corporation, the Board of Directors shall, after payment of all liabilities of the Corporation, distribute assets to a non-profit Corporation or Corporations having similar purposes which have been recognized as tax exempt under section 501(c) (3) of the Internal Revenue Code of 1954.

SECTION 4

- ◆ If any dispute should arise in the interpretation and application of the By-Laws, they shall be deemed to have the meaning that harmonizes with the laws of the State of Utah and the provisions of the Internal Revenue Code. If any provision is declared invalid, it shall be void, but it shall not otherwise affect the validity of other provisions.

ARTICLE II

PURPOSE & OBJECTIVES

SECTION 1

- ◆ The Corporation shall be non-profit. Said Corporation is organized exclusively for charitable, service, educational and social purposes, including making of distributions to organizations that qualify as exempt under section 501(c) (3) of the Internal Revenue Code of 1954. The Corporation shall promote strong bonds of friendship in and out of the State of Utah through relations with other organizations recognized by this Corporation, and to sponsor unity between all facets of the community.

ARTICLE III

MEMBERSHIP

SECTION 1

- ◆ Membership eligibility in this Corporation shall be limited to those persons interested in the purposes and objectives set forth in these By-Laws. Members shall be age twenty-one (21) or over with the exception of Associate Members.

SECTION 2

- ◆ Membership in the Corporation shall be determined without regard to sex, race, creed, color and human rights or to any person affiliated with any organization advocating the overthrow of the government of the United States of America by force or violence.

SECTION 3

- ◆ Completed membership applications shall be submitted to the Secretary of the Corporation, together with the appropriate application fee. The applicant's name (s) shall be read and approved, or denied, at the next membership meeting.

SECTION 4

- ◆ There shall be (three) 3 classes of members:
 1. **Resident Members**
 - Anyone meeting membership requirements whose legal residence falls within the boundaries of the RCGSE.
 2. **Associate Members**
 - Anyone who wishes to be associated with the Royal Court of the Golden Spike Empire and has paid the membership fee. These members are those, which meet the following criteria:
 - Under twenty one (21) years of age
 - Cannot be present at meetings
 - Live outside of the boundaries of the RCGSE
 3. **Honorary Members**
 - Any member made by joint appointment of the Emperor and Empress
 - Honorary members must be approved by the Board of Directors and are not entitled to vote.

SECTION 5

- ◆ The Board of Directors, by affirmative vote of two-thirds (2/3) of the members thereof, may recommend the suspension or expulsion of a member for causes. Thereupon, after at least (seven) 7 days written notice to the membership of the Corporation, a special meeting of the members shall be held. The affirmative votes of two-thirds (2/3) of all the members of the Corporation at such special meeting shall be required for suspension or expulsion.
- ◆ On written request signed by a former member and filed with the Secretary of the Corporation not less than thirty (30) days following the suspension or expulsion, the Board of Directors, by the affirmative vote of two-thirds (2/3) of the members of the board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

SECTION 6

- ◆ Any member may resign by filing a written resignation with the Secretary of the Corporation, but such resignation shall not relieve the member of the obligation to pay any fees, assessments, or other charges accrued and unpaid.

ARTICLE IV

MEETING OF MEMBERS AND PROCEDURES

SECTION 1

- ◆ There shall be a meeting of the members of the Corporation at least once every thirty (30) day period. The time and place of such meetings shall be at the discretion of the Presidents (Monarchs).

SECTION 2

- ◆ A meeting shall be held within seven (7) days from the date of Coronation for the purpose of confirming the election of the Presidents (Monarchs) of the Corporation.

SECTION 3

- ◆ There shall be notice of meetings of the members by the first of the month. Notice shall be given to the members of the Corporation by mail, printed or lettered signs, or notice in a local publication. Notice shall state the time and place of such meeting.

SECTION 4

- ◆ Members present in person or represented by proxy shall constitute a quorum at meetings of the members. A member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney in fact. Members are authorized to hold only one proxy.

SECTION 5

- ◆ Each member of the quorum present at a meeting shall be entitled to one vote on any question or issue voted on by the membership at that meeting, except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws, all matters voted on by the members at any meeting shall be decided by the vote of the majority of the members present.

ARTICLE V **OFFICERS**

SECTION 1 – President of the Board

- ◆ The President of the Board shall be appointed from a majority vote of the sitting board of directors. The reigning Monarchs shall make the nominations of candidates for President of the Board. The position of the President of the Board does not need to be filled from the sitting board members. Only the sitting board members are allowed to vote on the nominees for the position of President of the Board.
- ◆ The position of President of the Board cannot be filled by anyone not meeting the guidelines as set forth by section 501(c) (3) of the Internal Revenue Code of 1954.
- ◆ Appointment of the President of the Board shall be from the time of appointment until the appointment of a replacement
- ◆ The duties of the President of the Board shall include but not be limited to:
 1. Overseeing the running of the Corporation.
 2. Presiding over meetings of the Board of Directors.
 3. Facilitate resolution of disputes among the board.
 4. The current Board President shall only vote in the case of a tie.
- ◆ In the event of the death, resignation, inability or refusal to serve, the Board President shall be replaced and/or removed.

SECTION 2 – Emperor and Empress

- ◆ The position of Emperor and Empress shall be filled by popular election as set forth in the By-Laws and Resolutions.
- ◆ The position of Emperor and Empress cannot be filled by anyone not meeting the guidelines set forth by section 501(c) (3) of the Internal Revenue Code of 1954.
- ◆ The term for Emperor and Empress shall be for the period between their Coronations to the following year's Coronation.
- ◆ The duties of Emperor and Empress shall include but not be limited to:
 1. Co-preside at all meetings of the members of the Corporation
 2. Act as chairperson of the board in the absence of the Board President
 3. Appoint any committee necessary to accomplish administrative objections and serve as ex-officio member's thereof.
 4. Co-Direct all activities related to the Coronation.

5. Execute, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, certificates of membership, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed.
 6. Nominate candidates for the offices of President and Treasurer, which are subject to the approval of the Board of Directors.
 7. The Empress shall wear the State Crown at all appropriate functions and during out of realm walks.
 8. The Emperor shall wear the State Medallion at all appropriate functions and during out of realm walks.
 9. Give up to two (2) lifetime titles each.
- ◆ In the event of the death, resignation, inability or refusal to serve, the Emperor or Empress shall be replaced and/or removed. The replacement of the Emperor or Empress shall be done in the following manner:
 1. The King Father shall replace the Emperor, and the Queen Mother shall replace the Empress.
 2. The King Father and Queen Mother must be past Monarchs.
 3. The position of King Father and Queen Mother will be selected by the newly elected Monarchs and announced at Victory Brunch.
 4. If the King Father or Queen Mother choose not to, or cannot, serve, then selection shall come from the College of Monarchs within 15 days.
 5. In the event a past Monarch is required to assume the position and duties of the reigning Monarchs, they shall be known as Emperor or Empress Regent and shall preclude them from seeking the position of Emperor or Empress in the next general election.

SECTION 3 – Prince Royale and Princess Royale

- ◆ The position of Prince Royale and Princess Royale shall be filled based on the following:
 1. The Emperor shall submit two (2) names for Prince Royale and the Empress shall submit two (2) names for Princess Royale to the sitting Board of Directors at the meeting following Coronation, prior to Victory Brunch.
 2. The sitting Board of Directors shall vote on the two (2) names submitted for Prince Royale and the two (2) names submitted for Princess Royale with the respective winners taking the office.
 3. The positions of Prince Royale and Princess Royale will be announced at Victory Brunch at which time they will accept the responsibilities and assume the duties of their office.
- ◆ The term for Prince Royale and Princess Royale shall be for the duration of their reign,
- ◆ The duties of Prince Royale and Princess Royale shall include but not be limited to:
 1. Co-direct general membership meetings in the absence of the Emperor and Empress
 2. Maintain the Peoples Concern Fund under the supervision of the sitting board of directors.
 3. Maintain the PWA (People with Aids) Christmas Fund under the supervision of the sitting board of directors.
 4. Coordinate all activities related to Snow Ball.
 5. Coordinate all activities related to PR Ball.
 6. The Princess Royale shall wear the State Crown at all appropriate functions and during out of realm walks.
 7. The Prince Royale shall wear the State Medallion at all appropriate functions and during out of realm walks.
- ◆ In the event of the death, resignation, inability or refusal to serve, the Prince Royale or Princess Royale shall be replaced and/or removed. The replacement of the Prince Royale or Princess Royale shall be done in the following manner:

1. The Crown Prince shall replace the Prince Royale, and the Crown Princess shall replace the Princess Royale
2. If the Crown Prince or Princess cannot serve, then selection shall be made by the reigning Monarchs and approved by the Board of Directors.

SECTION 4 – Appointed Secretary

- ◆ The appointed secretary shall be nominated from the sitting board of directors at the first board meeting following Board Elections.
- ◆ The term of the appointed secretary shall be from appointment to the appointment of the replacement.
- ◆ The duties of the appointed secretary shall include but not be limited to:
 1. Keep the minutes of the Board of Directors meetings and general membership meetings.
 2. See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
 3. To be the custodian of the corporate records and all matters related to the reign. At the expiration of the term of office of the secretary, this officer shall deliver to the registered agent of the Corporation all books, papers, and other property of the Corporation as are in his or her possession.
 4. Oversee the delegation of duties to other secretaries.
 5. Keep a register of the mailing address of each member, which shall be furnished to the secretary by such member.
 6. Provide copies of the minutes to the President of the Board, and perform such other duties as the President or the Board of Directors may assign from time to time.
- ◆ In the event of the death, resignation, inability or refusal to serve, the appointed secretary shall be replaced and/or removed.

SECTION 5 – Treasurer

- ◆ The Treasurer of the board shall be appointed from a majority vote of the sitting board of directors. The reigning Monarchs shall nominate candidates for Treasurer. The position of Treasurer does not need to be filled from the sitting board members. Only the sitting board members are allowed to vote on the nominees for the position of Treasurer.
- ◆ The position of Treasurer cannot be filled by anyone not meeting the guidelines set forth by section 501(c) (3) of the Internal Revenue Code of 1954.
- ◆ Appointment of the Treasurer shall occur at the first board meeting following Coronation.
- ◆ The term of the Treasurer shall be one (1) year.
- ◆ The duties of the Treasurer shall include but not be limited to:
 1. Have charge and custody of, and be responsible for all funds and assets of the Corporation.
 2. Keep, or cause to be kept, regular books of accounts and carefully preserve the same and all vouchers for the payment of money. At the expiration of the term of office, the Treasurer(s) shall transfer all funds, records, papers or other property of the Corporation in his or her possession to the registered agent of the Corporation.
 3. Receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors of the Corporation.
 4. Provide monthly statements to the President of the Board and the Presidents (Monarchs).
 5. Maintain all records in accordance with Internal Revenue Service requirements.
 6. In general, perform all duties incident to the office of Treasurer(s) and such other duties, from time to time, as may be assigned by the Presidents or the Board of Directors.
- ◆ In the event of the death, resignation, inability or refusal to serve, the Treasurer shall be replaced and/or removed.

ARTICLE VI

ELECTIONS

SECTION 1 – Monarchs

- ◆ The election of the Monarchs of the RCGSE shall be held at least one week prior to Coronation
- ◆ The qualifications of anyone seeking the position of Emperor or Empress shall be:
 1. Be a resident of the state of Utah for at least twelve months prior to the candidate interviews.
 2. Be a member of the RCGSE for at least nine (9) months prior to the candidate interviews.
 3. Attend at least 70% of the general membership meetings of the reign preceding their candidacy.
 4. Attend at least five (5) meetings of the Board of Directors of the RCGSE during the reign preceding their candidacy.
 5. Must meet the guidelines for holding an office as set forth in the guidelines of a 501(c) (3) organization.
 6. Have not held the position of Emperor or Empress in any recognized Court of the International Court system for at least five (5) years prior to the candidate interviews.
 7. On the voting ballots, following the list of candidates for each office in the RCGSE will be the option: ‘NONE OF THE ABOVE.’ Should ‘NONE OF THE ABOVE’ receive more than fifty (50) percent of the total votes cast in the election, no winner will be declared, and the position will be filled as provided by the existing By-Laws and Resolutions.
 8. Any other qualifications as set forth in the Resolutions of the RCGSE.

SECTION 2 – Elected Board

- ◆ The election of the board members of the RCGSE shall be held at the last general court meeting in the month of August, to select three (3) positions from the general membership and two (2) positions from the College of Monarchs.
- ◆ The candidates for Elected Board shall be selected by the current general membership by a yes/no vote.
- ◆ The three (3) general membership seats and two (2) College seats with the most “yes” votes shall be seated at the first board meeting in September.
- ◆ The qualifications of anyone seeking a position on the Board shall be:
 1. Petition the Board of Directors of their intent in seeking a seat on the board at the last board meeting in the month of July.
 2. Be a resident of the state of Utah for at least twelve (12) months prior to their petitioning for a seat on the board.
 3. Be a member of the RCGSE for at least nine (9) months.
 4. Attend at least 70% of the general membership meetings of the reign preceding their candidacy.
 5. Attend at least two (2) meetings of the Board of Directors of the RCGSE during the reign preceding their candidacy.
 6. And any other qualifications as set forth in the Resolutions of the RCGSE.

SECTION 3

- ◆ The guidelines for the elections of any position in the Royal Court of the Golden Spike Empire shall be set forth and governed in the Resolutions.

ARTICLE VII

BOARD OF DIRECTORS

SECTION 1

- ◆ The Board of Directors shall manage the affairs of the Corporation.
- ◆ The Directors must be residents of the state of Utah and members of the Corporation.

SECTION 2

- ◆ The Officers of the Corporation shall include the following:
 1. The appointed President of the Board
 2. The elected Emperor
 3. The elected Empress
 4. The appointed Prince Royale
 5. The appointed Princess Royale
 6. The appointed minutes Secretary
 7. The appointed Treasurer

SECTION 3

- ◆ The Board of Directors shall consist of the following:
 1. The Officers of the Corporation
 2. The prior year's Emperor & Empress
 - They shall serve for a period of one (1) year from the expiration of their term in office
 - Seat shall remain vacant if unused
 3. Five (5) elected board members
 - They shall serve for a period of two (2) years from the date of their election
 4. The Registered Agent

SECTION 4

- ◆ Regular meetings of the Board of Directors shall be held at the discretion of the President of the Board or at the written request of at least two (2) directors upon not less than twenty-four (24) hours after actual written notice to each Director, at a time and place to be selected by the President of the Board.

SECTION 5

- ◆ A two-thirds (2/3) majority of active members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board.

SECTION 6

- ◆ The act of the majority of the Directors present at which a quorum is present is the act of the Board of Directors unless the act of a greater number is required by law or by these By-Laws.

SECTION 7

- ◆ The President and Treasurer shall be nominated by the Emperor and Empress and confirmed by a vote of the Board of Directors at the first meeting of the Board of Directors to be held within thirty (30) days of the date of coronation.

SECTION 8

- ◆ The Secretary shall be nominated by the Emperor and Empress and confirmed by a vote of the Board of Directors at the first meeting of the Board of Directors following board elections.

SECTION 9

- ◆ The current Board President shall only vote in the case of a tie

SECTION 10

- ◆ The Board of Directors, at its discretion, may or may not fill any vacancy occurring on the Board of Directors. A Director appointed to fill a vacancy shall server for the unexpired term of the seat. This shall be done by the board as a whole with the exception of a past year's seat.

SECTION 11

- ◆ Any member of the Board of Directors absenting himself/herself from two (2) consecutive meetings without submitting a proxy or contacting the President of the Board to explain their intentions may be removed from the Board of Directors.
- ◆ Removal of the board seat must be voted upon and agreed by two thirds (2/3) vote of the acting board at the time of the vote
- ◆ The President of the Board will notify, in writing, the Board of Directors intentions to the member being removed within fourteen (14) days of said action.

SECTION 12

- ◆ Board members are to be allowed four (4) proxy votes per year.

SECTION 13

- ◆ At any meeting of the Board of Directors, a board member entitled to vote may vote by proxy executed in writing by the member or his/her duly authorized attorney in fact.
- ◆ Proxies must be submitted to the Secretary and initialed by the Chairperson prior to said meeting.
- ◆ A board member may carry only one proxy per meeting.

SECTION 14

- ◆ The Board of Directors shall determine from time to time the amount of membership fees payable to the Corporation by each member.
- ◆ These fees are to be used to cover administrative costs; i.e., postage.

SECTION 15

- ◆ The meetings of the Board of Directors of the RCGSE shall be open to the public.

ARTICLE VIII

COMMITTEES

SECTION 1

- ◆ Committees will be established by these By-Laws, or by Resolution, and/or Proclamation.

SECTION 2 – Budget Committee

- ◆ In regard to the Budget Committee, within ten (10) days after the date of Coronation, the past Emperor and Empress shall nominate a member of the College of Monarchs to serve as Chairperson of the Budget Committee.
- ◆ Within fourteen (14) days after the date of coronation, the current Presidents will nominate two (2) additional members of the College of Monarchs and two (2) members of the current Board of Directors to serve on the committee
- ◆ All members of the Budget committee must have board approval
- ◆ The Budget Committee shall meet as often as deemed necessary by the Chairperson of the committee.
- ◆ The purpose of the committee will be to establish a spending guideline on any known expenditures during the current reign and the new budget cannot exceed the prior year's budget by more than four percent (4%).
- ◆ All budget proposals shall be submitted to the Board of Directors for final approval.
- ◆ The budget process must be completed by the third board meeting of the current reign.

SECTION 3 – By-Law Committee

- ◆ The By-Laws of the Royal Court of the Golden Spike Empire shall be reviewed every five (5) years and shall be done by a Bylaw review committee.
- ◆ The By-Law Committee shall consist of:
 1. The Chairperson of the Board of Directors
 2. Five (5) past Monarchs selected by the College of Monarchs

3. Five (5) current members of the Board of Directors selected by the reigning Monarchs
 - Cannot be past Monarchs

ARTICLE IX

RECORDS

SECTION 1

- ◆ The Corporation shall keep correct and complete books and records of the following:
 1. Accounts
 2. Minutes of the proceedings of its members
 3. Minutes of the proceedings of its Board of Directors
 4. Minutes of the proceedings of committees having and exercising any of the authority of the Board of Directors
 5. Names and addresses of the members entitled to vote.
- ◆ All books and records of the Corporation shall be kept in the custody of the registered agent and may be inspected by any member or such member's agent or attorney, for the proper purpose at any reasonable time.
- ◆ Records shall be kept in accordance with requirements of the Internal Revenue Service codes.

ARTICLE X

FINANCIAL

SECTION 1

- ◆ The fiscal year shall be from June 1 to May 31.

SECTION 2

- ◆ The Executive Committee shall be responsible for the annual completion of the following:
 1. Renew Corporation with the State Department of Commerce
 - Due Date: **April 11**
 2. File Form 990 with the Internal Revenue Service
 - Due Date: **October 15**
 3. File Charitable Solicitations Permit renewal
 - Due Date: **January 1**
- ◆ Each of these filings/renewals must be completed a minimum of three weeks prior to the due date
- ◆ Upon completion of the task, the President of the Board will report completion to the entire Board of Directors

SECTION 3

- ◆ All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the names of the Corporation shall be signed by at least two of the following:
 1. The current Emperor
 2. The current Empress
 3. The current President of the Board
 4. The current Treasurer
 5. The Registered Agent of the Corporation

SECTION 4

- ◆ All funds of the Corporation shall be deposited after the receipt the next business day to the credit of the Corporation in such banks, trust companies, or other depositories that the Board of Directors may select.

SECTION 5

- ◆ The Board of Directors may accept, on behalf of the Corporation, any give, bequest, or device for any purpose of the Corporation in accordance with 501(c) (3) requirements.

SECTION 6

- ◆ No part of the net earnings of the Corporation shall benefit, be distributed to its members, trustees, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the Corporation.

SECTION 7

- ◆ All payments of money in excess of budgeted amounts or non-budgeted amounts must have Board of Directors approval prior to payment.

SECTION 8

- ◆ The procedures for distribution of all monies from any fund of the RCGSE shall be set forth in the resolutions of the Corporation.

ARTICLE XI **CORONATION**

SECTION 1

- ◆ Annually, during the month of May, a Coronation shall be held for the purpose of announcing and installing the newly elected Presidents (Emperor and Empress).

ARTICLE XII **AMENDMENTS AND RESOLUTIONS**

SECTION 1

- ◆ The By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a two-thirds (2/3) majority vote of the members present at any regular or special meeting.
- ◆ At least thirty (30) days written notice must be given to the membership stating the intention to alter, amend, repeal, or adopt new By-Laws at such meeting, and the specific proposal or proposals are made available for examination
- ◆ The Board of Directors should obtain legal advice as to the effect of the proposed change to the By-Laws before the vote.
- ◆ A By-Law review will take place every five (5) years.

SECTION 2

- ◆ The Board of Directors must review the resolutions of the Corporation annually.
- ◆ Resolutions may be deleted, invalidated, changed, or revised by a majority vote of the active Board of Directors.
- ◆ Said annual review must be completed within sixty (60) days from the date of coronation.

SECTION 3

- ◆ Resolutions may be adopted at any time with a majority vote of the Board of Directors.