

By-Laws of Imperial Windy City Court of the Prairie State Empire, Inc. NFP

**As prepared by the Board of Directors and General Membership
as of February 28th, 2018 .**

Article I Corporate Structure

SECTION 1. NAME. The name of the Corporation is Imperial Windy City Court of the Prairie State Empire, Inc., NFP. (hereinafter referred to as “WCE” or the “Corporation”). The activities of the Corporation may be conducted under the name The Wind City Empire, or Imperial Court of Chicago.

SECTION 2. DURATION. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or will be distributed to the Federal Government, or to a State or Local Government, for a public purpose of the laws of this State.

SECTION 3. PURPOSE. The purposes of the Corporation are to sponsor, support, and promote community charitable and educational programs and efforts; to promote and recognize community leaders; and to promote harmony among the people in the community. WCE is a non-profit 501(c)(3) organization chartered by the State of Illinois by Number 6169-841-8 on June 20, 2001, benefiting local 501(c)(3) organizations.

SECTION 4. REGISTERED AGENT. The President of the Board of Directors shall act as the Registered Agent and their residence shall be listed as the Registered Office. An appropriate Change of Registered Agent form will be filed with the State of

Illinois within 30 calendar days from the date of election for that position should the holder of that position change.

SECTION 5. JURISDICTION. The Corporation will serve and have jurisdiction over only the geographical area within the State of Illinois. The Corporation will execute its duties and purpose as described in the Corporation's Articles of Incorporation, any amendments thereto and Article II, Section 3 of these By-Laws, on a worldwide basis.

At the discretion of the Board of Directors, WCE may support the creation of Baronies within or outside of its jurisdiction. Such Baronies will be subject to the rules and regulations determined by the Board of Directors and to the extent necessary to protect WCE's non-profit corporate status and good standing with the State of Illinois and the United States of America.

SECTION 6. OWNERSHIP. The Corporation, all trade names, website(s), electronic email, and any electronic properties owned or operated by it will be considered the property of the elected Board of Directors and the general membership in good standing.

The President of the Board shall be designated "owner" and "primary contact" on all domain names, web hosting, or social media accounts during their tenure. These digital assets must be managed under the sysadmin@windycityempire.org account, and no other.

SECTION 7. PROHIBITION AGAINST PRIVATE INUREMENT. No part of the net earnings of this Corporation will inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 8. SEAL. The seal of the Corporation shall be designed as follows:



This seal may be redesigned as needed from time to time with the approval of the membership.

SECTION 9. STOCK. The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

Article II Definitions

Charity Partners – Registered 501(c)(3) not-for-profit organizations that have been selected to be benefactors for a reign.

Community Organizations - Defined as other registered 501(c)(3) not-for-profit organizations, either headquartered or having substantial presence, in the State of Illinois.

Major Charity Partners – Charity Partners who have been designated as Primary benefactors for a reign.

Ranking Committee Member – The head of a committee.

Reign – A reign begins at the conclusion of Coronation following election and ends the following year at the conclusion of Coronation.

Social Media – The Public Facebook Page, Twitter, and Facebook Group that represents the Corporation.

WCE – The abbreviated form of “Windy City Empire”, one of the aliases used by the Corporation.

Website – Defined as www.windycityempire.org.

ARTICLE III Membership

SECTION 1. INDIVIDUAL MEMBERSHIP. Individual membership in WCE is open to all residents of the State of Illinois who support the efforts of the community, and choose to be part of the organization, and abide by all guidelines and requirements set forth in these bylaws.

SECTION 2. AUXILIARY MEMBERSHIP. Auxiliary membership in WCE is open to all individuals who have been bestowed a valid perpetual and honorary title, and reside outside the State of Illinois, who chose to be part of the organization, and abide by all guidelines and requirements set forth in these bylaws.

SECTION 3. COMMUNITY ORGANIZATION MEMBERSHIP. Community Organizations in good standing with State and Federal Authorities, are eligible to have one member of their Board as an individual member and have any associated membership fees waived, if they chose to be part of the organization, and abide by all guidelines and requirements set forth in these bylaws.

SECTION 4. CORPORATE MEMBERSHIP. For-Profit Corporations and other State registered organizations that do not qualify for Community Organization Membership, who are in good standing with Local, State, and Federal Authorities, are eligible to have one member of their Management or Board of Directors as an individual member that represents the organization, provided they abide by all guidelines and regulations set forth in these bylaws.

SECTION 5. ANNUAL MEMBERSHIP DUES. The Board of Directors are responsible for setting the dues for memberships as defined in ARTICLE VIII, SECTION 11

SECTION 6. MEMBERSHIP DURATION. Membership dues are considered due upon the day of Investiture, and apply only to the current reign. Memberships for the prior reign will remain valid for up to 30 days after Investiture, after which time the member must renew, or lose their membership with the Corporation.

SECTION 7. MEMBER IN GOOD STANDING. A member in good standing will be defined as one of the following as applied on an individual basis:

- (a) A member who has fully paid dues for the current reign; or
- (b) A member who has paid dues through the current month in question; or
- (c) A member whose dues have been waived for reasons of hardship by the Board of Directors; or
- (d) A Reigning Monarch; or
- (e) A newly enrolled member who has attended two (2) general membership meetings and fulfilled the requirements of Subsections A, B or C above.

The Vice President and Reigning Monarch(s) will be responsible for maintaining up-to-date records as to who qualifies as a “Member in Good Standing” for use in deciding a quorum at each membership meeting.

SECTION 8. ACTIVE MEMBER. An active member of WCE will be defined as one of the following, as applied on an individual basis:

- (a) Attends at least 50% of all WCE-sponsored events which may include any WCE benefits or fundraisers, or other events as specified by the Reigning Monarch(s) that are within our territory; or
- (b) Attends at least 50% of all WCE general membership meetings; or
- (c) Attends at least two out-of-town coronation or ICC-sanctioned events, other WCE-sponsored functions; or

(d) A member who performs at least 20 hours of community service per calendar quarter with affiliated community service organizations who maintain active membership with WCE, or with an affiliated ICS organization which can be verified.

The Vice President and Reigning Monarch(s) shall be responsible for maintaining up-to-date records as to who qualified as an “active member” for use in deciding a quorum at each membership meeting.

SECTION 9. CODE OF CONDUCT. All members, honorary title recipients, honor recipients, and those who serve on the Board of Directors shall adhere to this Code of Conduct. As a community service organization, it is important to maintain trust and integrity with the public. As such:

(a) At no time shall a member of WCE be involved in a public or social media outburst that degrades, insults, or harasses a member of the community, or would bring question or disgrace to the organization.

(b) Alcohol, Marijuana, or Illicit Drug use and its effects will not serve as an excuse for any unbecoming behavior. A Monarch or member of the Board of Directors reserves the right to ask any member to leave an event if inappropriate behavior is displayed.

(c) Any member who is charged with a Felony during their tenure as a member of the Board or ranking committee member, shall be required to resign from their position. Should charges be dropped, the member shall be eligible to be resumed in their position for the remaining term.

(d) Any member who seeks in their actions within the organization, to conduct financial activity that may violate established Local, State, and Federal laws governing 501(c)(3) activity shall halt said activity or be subject to removal.

(e) Any member who attempts to defraud, provide false information regarding identity, or attempts to manipulate a financial instrument of the Corporation, shall be subject to removal and revocation of their membership.

(f) Any member who shares information in part or whole, considered proprietary, confidential, or temporarily redacted in the interests of the Corporation, will be grounds for immediate removal of all rights, titles, and privileges held by the member.

(g) Any member who participates or conducts activities or statements considered to, and intended to disenfranchise, degrade, or harass another member on the basis of sex, race, creed, color, religion, sexual orientation, gender expression, or physical handicap shall be in violation and subject to corrective action.

(h) Any member who makes unwanted sexual advances against another member or member of the public which results in law enforcement action, shall be in violation and subject to corrective action.

Members who violate the Code of Conduct are subject to corrective action as recommended by the Integrity Committee and affirmed by the Board of Directors.

The President and Vice President of the Board reserves the right to suspend a member's activities within the organization for up to 45 days from a violation to this Code of Conduct, provided that the violation results in an incident report or complaint. If no incident report or complaint is received regarding said violation, then the suspension shall be lifted.

Any membership deemed to be revoked by the Board of Directors, shall not be eligible for refund in part, or whole.

The membership shall have the right to file either an incident report or complaint. The Integrity Committee shall be obligated to start an investigation into any complaint within 7 days of receipt by mail or electronic communication, and the Board of Directors must act as deemed appropriate within 45 days of receipt.

SECTION 10. ANTI-DISCRIMINATION. The Corporation shall not discriminate or otherwise prohibit membership to an individual based on sex, race, creed, color, religion, sexual orientation, gender expression, or physical handicap.

ARTICLE IV CORPORATE MANAGEMENT

SECTION 1. BOARD OF DIRECTORS. The Board of Directors shall govern WCE and have the rights, duties, privileges and responsibilities described in the By-laws. The Board of Directors shall have the responsibility to manage the property and affairs of the Corporation.

SECTION 2. BOARD COMPOSITION. The Board of Directors shall consist of not less than five (5) elected positions with an odd total of elected and ex-officio members. The Chancellor of the Council of Monarchs, and up to two positions held by Reigning Monarch(s) shall be ex-officio members of the Board.

A Director who does not hold a position as Ranking Committee Member or Officer position shall be considered an “at large” board member.

Majority Charity Partner(s) selected for the reign may elect to have a member of their organization be an ex-officio member of the board, provided said election is done within 30 calendar days of their engagement with the Corporation.

The Board of Directors shall be required to add an additional position to the board, within 30 calendar days, in event there is an even number of members on the board. The board may enable the membership, at the next scheduled membership meeting, to either elect one or more Ranking Committee Member(s) as an ex-officio member of the Board, or elect someone to an “at large” position.

SECTION 3. BOARD MEMBER ELIGIBILITY. To be eligible to hold office with the Board of Directors, members must meet the following requirements:

- (a) Be an active member in good standing with the WCE as defined in Article III, Sections 7 & 8;
- (b) Have been a member with the organization for at least 9 months unless they are representing a Majority Charity Partner(s);

- (c) Is not unqualified for the position based on the guidelines set forth by section 501(c)(3) of the Internal Revenue Code, or the Illinois (805 ILCS 105) General Not for Profit Corporation Act;
- (d) Willing to submit to a background and identity verification check;
- (e) Have not been charged with a financial Crime;
- (f) Is at least 18 years of age or older, and a resident of the State of Illinois.

Board members must remain eligible throughout the year, or must resign should their eligibility change.

SECTION 4. TERM OF OFFICE AND TERM LIMITS. The term of office for non-officer positions for the members of the Board of Directors will be from the adjournment of the first general membership meeting immediately following Coronation, to the adjournment of the first general membership meeting following Coronation of the succeeding year.

The term for Officer positions shall run a staggered 2-year schedule, and shall be from the adjournment of the first general membership meeting immediately following Coronation, to the adjournment of the first general membership meeting following Coronation of the 2nd succeeding year. The President and Secretary position shall be 2-year positions beginning with the Annual Membership Meeting election in 2017, and the Vice-President and Treasurer positions shall be two-year positions beginning with the Annual Membership Meeting election in 2018.

An individual member may only serve (2) consecutive terms in the same Officer position (President, Vice-President, Secretary, or Treasurer). After the second term has been completed, the member serving that position may not be nominated for that same position, for at least one term, but may be nominated for another position on the Board of Directors.

An individual member who has already served (2) consecutive terms, and is elected in the preceding year, to an Officer position that may result in them being in the line of succession for that Officer, then the surviving Board of Directors must approve by 80% quorum, that said individual may serve in the vacant position, or approve by 51% quorum, a different Director to take the vacant position.

SECTION 5. CORPORATE OFFICERS. No member of the Board of Directors will hold more than one officer position at any one time. Only individuals who were elected to the Board of Directors by the membership, shall be eligible to hold an officer position. Officers will be elected by the sitting members of the Board of Directors directly after the annual membership meeting. The officers of the Board of Directors and the duties and responsibilities shall include, but not be limited to:

- (a) President -- The President shall be the Chief Executive and Administrative Officer of the Corporation and shall have the general powers and duties of supervision and management of the Corporation and shall perform all such other duties as usually pertain to the office or are properly required by the Board of Directors. These include:
 - a. Presiding over and setting the agenda for all meetings of the Board of Directors;
 - b. An ex-officio member of all committees;
 - c. Ensure Corporation follows compliance and reporting requirements with Local and Federal agencies;
 - d. Being the Corporate face of the organization, leading the organization to its goals and mission;
 - e. Act as the Ball Chairperson for the yearly Coronation ceremonies. The President, at their discretion, may appoint any other member of the WCE as Ball Chairperson and will serve on the Coronation Committee;
 - f. Meeting with Press and Non-Profit partners throughout the year, unless such powers are delegated by the President.

- (b) Vice President – The Vice President is responsible for handling memberships and preside over Board of Directors meetings in the absence of the President. The Vice President shall fulfill any additional duties assigned by the President of the Board of Directors. These include:
 - a. Chair of the Membership Committee;
 - b. Maintenance of membership records;
 - c. Timely distribution of information to members via paper or electronic means to maintain or promote engagement, in conjunction with the Reigning Monarch(s);

- d. Issuing the notice of meetings via paper and/or electronic means, in conjunction with the Secretary.
- (c) Secretary – The Secretary is responsible for maintaining Corporate records, taking board meeting minutes, responding to requests for information as required by governing laws, and any additional duties assigned by the President of the Board of Directors. These include:
- a. Maintain the minutes of the meetings of the Board of Directors, Committees, and all other such records as required by governing laws;
 - b. Publish the draft minutes of any meeting of the Board of Directors for the membership’s review and comment within seven (7) days following each board meeting;
 - c. Distributing information received by committees to the entire Board of Directors;
 - d. Maintain a yearly collection of all 501(c)(3) status letters for any organization to/for which we give/raise funds. It is the responsibility of the individual member holding such fundraising effort to ensure the 501(c)(3) letter is on file with the Secretary.
- (d) Treasurer - The Treasurer shall have responsibility for the custody and safekeeping of all funds of the Corporation and shall have charge of their collection, deposit and disbursement in accordance with these bylaws, the direction of the Board of Directors, and governing laws. Additional responsibilities include:
- a. Maintain the financial records of the Corporation and provide monthly and annual reports on the income, expense, and financial condition of the Corporation to the Board of Directors, government agencies, and to the members of WCE;
 - b. Co-chair the Budgetary Committee along with the President to determine appropriate operating costs for the fiscal year;
 - c. File or make ready to be filed all financial reports as required by the laws of the State of Illinois and the United States of America;
 - d. Respond to requests for financial information, in accordance with privacy guidelines;

e. Additional duties assigned by the President of the Board of Directors.

SECTION 6. VACANCIES. Vacancies on the Board of Directors resulting from resignation, removal from office, or any other reason, shall be announced to the membership via email, other forms of electronic communication, social media, and the website.

Vacancies shall be filled by election, by the next membership meeting that is conducted at least 14 calendar days after the vacancy has opened.

The remaining Board of Directors may at their discretion, call a special meeting to interim fill a vacancy until an election can be duly held, to maintain quorum requirements or the operational obligations of the Corporation.

SECTION 7. RESIGNATION. Any Director of the Corporation may resign at any time by giving his or her resignation to the President, Vice President or the Secretary in a written letter, either via email sent from their registered email address or USPS. Such resignation shall take effective immediately at the time specified therein. If the Director holds an elected position such as President, Vice President, Secretary or Treasurer, the Director gives up their entire position on the Board of Directors.

SECTION 8. LEAVE OF ABSENCE. Any Director of the Corporation may take a Leave of Absence at any time by giving his or her notification of such intent to the President, Vice President or Secretary in a written letter, either via email sent from their registered email address or USPS. Such leave shall take effect at the time specified therein and must include an approximate time of return to post. The acceptance of such notice of leave shall not be necessary to make it effective but will be reviewed privately with the Board of Directors and if necessary, delegation of duties or assignment of an interim Director, and Officer if applicable, be addressed at that time. During such leave, the Director is still responsible for maintaining his or her membership. If at the completion of the leave, that Director cannot return to duty, a vote can be called by the Board of Directors as to remove said person from position and create a vacancy. The removal of a Director in this instance is not to be construed as a removal from membership, unless membership has expired and is counted as a completed annual term.

SECTION 9. ABSENT BOARD MEMBER. Should a Board member be absent for more than (2) consecutive monthly board meetings, having not had an approved leave of absence, and making no attempt to participate actively, shall vacate their position in accordance with Article IV, Section 7.

SECTION 10. ELIGIBILITY FOR RECOGNITION OF SERVICE. For an elected Director, Officer, or Reigning Monarch to be permitted recognition or reference for their service to the Corporation, they must have completed at least 50% of the applicable term of the position.

ARTICLE V THE MONARCHY

SECTION 6. EMPEROR AND EMPRESS. The offices of Emperor and Empress are expressly created to serve as the official representatives of the Board of Directors and WCE, executing the expressed goals of the Corporation. The position of Emperor and Empress is bound by the minimum requirements as defined under ARTICLE IV, SECTION 3.

Election of Monarchs is by majority vote of the general membership as set forth in the By-Laws and Standard Operating Procedures. Elections are held annually on a date, time and location determined by the Council of Monarchs. The Chancellor of the Council of Monarchs will be the Chairperson of the Monarch(s) Election Committee.

Vacancies, Resignation, and Leave of Absence of the offices of Emperor and Empress shall be handled as set forth in this article and not under ARTICLE IV SECTIONS 7, 8, or 9 of the By-Laws.

SECTION 2. COUNCIL OF MONARCHS. The Corporation shall have a separate independent committee designated as the Council of Monarchs. The Council of Monarchs shall consist of all Emperors and Empresses who have completed their reign and satisfied all requirements as outlined in the Standard Operating Procedures. Any Monarch who does not complete their reign for any reason, or who does not complete all requirements, shall not be invited to join the Council of

Monarchs. Dowager Monarch(s) who have completed all required acts shall be vested into the Council of Monarchs at Investiture of the newly Empire reign. The Council of Monarchs shall conduct the Coronation Crowning ceremony. Additionally, the Council of Monarchs will act as an Advisory Council to the Reigning Monarch(s), providing advice, counsel, guidance, recommendations and suggestions throughout the reign. Each member of the Council of Monarchs will be entitled to be addressed as His/Her/Their Imperial Sovereign Majesty followed by their Empire (Reign) number and shall be accorded all honors of protocol.

The elected head of the Council of Monarchs shall be known as the Chancellor and shall be an ex-officio member of the Board of Directors and include all voting privileges determined by membership qualifications. The Chancellor will also chair the Candidate Review Board, Integrity Committee, and the Election Committee.

SECTION 3. STANDARD OPERATING PROCEDURES. The Council of Monarchs shall be responsible for maintaining the Protocols Manual for Policies and Procedures of the WCE. These protocols and policies shall not supersede anything defined in the Bylaws of the Corporation, regulate how the Board handles the legal affairs of the business, alter the meaning or interpretation of the Articles of Incorporation or Bylaws, or make for any policy or procedure that could reduce the given rights of the membership as defined in the Bylaws.

Changes to the Standard Operating Procedures may be made at any time as determined by the Council of Monarchs, and must be provided to the Board of Directors within 7 calendar days of such action and made available to members within 30 calendar days.

The Board of Directors shall be bound to the Standard Operation Procedures provided they are not contested as defined in this section.

The Board of Directors shall reserve the right to alter, reject modifications, or strike any part of the Standard Operating Procedures by formal motion, only in instances where such modification may violate standing motions, Bylaws, Articles of Incorporation, or Governing Laws.

SECTION 4. REPORTING REQUIREMENTS. The Council of Monarchs shall be obligated and required to create Agenda's and Meeting Minutes of any meetings conducted, and report them to the Secretary of the Corporation within 7 calendar days of the meeting.

SECTION 5. LINE OF SUCCESSION. Line of Succession, which will be known as The Imperial Family. The Imperial Family is named at the sole discretion of the newly elected Reigning Monarch(s). The Imperial Family will consist an Imperial Upper House and the Imperial Lower House

The Imperial Upper House shall consist of the following Titles:

- (1) His Most Royal Imperial Sovereign Majesty, Emperor and Her Most Royal Imperial Sovereign Majesty, Empress;
- (2) His Royal Sovereign Highness Imperial Crown Prince and Her Royal Sovereign Highness Imperial Crown Princess;
- (3) His Royal Sovereign Highness Crown Prince and Her Royal Sovereign Highness Crown Princess;
- (4) His Royal Sovereign Excellency Prince Royale and Her Royal Sovereign Excellency Princess Royale;
- (5) His Royal Sovereign Excellency Prince and Her Royal Sovereign Excellency Princess.

The Imperial Lower House shall consist of the following Titles:

- (1) His Royal Grace Duke and Her Royal Grace Duchess;
- (2) His Royal Grace Marquis and Her Royal Grace Marquesa;
- (3) His Royal Grace Count and Her Royal Grace Countess;
- (4) His Royal Grace Viscount and Her Royal Grace Viscounts.

Grand Duke and Grand Duchess are reserved as honorary titles that is bestowed upon an individual within our Kingdom by the reigning Monarchs, if they wish to do so.

All members of the WCE who are not a member of the Imperial Family shall be known as Lord, Lady, or Dame.

Honorary titles may be bestowed at any time to members of the Line of Succession, members of the court and/or other persons as deemed appropriate by the Reigning Monarch(s) provided such titles are not in conflict with those titles in the Line of Succession.

The positions of King Father and Queen Mother must be held by members of the Council of Monarchs. The position of King Father and Queen Mother will be selected by the newly elected Monarchs and announced at Victory Brunch conducted during Coronation.

SECTION 6. SUSTAINMENT OF MONARCH OFFICE. 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. If the King Father or Queen Mother choose not to, or cannot, serve, then selection shall come from the Council of Monarchs within 15 calendar days.
3. In the event a member of the Council of Monarch is required to assume the position and duties of the reigning Monarchs, they shall be known as Emperor Regent or Empress Regent and shall preclude them from seeking the position of Emperor or Empress in the next general election.

SECTION 7. PERPETUAL AND HONORARY TITLES. All valid perpetual and honorary titles, honors and responsibilities granted by the WCE Council of Monarchs or Board of Directors to members of the court or community shall remain valid with all rights and privileges thereto within WCE.

Citizen for Life recipients shall be the only title that allows perpetual membership with waiver of membership dues, provided the recipient maintains active contact information with the Corporation.

The Board of Directors shall reserve the right to withdraw or revoke any perpetual or honorary title, honor, or responsibilities should the individual violate the Code of Conduct that governs this organization and their respective title, honor, or responsibility.

ARTICLE VI MEMBERSHIP MEETINGS

SECTION 1. GENERAL MEMBERSHIP MEETINGS. General Membership meetings shall be held once a month prior to the Board of Directors meeting. The Vice President and the Reigning Monarch(s) shall Co-Chair the Membership Meetings. The date, time and location for each monthly meeting will be determined by the Vice President and Reigning Monarch(s). The meetings may be changed on a case by case basis by vote of the membership at the meeting immediately prior to the meeting change.

SECTION 2. REPORTING REQUIREMENTS. The Reigning Monarch(s) and Vice President are required to submit the minutes of each membership meeting to the Secretary for recording within 7 calendar days of its completion.

SECTION 3. MEETING AGENDA. The membership shall have right to review the draft agenda at least 7 days prior to any scheduled meeting via the website and social media, unless defined otherwise in this section, with allowance to review and comment, or request an addition provided they are available to present (or

designate another member to present) such item in person at the time of the meeting.

SECTION 4. ANNUAL MEMBERSHIP MEETING. The annual membership meeting shall be held the month prior to Coronation, with at least 14 days' notice to the general membership, and at least 21 days' notice to members who are eligible to vote in the Annual Membership Meeting. Such meeting shall only be conducted once per calendar year and replace the general membership meeting for that month.

SECTION 5. SPECIAL MEMBERSHIP MEETINGS. Special Meetings. A special meeting can be called by either The President, Vice President, or the Reigning Monarch(s) provided members are provided at least 72 hours' notice via email or other electronic forms of communication, posted on social media and the website. An agenda and purpose of the meeting must be provided along with the notice, and no modification can be made to the agenda once announced.

SECTION 6. POSTING OF MEETINGS. All meetings of the membership as defined in this section must be posted to members via email or other electronic forms of communication a member has accepted to receive, posted on social media, and on the website, at least 7 calendar days prior to the meeting or sooner if defined otherwise in this section.

SECTION 7. RESCHEDULING OF MEMBERSHIP MEETINGS. By determination of the President, or the Vice President and the Reigning Monarch(s), Any meeting may be moved, changed or cancelled in an emergency situation, provided that notification is delivered to members at least 72 hours' notice via email or other electronic forms of communication, posted on social media, and the website.

Meetings that must be rescheduled due to a State of Emergency declared by Government Authorities, a credible threat of harm is made to the Corporation, terrorist attack, or threat of hostile activity against the membership can be

cancelled or rescheduled up to the minute prior to the scheduled meeting. The Board of Directors shall be required to make best effort to notify members in the fastest methods possible about cancellation that qualify under this paragraph.

SECTION 8. RULES OF MEMBERSHIP MEETINGS. Membership meetings shall be conducted according to Roberts Rules of Order, which may be enforced by a parliamentarian, who may be a Board Member, or the Court Sergeant of Arms.

SECTION 9. QUORUM FOR MEMBERSHIP MEETINGS. A quorum will be defined as 51% of the active members in good standing of WCE who are in attendance either in-person or through electronic means that allows active participation. The quorum will be determined at any General Membership meeting by those members present and all proxies received by the Vice President or Reigning Monarch(s) as specified in Article VI, Section 11.

SECTION 10. VOTING PRIVILEGES. A member that is in good standing as stated in Article III, Section 7, and an Active Member as stated in Article III, Section 8, will have full voting privileges. If that is not met, the member will not be included in defining a quorum for that meeting and will not have voting privileges for that meeting. Voting privileges will be reestablished at the next membership meeting after fulfilling the above requirements. A member must abstain, and not be counted toward quorum, including any proxies they may hold, for any order of business that could provide for personal gain or where they hold a vested personal interest.

SECTION 11. PROXIES. A member in good standing may issue their proxy to another member in good standing to vote in their absence. It may be presented in one of two forms:

- Directed Proxy shall be defined as a proxy directing an authorized person to vote in such a manner on a particular issue as directed by the person issuing

the proxy regardless of the recipient's opinions on that matter.

- General Proxy shall be defined as a proxy allowing an authorized person to vote on any matter in the way their conscience dictates.

All proxies must be in writing, signed and delivered to the Vice President or Reigning Monarch(s) prior to the start of any general membership meeting. Any proxies received after the duly-called beginning of any meeting will be null and void. Any proxy sent by email must come from the members registered email address, and be sent to the Vice President or Reigning Monarch(s) at least 2 hours prior to the meeting to be valid. Submission from the member's registered email address constitutes an electronic signature.

A Member in Good Standing cannot hold more than two (2) proxies from other members in good standing at any given time. At the beginning of each general membership meeting, the presiding conductor of the meeting shall notify the general membership as to who is holding proxies for which other members in good standing. Proxies will be valid for only one general membership meeting.

ARTICLE VII BOARD OF DIRECTOR MEETINGS

SECTION 1. MONTHLY BOARD MEETINGS. The Board of Directors shall meet at least once per month at a time and location determined by the President. Board meetings may be conducted electronically or partially electronically, provided it does not prevent access to the general membership, or the public. All regular meetings of the Board of Directors are open to the general membership, and observation by the public in accordance with governing laws.

SECTION 2. REPORTING REQUIREMENTS. The Secretary shall be responsible for taking minutes of all board meetings and recording those to the Corporate records within 7 calendar days of the meeting and making them available to the

membership upon request. Minutes shall be determined as draft until approved by the Board at the proceeding meeting. Minutes that have been finalized by the Board must be recorded to the Corporate records within 7 calendar days of the vote.

SECTION 3. MEETING AGENDA. The membership shall have right to review the draft agenda at least 7 days prior to any scheduled board meeting via the website and social media, unless defined otherwise in this section, with allowance to review and comment, or request an addition provided they are available to present (or designate another member to present) such item in person at the time of the meeting.

SECTION 4. SPECIAL MEETINGS. A special meeting of the Board of Directors may be called by the President of the Board of Directors. Such special meetings may be telephonic or electronic if a majority of the Board of Directors consent to such method and provided that immediate action is necessary. Special meetings must be announced with at least 48 hours' notice via email or other electronic forms of communication, posted on social media and the website. An agenda and purpose of the meeting must be provided along with the notice, and no modification can be made to the agenda once announced.

SECTION 5. EXECUTIVE SESSIONS. An executive session can be requested by an Officer of the Corporation immediately before or proceeding a scheduled board meeting, or with 24 hours' notice to board members via electronic means. Such sessions shall be limited to sensitive legal, personnel, or adverse member actions. Any executive session conducted shall be recorded by the Secretary only to the extent in which what decisions were made. All discussion is not to be placed on the record. The Vice President or Secretary will be required to post on social media limited to its membership, within 7 calendar days, that an executive session took place with an abstract overview. Only Officers, Chancellor of the Council of Monarchs, and the Reigning Monarch(s) shall be permitted and counted toward quorum in an executive session.

SECTION 6. ELECTRONIC VOTING. The Board of Directors may conduct electronic

voting on motions brought to the floor at an announced, that are determined needing additional debate and vote. All communications related to the discussion must be recorded by the Secretary to the Corporate record within 7 calendar days after the vote has been conducted. Board members may only vote from the email addresses they were assigned as part of the board and may not use personal email. Once a request for vote has been made, the Board will have 72 hours to vote. Those who participate in voting shall be counted for quorum and votes must be tied to each Board Member for appropriate reporting.

SECTION 7. POSTING OF MEETINGS. All meetings of the Board of Directors as defined in this section must be posted to members via email or other electronic forms of communication a member has accepted to receive, posted on social media, and on the website, at least 7 calendar days prior to the meeting or sooner if defined otherwise in this section.

SECTION 8. RESCHEDULING OF BOARD MEETINGS. By determination of the President, or majority vote of the Board of Directors, Any meeting may be moved, changed or cancelled in an emergency situation, provided that notification is delivered to members at least 72 hours in advance via email or other electronic forms of communication, posted on social media, and the website.

Meetings that must be rescheduled due to a State of Emergency declared by Government Authorities, a credible threat of harm is made to the Corporation, terrorist attack, or threat of hostile activity against the membership can be cancelled or rescheduled up to the minute prior to the scheduled meeting. The Board of Directors shall be required to make best effort to notify members in the fastest methods possible about cancellation that qualify under this paragraph.

SECTION 9. RULES OF BOARD MEETINGS. Membership meetings shall be conducted according to Roberts Rules of Order, which may be enforced by a parliamentarian, who may be a Board Member, or the Court Sergeant of Arms.

SECTION 10. QUORUM. A quorum for Board Meetings organized under ARTICLE VII will be defined as 51% of the total board composition. The quorum will be determined by those board members present and all proxies received by the President.

SECTION 11. PROXIES. A board member may issue their proxy to another board member should they be unable to attend a scheduled meeting. No board member may hold more than one proxy for a meeting. All proxies must be in writing, signed, and delivered to the President and Secretary prior to the start of a board meeting. Any proxy delivered after the duly-called beginning of any board meeting shall be null and void. Any proxy sent by email must be sent from the board members issued email address.

SECTION 12. RIGHT TO ACCESS AND GOVERN. The Board must ensure that monthly board meetings and special board meetings are accessible either in location and/or electronic means, to the Directors, and membership wherever possible. The location where a meeting is held must also be public accessible.

SECTION 13. FORMAL MOTIONS. The Board of Directors shall write any motion that makes a notable change to operations or constitutes a significant action, and sign said document if they were in favor, at the next meeting in which the motion was made. Motions may also be initially presented in written form but must be edited before signature if any amendments are made.

ARTICLE VIII FINANCES

SECTION 1. FINANCIAL RESPONSIBILITY. All funds raised, whether through dues, fundraisers, or benefits will be the responsibility of the Treasurer of the Board of Directors.

SECTION 2. CHECKING ACCOUNT. The WCE Board of Directors shall establish such financial institution accounts as appropriate with the approval of the general membership. Up to two elected members of the Board of Directors shall be signatories on the account(s), one of which must hold an officer position.

The Board Treasurer, nor any Monarch shall be a signor on the account.

Nepotism or Joint Residency shall not be allowed between check signers. Nepotism for the purposes of the IWCC is specifically defined as: A committed relationship between two or more persons that is intended to be long term and/or permanent, including civil union, marriage, commitment, holy union and other like arrangements. Likewise, check signers shall not share joint residency. Should Nepotism or Joint Residency occur the Board must reassign appropriate check signers to relieve the conflict.

The Corporation shall not be issued or permitted a debit card for any checking account.

SECTION 3. ACCOUNTING FUNDS AT EVENTS. Money shall be counted by no less than two board members, and all board members shall sign off on the count on the event financial form. Both board members who are responsible for funds at an event must not reside in the same residence. Cash and Check funds received must be deposited within 5 calendar days of the event. Credit Card payments received shall be deposited at the standard schedule as defined by the Credit Card processor. Only the Treasurer of the Board of Directors may appoint person(s) to assist in counting funds at benefits, fundraisers and any other events.

SECTION 4. RECEIVER OF CHECKS TO CHARITY PARTNERS. Checks with remittance to one of our charity partners and placed in possession of the Corporation must be included in the total funds raised, and be counted for their appropriate deductions as defined in the By-Laws.

SECTION 5. EVENT REPORTING REQUIREMENTS. An event financial form must be completed during each event that the Corporation conducts. The event financial form must separate the methods the funds were collected (Ex: Door Entry, Performer Tips, Jell-O Shots), include verification of Bank and who provided bank, and signature of all board members who counted, handled, or accepted responsibility of deposit.

Event financial forms are to be photographed and / or scanned in a method that is clearly legible and sent to board@windycityempire.org within one hour of the conclusion of the event. All board members are to retain these emails. The financial form should then go with the board member who has not taken responsibility of deposit, to hand to the Treasurer within 10 calendar days of the conclusion of the event.

SECTION 6. RESPONSIBILITY OF DEPOSIT. Any board member who accepts deposit of funds and the funds are not deposited, or come up short, shall be responsible and liable for repaying those funds back to the Corporation. Failure to deposit may be considered criminal and subject to prosecution.

Any deposit slip received by the board member who conducted the deposit, must photograph or scan the deposit slip in a method that is clearly legible, and send it to board@windycityempire.org within 48 hours of deposit. The physical copy must be handed to the treasurer within 10 calendar days of the conclusion of event.

Night drop deposits must use the appropriate bank forms as required by our financial institution, and should be photographed prior to deposit, where the date, amount, and account are clearly legible, and said photograph sent to board@windycityempire.org within 24 hours of deposit.

SECTION 7. CREDIT CARDS PROHIBITED. The treasurer, nor any board member is

permitted to apply for, nor use a credit card that is in the name of the Corporation. The Corporation is prohibited from using credit cards in its name.

SECTION 8. FINANCIAL REPORTS. Financial reports for the prior months activities are due by the 10th of the month and must be sent to all board members for review. All board members shall be provided a copy of the bank statement which includes check images, along with the financial statement which includes a bank reconciliation. Original Bank Statements must be sent to the organization's official PO Box or Registered Agent. Any discrepancies in transactions must be resolved within 60 days of identification.

A monthly check log shall be presented at each board meeting outlining what checks were issued, their respective sequence numbers, the last 3 digits of the account they are being withdrawn from, the remitter, what budget line, and the what amount to be remitted. All board members are to review checks pending signature and verify the information. Upon verification, each board member is to sign the log affirming their review and that check control protocols were followed. These checks are to be signed at the meeting only after all present board members have signed the check log.

All Monthly financial reports after having been signed by the Board of Directors, may be disseminated to the membership and charity partners in private space or upon request.

Annual financial reports must be posted on website and social media within 30 days after having been signed approved by the Board of Directors.

SECTION 9. REIMBURSEMENTS. All reimbursement requests must be submitted within 30 days of the documented expenditure, otherwise the expense shall not be reimbursable. A tax donation receipt can be made available depending on the nature of the purchase should reimbursement not be eligible or not requested to be reimbursed. The treasurer is prohibited from personally conducting any transaction that would require personal reimbursement, and are only eligible for tax donation recording.

- A paid receipt is mandatory for any reimbursement requests and must be submitted for review prior to a reimbursement being granted.
- Purchases made on term credit shall only be remitted directly to the vendor to which that purchase was made, and shall not be eligible for personal reimbursement.
- Any transactions requesting reimbursement paid by personal credit card, will require the cardholder to have registered their credit card with the Treasurer, confirming they are the owner of the card. Treasurer shall confirm that the last 4 digits, card type (MC, V, AE, DISC), and expiration date match the credit card receipt being submitted for reimbursement.
- Reimbursement shall only be possible on transactions that have been pre-approved by the Board of Directors. Under limited circumstances, when pre-approval is not possible by the board of Directors, the Reigning Monarchs may approve an expenditure up to the amount of \$50.00. Expenditures in amounts over \$50.00 must be pre-approved by the Board of Directors.

SECTION 10. CHECK CONTROL PROTOCOL. For a check to be considered valid and applicable for expenditure it must adhere to the check protocols. All board members are responsible for ensuring protocol is followed on any check, as follows:

- Check must contain the payees name with a line in the unused space. No edits may be made, else the check shall be voided.
- The written amount must match the numbered amount.
- Both the written and numbered amount must start at the beginning of the line for that field. All unused space in the written and numbered amount must contain a line though the mid-point to the end of their areas.

- A clear carbon copy of each check is required.
- Checks must reference the entry # in accounting log and any invoice number and details as to purpose of the expense on the checks memo line. A blank memo line shall consider a check void.
- Each check must have two signatures of board members approved to sign on the account.

SECTION 10. GENERAL DONATION HANDLING. Tax donation receipts should be sent to all parties in accordance with current Internal Revenue Service notification rules and guidelines. These shall be sent out monthly, all tax donation receipts must be sent out by January 31st of the new year for the year prior, with an accounting log being provided to the board.

Payments and donations made to the court outside of events must be mailed directly to the organizations registered post office box. Funds should never be sent to the Treasurer's personal residence. Secretary shall keep a log of all payments, legal, financial or regulatory notifications or correspondence received in the official post office box. Log should record, date received, sender, description of contents in envelop.

SECTION 11. BUDGETS. The Budgetary Committee shall be responsible for preparing and presenting recommendations for the fiscal budgeting throughout the year. These include, but may not be limited to:

- (a) Annual Reign Budget – The annual reign budget is the general financial guidelines that the Board will operate under throughout a reign. The committee shall have its recommendations to the Board of Directors for review. The Board of Directors shall be responsible for presenting a budget agreed upon, to the general membership for vote no later than 60 calendar days following the first board meeting after Coronation.
- (b) Coronation Budget – The coronation budget is a specific budget for the event. The budgetary committee shall prepare a budget based on the estimated location, attendance, and overall expenses to the Board of

Directors. The Board of Directors shall present the proposed budget to the membership for a vote, no later than 90 days prior to the start date for Coronation. No contracts binding the Corporation to expenses outlined in the Coronation budget shall be permitted to be executed until the membership has approved the budget.

SECTION 12. COURT FUNDRAISERS AND COURT BENEFITS.

- (a) The purpose of court fundraisers shall be to raise funds for the WCE Treasury. It shall be the responsibility of each member to assist in such fundraisers.
- (b) The purpose of court benefits is to raise funds for those organizations which have submitted proof of 501(c)(3) status in writing to the Board of Directors of the WCE, and are in good standing with local authorities.
- (c) 10% of all official court fundraisers throughout each reign will go into the General Operating fund for standard operating expenses in order to run the day-to-day operations of the corporation.
- (d) The reigning Monarch(s) shall be responsible for maintaining the schedule of events as it pertains to this section and ensuring timely reporting to the Vice President.
- (e) All official court fundraisers must be presented to the Board of Directors, with all applicable information for consideration and vote prior to their promotion or the execution of any agreements to secure space.

SECTION 13. DIVESTMENT OF FUNDS. All divested funds must be tracked and accounted for. If handed to a representative, two board members, and the representative for that partner charity must sign a confirmation of divestment. Should the divestment check not clear, the confirmation shall be void. If the

divested funds are mailed, they must be sent via USPS Priority Mail with tracking, along with a letter to a designated representative at the charity.

Divestment of funds will be on a scheduled as defined below:

- (a) Any funds remaining in the Operations Account after Coronation not earmarked for next reign for continuance of business of the organization, shall be distributed to the charity fund account.
- (b) Designated Charity Funds from the previous reign shall be divested within 4 weeks of the conclusion of the annual Coronation event. Funds may only be handed to the authorized representative for each benefiting charity, or in accordance with the agreement made between the charity and Board of Directors.
- (c) Raised charity funds intended for disaster relief, or for special purpose charities, shall be divested within 30 days of their collection.
- (d) Checks written directly to a partner charity by a donator are to be forwarded to said charity by the end of the month in which it was received.
- (e) Divestments for the Sierra Montana Memorial Scholarship shall fall under the guidelines set in ARTICLE IX.

ARTICLE IX

SIERRA MONTANA MEMORIAL SCHOLARSHIP

SECTION 1. SCHOLARSHIP MAINTENANCE. The maintenance of the Sierra Montana Memorial Scholarship shall be held as a responsibility of the Treasurer as well as an appointed committee overseeing its rules and regulations as well as its timely distribution to qualified candidates, unless otherwise stated in this article.

SECTION 2. ASSIGNMENT OF FUNDS. General budgetary funds are affected by this scholarship. Actions accepted by the 2006 Board of Directors and the Council of Monarchs have determined that 25% of all monies raised on behalf of the

organization are restricted to this scholarship. This stipend includes all monies raised on behalf of all committees of this Corporation. This assignment shall not apply to fundraisers that benefit a charitable organization outside the guidelines of this Corporation, or raised for supporting local schools, support for victims of terrorism or hate crimes, or disaster recovery where a State of Emergency was declared.

SECTION 3. DISBURSEMENT OF SCHOLARSHIPS. The Corporation shall be required to accept applications for the scholarship beginning May 1st of each year, provided there are sufficient funds to distribute at least (2) scholarships at a minimum of \$1000 in value.

SECTION 4. SCHOLARSHIP ELIGIBILITY GUIDELINES. Individuals eligible for scholarship must be attending a public or private school within the State of Illinois, that has been accredited and accepts financial aid from State or Federal agencies, adheres to Title IX of the Education Amendments of 1972 (20 U.S.C. §1681 et seq), and does not discriminate based on sex, race, creed, color, religion, sexual orientation, gender expression, or physical handicap. The scholarship committee shall reserve the power to set additional eligibility guidelines each year provided they follow the mission and goals of the Corporation.

ARTICLE X REQUIRED EVENTS

SECTION 1. CORONATION. Coronation is held annually at a date, time, and place determined by the Board of Directors. The Board of Directors must present a final financial report of Coronation no later than 45 days past Coronation.

SECTION 2. INVESTITURE. Investiture is to be held annually generally within six (6) weeks after Coronation in which the Reigning Monarch(s) will provide for approval to the Council of Monarchs the date, time and place prior to Coronation. The Chancellor of the Council of Monarchs will present the recommendation to the Board of Directors for their final approval. The purpose of Investiture is for the

newly elected Reigning Monarch(s) to grant all such honorary and camp titles as deemed appropriate, to invest a new line of succession, and to name the Reign's Major Charity Partners. At that time, the newly elected Board of Directors and their respective positions on the Board of Directors will be announced

ARTICLE XI COMMITTEES

SECTION 1. ESTABLISHMENT OF COMMITTEES. The Board of Directors may establish or eliminate committees by motion, that contribute to the mission and purpose of the Corporation. Upon establishment of a committee, the Board of Directors may either elect a ranking member who will oversee and chair the committee, or select a minimum of (3) members to be part of the committee, whom will then decide amongst themselves who chairs the committee. The Board of Directors further reserves the right to delegate powers to committees where appropriate.

SECTION 2. PERSISTENT OF COMMITTEES. The following committees shall remain persistent, and serve the purpose as defined:

- (a) Membership Committee – Shall be chaired by the Vice President, and serve the purpose of encouraging membership and making recommendations on how to improve membership.
- (b) Budgetary Committee – Shall be co-chaired by the President and Treasurer, and serve the purpose of evaluating expenses and estimated costs and presenting a budget to the Board for the reign, and for Coronation.
- (c) Scholarship Committee - Shall serve the purpose of determining eligibility requirements of the scholarship, promotion of the scholarship, and reaching out to eligible schools.
- (d) Integrity Committee – Shall be chaired by the Chancellor of the Council of Monarchs, and serve the purpose of reviewing complaints made by members to recommend appropriate action to the Board of Directors, and ensuring the Corporation is abiding by the Bylaws and Standard Operating Procedures and reporting said findings when necessary. Members of this

committee must be active members in good standing for at least (3) years.

(e)Community Relations Committee – Shall be chaired by the President or a Reigning Monarch, and serve the purpose of scheduling community roundtables with community organizations on a quarterly basis, and assessing the health of the community. Committee shall make recommendations on how to benefit the community we serve.

SECTION 3. COMMITTEE DURATION. Any committee not expressly mentioned in this Article shall be considered dissolved after the first board meeting concluding Coronation. The Board of Directors may also elect at that time to keep the committee in effect.

SECTION 4. COMMITTEE MEMBERS. Committee members must be active members and in good standing.

SECTION 5. COMMITTEE MEETINGS. Committees must meet at least once per quarter, or at a frequency appropriate to meet the goals set forth by the Board of Directors for the Committee. Meetings must be announced at least.

SECTION 6. REPORTING REQUIREMENTS. The ranking committee member shall be responsible for taking or delegating the task of taking of minutes for each meeting. The minutes shall be provided to the Secretary within (7) calendar days of the meeting.

SECTION 7. POSTING OF MEETINGS. All meetings of committees as defined in this article must be posted to members via social media, and on the websites, at least 5 calendar days prior to the meeting.

ARTICLE XII

RECORDS MANAGEMENT, TRANSPARENCY, AND PRIVACY PRACTICES

SECTION 1. PRIVACY OF RECORDS. The Corporation shall make reasonable efforts in compliance with governing law, to protect the privacy of its members regarding unlawful or improper release of personally identifiable information, including identifying documents provided to the organization. If a member has elected to share some of their personally identifiable information, it will be limited to what information they marked for that purpose. The corporation shall be permitted to release any and all information without warrant, regarding a member's activity if a suspected crime or legal violation was made against the corporation, to the appropriate legal authorities.

SECTION 2. RIGHT TO RESTRICT ACCESS TO PERSONNEL RECORDS. The Corporation shall restrict access of personnel records to only what is permitted under governing law. Any motions or discussion regarding personnel actions or decisions of adverse nature shall be redacted from public records and membership access unless otherwise compelled by governing law to provide.

SECTION 3. RIGHT TO OBSERVATION. Members of the organization have the right to review finalized treasurer's reports, redacted agendas, meeting minutes, and motions of the organization at any time by requesting such review through the Secretary if such documents are not made freely available to the membership. The Secretary shall have 7 calendar days to respond to such requests. Requests for unredacted documents are subject to approval of the Board of Directors after legal review. Members who review or are provided access to any document may not disseminate or otherwise distribute in part or whole without the explicit written permission of the Board of Directors. Annual Financial Reports are to be published publicly within 30 days from being finalized.

SECTION 4. RIGHT TO REDACTMENT. The Board of Directors shall be permitted though 51% quorum to strike or make absent from membership accessible records, any references to adverse actions taken or under consideration against a member, on pending litigation, or criminal investigations which the organization is a party to. The Secretary shall be required to maintain the unredacted forms for legal reasons, or when permitted for release as defined under ARTICLE XII, SECTION 3.

SECTION 5. PHYSICAL RECORDS MANAGEMENT. The Secretary shall be responsible for maintaining paper copies of all meeting minutes, agendas, reports, motions, and all other documents created during their tenure. The Secretary must also maintain archival records in an appropriate location. All records shall also have a digital copy to protect against loss.

ARTICLE XIII AMENDMENTS TO BYLAWS

SECTION 1. POWER TO AMEND. The power to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors with the approval of the general membership. Any proposed amendments shall be submitted annually in writing to the President of the Board at least 45 days prior to the annual membership meeting. A response will be made by the Board within 30 days. The Board of Directors shall consider all amendments presented by any member active and in good standing.

SECTION 2. ALLOWANCE OF CORRECTION AND REVISION AFTER ADOPTION.

Bylaws are subject to corrections or revisions at every board meeting for a period of one year from their date of adoption. Any corrections or revisions must have a vote of 80% or greater to be enacted. Such changes must be announced to the membership within 7 calendar days from the date of revision or correction.

SECTION 3. OBLIGATION TO CORRECT OR REVISE INVALID BY-LAWS. The Board of Directors are obligated to correct, alter, or revise any bylaws that contain any provisions in regulations and management of the affairs of the Corporation not consistent with the laws of the City of Chicago, State of Illinois, United States of America, or the Articles of Incorporation of WCE. Such changes shall be limited to making the Bylaws compliant and must have a vote of 60% or greater to be enacted, and can be performed at any board meeting. Such changes must be announced to the membership within 48 hours from the date of revision or correction.

ARTICLE IX
RESERVATION OF POWERS

SECTION 1. RESERVATION. All powers not delegated by the Articles of Incorporation, any amendments thereto, and these by-laws are reserved to the Board of Directors and may be exercised in accordance with the laws of the State of Illinois and the United States of America.