

Empire of Chivalry and Steel, Inc.
Corporate Bylaws
BYLAWS OF THE EMPIRE OF CHIVALRY AND STEEL, INC.
an Arizona Nonprofit Corporation
(Non-Member Organization)

ARTICLE I

NAME , OBJECT AND ORGANIZATION

Section 1. Name. The name of this non-profit educational corporation is the Empire of Chivalry and Steel, Inc., also known as the E.C.S., or the Empire (hereinafter, “E.C.S.”).

Section 2. Inclusion of Articles of Incorporation. The Articles of Incorporation of the corporation shall be made part of these Bylaws as if they were recited verbatim herein, and every provision of the Articles of Incorporation shall be a provision of these Bylaws.

2.1 Construction. In the case of any conflict between the Certificate of Incorporation of the Corporation and these Bylaws, the Certificate of Incorporation of the Corporation shall control.

Section 3. Corporate Purpose. The purpose of the corporation, as set out in the Articles of Incorporation, are exclusively charitable and educational within the meaning of section 501(c)3 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation and these Bylaws. The specific purposes of the Corporation are to promote the study of the ideals, history, and arts specifically covering the geographic boundaries of Europe from the Year 800 AD to the Year 1650 AD

Any interpretation of these bylaws shall be consistent with that purpose.

Section 4. Members. The corporation shall have no members.

Section 5. Prohibited Activities. The corporation is a charitable corporation under §501(c)(3) of the Internal Revenue Code. The board of directors is prohibited from taking any action or permitting any action or inaction which would jeopardize, impair or defeat the corporation’s status as a charitable corporation under the Internal Revenue Code or the regulations issued under the Code. Similarly, the corporation is a nonprofit corporation under the laws of the State of Arizona. The board of directors is prohibited from taking any action or permitting any action or inaction which would jeopardize, impair or defeat the corporation’s status as a nonprofit corporation under Arizona law.

Section 6. Nonpartisan Organization and Neutrality. Because the mission and purpose of the corporation involves the study of the ideals, history, and arts specifically covering the geographic boundaries of Europe from the Year 800 AD to the Year 1650 AD, and to teach to the general

public by providing an organized effort in the collection, interpretation and distribution of Historical data through publication and demonstration, it is critical that the corporation not permit itself to be associated with partisan causes, and that the corporation have a policy of strict neutrality with regard to all electoral issues. The Board of Directors is prohibited from taking any action or permitting any inaction which would jeopardize either the nonpartisan character or the neutrality of the corporation.

Section 7. Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors (“the Board”) shall consist of a minimum of five (5) and a maximum of nine(9) persons.

Section 2. Purpose of Board. The purpose of the Board of Directors is to formulate policy for the development and implementation of the program. The Board of Directors will be responsible for: ensuring that the federal and state obligations of the organization are met and other obligations and costs of doing business are upheld.

Section 3. Regular Meetings. The Board shall conduct not less than one regular meeting annually. Notice of the date, time and place of each regular meeting shall be given by the Secretary or the Secretary’s designee in writing to all Board members. Notice of any regular meeting shall be given not less than ten nor more than thirty days in advance of the date of the meeting.

3.1. Because Arizona law does not clearly authorize that notice of a meeting be given by electronic mail, notice of a regular or special meeting of the Board may not be given by electronic mail.

3.2. The Secretary or the Secretary’s designee is permitted to accept a waiver of notice of a regular or special meeting of the Board given by electronic mail, provided that the Secretary or the Secretary’s designee is reasonably satisfied of the authenticity of the electronic mail message. (The Secretary must receive an explicit notice in writing or email that each Board member agrees to waive regular notice of meetings and that each Board member will accept notice of meetings through email or other electronic means)

3.3. Meetings may be held either telephonically or via teleconference. Information regarding access to the meeting, such as the conference line or video link, shall be included in the notice of the meeting.

Section 4. Special Meetings. Special meetings of the Board may be held at such place and time as shall be stated in the notice of meeting whenever called in writing by the President. Notice of any special meeting shall be given by the Secretary not less than ten nor more than thirty days in advance of the date of the meeting. Notice of any special meeting of the Board shall be accompanied by an agenda of business to be conducted at the special meeting. No business of the corporation shall be conducted at a special meeting of the Board unless it appears in the agenda accompanying the notice, except with the consent of all of the then- current members of the Board.

Section 5. Quorum. A quorum shall consist of a majority of the then-current members of the Board present for the meeting, or providing an authorized proxy, not including any Board member who has submitted a resignation in writing to the Board.

Section 6. Presiding Officer. The President, or in his or her absence the Vice President, shall preside at regular and special meetings. The President or Vice President shall be entitled to vote on all issues coming before the Board, unless otherwise disqualified.

Section 7. Voting. Each member of the Board shall be entitled to cast one vote. Except as provided in the Bylaws, the Articles of Incorporation or State law, all matters shall be resolved by majority vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker

Section 8. Election of Directors: Term of Office. The terms of office for member directors of the Board shall be two years. Directors shall be elected by a vote of E.C.S. participants who are current on their dues and not otherwise ineligible to vote present and voting at the first regular meeting. The directors serve two years, or until their successors are elected and qualified.

8.1 Any Director may resign from office at any time by delivering a written notice to the Board of Directors. Acceptance of such resignation, unless required by its terms, shall not be necessary to make resignation effective.

Section 9. Election of Directors: Procedure. Nominations for the election of directors may be made from the floor. Cumulative voting for directors shall not be permitted. In the event of a tie in voting for a director, the winner shall be selected by lot.

9.1 The Board of Directors may fill vacancies due to resignation, death, removal of a Director or may appoint new Directors to fill a previously unfilled Board position. A Director elected to fill a vacancy on the Board shall hold office for the balance of his or her predecessor's term.

Section 10. Removal of Directors. Any director of the Board may be removed, with or without cause, by a two-thirds vote of the Board.

10.1. Any director who files an application for candidacy for elective office at any level of government shall be deemed to have resigned from the Board of Directors, and shall be disqualified immediately from serving a director of the corporation, without action by the board of directors.

10.2. Any director who is appointed or placed in elective office otherwise than through public election, shall be disqualified immediately upon appointment through that office.

10.3 Any director who is charged with a serious crime or misdemeanor which, in the judgment of the Board of Directors, carries a risk of damage to the reputation of the corporation, may be removed for cause.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board, Officers, or any committee created by the Board, may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action.

ARTICLE III

OFFICERS

Section 1. Officers. The officers shall consist of a President, Vice President, Secretary, Treasurer and such other officers as deemed necessary by the Board.

Section 2. President. The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the Corporation and of the Board at which the President may be present. The President shall perform such other duties assigned to him/her by the Corporation and by the Board. In absence of specifications, the President shall have the powers and authority and shall perform and discharge the duties of other Presidents serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation.

Section 3. Vice President. The Vice President serves as the presiding officer in the absence of the President at meetings of the Board and Executive Committee, and assists the President. and shall coordinate the work of the officers of the Corporation in order that the purpose of the Corporation be promoted and executed. The Vice President shall have such additional duties as the Board may provide from time to time.

Section 4. Secretary. The Secretary shall supervise or perform the maintenance of the records of the corporation, a true and accurate record of proceedings of the Board and the Executive Committee, and ensure that notifications of the Board and Honorary Board meetings, including publication of agendas and minutes, are made with appropriate notification as indicated by Federal and State laws. The Secretary shall have such additional duties as the Board may provide from time to time.

Section 5. Treasurer. The Treasurer shall supervise or perform the maintenance of the books of the corporation, an accurate account of all moneys received and disbursed by the corporation, and shall ensure that the proper financial filings are made on federal and state levels in states where the organization has a presence. The Treasurer shall have such additional duties as the Board may provide from time to time.

Section 6. Delegation of Duties. 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 at any time and from time to

time delegate all or any part of the powers or duties of any Officer to any other Officer or Director.

Section 8. Terms of Office. Officers shall be elected to terms of two years, or until their successors are elected and qualified. Terms shall begin on January 1 of an even numbered year and end on December 31 of the next odd numbered year. (For example, terms beginning January 1, 2018 end on December 31, 2019)

Section 9. Vacancies. Vacancies occurring in any office shall be filled by the Board at its next regular meeting or special meeting. Any vacancy shall be filled only for the unexpired term of the vacant office.

ARTICLE IV

OTHER PROVISIONS

Section 1. Ratification. The business of any meeting, however called and noticed, and wherever held, shall be as valid as those at a meeting duly called and noticed, if a quorum is present provided that either before or after the meeting each of the members of the board or committee not present signs a written waiver of notice or consent to holding such meeting or an approval of the minutes for that meeting. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 2. Conduct of Meetings Telephonically. The Board, any Regional Board, the Executive Committee, and any other committee may conduct any meeting telephonically, or by teleconferencing, unless otherwise forbidden by law.

Section 3. Conflicts of Interest. It is the policy of the corporation to require complete disclosure of any material conflict of interest. Any officer or director of the corporation with a material financial interest or other conflict of interest (“a conflict of interest”) in an item or items of business of the corporation shall disclose that conflict of interest to the presiding officer. If the conflict of interest arises in the President or Vice President, the conflict of interest shall be disclosed to the Board, to the Executive Committee or Regional Board at which it occurs. After disclosure, the officer or director may not vote on any matter involving the conflict of the interest without the consent of the Board or the Executive Committee at which it occurs.

3.1. If a matter before the Board of Directors or the executive Committee involves a “disqualified person” as that term is defined in §4958 of the Internal Revenue Code and regulations thereunder, then the Board of Directors or Executive Committee shall satisfy the requirements of §4958 as to that “disqualified person,” including, but not limited, to the requirements that apply to conflicts of interest and the “safe harbor” standards with regard to the “disqualified person.”

3.2. Any disclosure or action with regard to a conflict of interest shall be entered into the permanent minutes of the meeting at which it occurs. Those minutes shall be considered for approval at the next meeting of the Board of Directors or Executive Committee at which a quorum is present.

Section 4. Other Committees. Other committees of a temporary character may be appointed by the President, subject to approval by the Executive Committee.

Section 5. Indemnification of Officers and Directors. The Board or the Executive Committee may provide for the corporation to indemnify, hold harmless and defend the officers and directors of the corporation in the event that claims are asserted against them for their actions and activities on behalf of the corporation, according to the terms and conditions of this section.

6.1. In the discretion of the Board or the Executive Committee, the indemnification may be insured by suitable insurance coverages.

6.2 The corporation shall have no duty to indemnify, hold harmless or defend any officer or director in any criminal proceeding involving the conduct of that officer or director at or for the corporation. In the event of a criminal conviction of an officer or director involving the actions or activities of the officer or director on behalf of the corporation, all duties to indemnify, hold harmless or defend that officer or director in any non-criminal proceeding shall cease.

Section 6 Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 7. Books and Records. The Corporation shall keep a certified copy of its Articles of Incorporation and its Bylaws at its principal office or at its custodian of record's address. The Corporations shall keep and complete books and records of account and shall also keep minutes of the proceedings of the Board.

ARTICLE V

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the members of the Board present and voting at a regular or special meeting.

ARTICLE VI

FISCAL POLICIES

Section 1. Fiscal Year. The fiscal year of the corporation shall be from January 1 through December 31.

Section 2. Accounting Standards. The books and accounts shall be kept in accordance with sound accounting practices. Any committee or subgroup of the E.C.S. that maintains a bank account is required to submit a quarterly balance report to the Treasurer of the Board of Directors.

Section 3. Checks, Drafts and Notes; Contracts. Unless the Executive Committee or the Board provides otherwise by resolution, no check, draft, note or contract involving more than Two Hundred Dollars (\$200.00) may issue without the signature of two officers of the corporation, or the Chief Executive Officer and one officer.

Section 4. Bank Accounts and Checks. The Board is authorized to select the banks or credit unions it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized to sign checks, drafts or other orders for the payment of money, notes or other methods of indebtedness. In absence of the Board's determination, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the Corporation.

Section 5. Deposits. All funds that belong to the Corporation shall be deposited regularly to the credit of the Corporation in such accounts that the Board has pre-selected.

ARTICLE VI

Section 1. Dissolution. In the event that the Board of Directors move to dissolve the organization, either by 3/4th majority vote, rounded up, or written consent documents as defined in Arizona's Business Corporation Act, all physical assets of the organization are to be sold at fair market value or through auction, with all proceeds to be deposited in the main corporate bank account. Any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the E.C.S. This will be completed with the approval of the Board of Directors, with a 3/4 majority rounded up.

These Bylaws are ratified and adopted by the Board of Directors of The Empire of Chivalry and Steel on April 15, 2018.

Michael Gilmore, President

Stacy Diegel, Vice President

Matthew Montalto, Secretary

Jennifer “Jayde” Gilmore, Treasurer

Steven Owens, Seargent at Arms