

## **Part 1 – Definitions**

1.0 In these By-Laws, unless the context otherwise requires,

- a) “Executive” means the directors of the Society, for the time being;
- b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- c) A “registered address” of a member means his/her address as recorded in the register of members;
- d) A “term” means the time between the annual general meeting and the immediate next annual general meeting;
  - e) An “Officer Term” has the same meaning as “term”;
  - f) Words implying the singular include the plural and vice versa
  - g) EPAMA-Empire of the Peace Arch Monarchist Association
  - h) ISCOSEPA-Imperial Sovereign Court of Surrey Empire of the Peace Arch
  - i) ICC-International Court Council
  - j) ICS-International Court System

## **Part 2 Membership**

2.1 Full voting membership in EPAMA will be available to Emperors, Empresses and Board Presidents who successfully serve their terms of office. These individuals will receive Lifetime Memberships and will have no annual fees applied to them. All lifetime memberships granted up to and through June of 2018, on the membership list, will be “grandfathered” and will remain lifetime members.

2.2 Full voting memberships will be available to those individuals who permanently reside within the boundaries of the Empire of the Peace Arch. (South of the Fraser River, from Richmond in the west to Hope in the east and south to the US Border. Also East of Boundary Road including the tri cities of PoCO, Coquitlam and Port Moody, and including Maple Ridge, Burnaby and New Westminster). These memberships will have an annual fee applied set by the Board of Directors. Only the above 2 categories of membership is valid for nomination to the board of directors.

2.3 All protocol and the game of court shall be detailed with rules and regulations in the guideline manual given to every Monarch at the beginning of their Imperial journey.

2.4 Honorary lifetime memberships (e.g. Imperial Order of Surrey) may be granted. However to be a full voting member said individuals must meet the residency requirement and pay the full voting membership fee.

2.5 Every member will uphold the Constitution and comply with these By-Laws.

2.6 The Board of Directors will determine the membership fees, if any.

2.7A person ceases to be a member of the Society by:

- a) delivering their resignation in writing to the Secretary of the Society, or by mailing or delivering it to the address of the Society or by electronic mail
- b) on their death, or in the case of corporation, on dissolution, or
- c) on being expelled or
- d) on having been a member not in good standing for a period of ninety (90) days.

2.8 A member may be expelled by a Special Resolution of the members passed at a General Meeting.

2.9 A notice of a Special Resolution for expulsion shall be accompanied by a brief statement of the reason, or reasons, for the proposed expulsion.

2.10 The person who is the subject of the Proposed Resolution for expulsion shall be given the opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.

2.11 Membership Not in Good Standing:

- a) Members with delinquent dues of more than 90 Days shall be considered not in good standing.

b) Any disciplinary action taken against a title holder or member can result in a status of not in good standing.

c) Members not in good standing lose their privilege to run for a title. Members not in good standing forfeit any protocol relevant to any former title

Members would be considered not in good standing if

- a) Dues were unpaid
- b) Had a debt with the society past 3 months
- c) Charged with a criminal offence against the most vulnerable in our society, as the per the ICC directive
- d) Has been found guilty of behaviour that embarrasses or causes a negative impact to the Court and/or Society

### **Part 3 – Meeting of Members**

3.0 The Annual General Meeting (A.G.M) of the Society shall be held no later than sixty(60)days following the Coronation Weekend, on a date fixed by the Board of Directors of the Society.

The AGM may not “actually” (physically) be held if all voting members consent to the business.

3.1 Notice of a General Meeting of the Society (Annual, Special or Extraordinary) will be posted, and shall state the purpose of the meeting, on the society website 18 days out from such meeting being announced. The notice should also be posted on ALL social media platforms and groups where members have access. Once posted on such groups it will be deemed notice sufficient to hold legal proceedings. Notice shall be deemed given to

- a) Voting members in Good Standing
- b) The Auditor, if Part 12 applies.

3.2 Ten (10) percent of the members may call a Special or Extraordinary meeting of the Society for any reason. The members calling such a meeting shall be responsible for administration, notification, and preparation of such a meeting. No funds may be disbursed at such a meeting unless seventy-five percent (75%) of members present concur. A Quorum of all meetings shall consist of 10 percent (10%) of the membership or ten (10) members whichever is greater. The membership list containing the number of active members can be obtained from the Secretary of the Board.

### **Part 4 – Proceedings at a General Meeting (Annual or Extraordinary)**

4.0 Special Business is:

- a) All business at an Extraordinary General Meeting except the adoption of Rules of Order, and
- b) All business that is transacted at an Annual General Meeting except,
  - i. The adoption of the Rules of Order; (Robert’s Rule of Order)
  - ii. The consideration of the Financial Statements;
  - iii. The report of the Executive, if any;
  - iv. The election of the Executive;
  - v. The appointment of an Auditor, if required, and;
- vi. Other business under these By-Laws ought to be transacted at an Annual General Meeting, or business which is brought under the consideration by the report of the Executive issued with Notice of Convening the meeting.

4.1 Quorum requirements

- a) No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a General Meeting when a Quorum is not present.
- b) If at any time during the meeting there ceases to be a Quorum present, business then in progress shall be suspended, until there is a quorum present or until the

meeting is adjourned or terminated.

- c) A Quorum is 10% or ten (10) members present, or such greater number as the members may determine at a General Meeting.

#### 4.2 Unattained quorum

If within thirty (30) minutes from the time appointed for a members' meeting a quorum is not present, the meeting shall stand adjourned to the same day next week, at the same time and place. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum, provided there are at least three (3) members present.

#### 4.3 Chairperson

- a) Subject to By-Law (5.1), the President of the Society, the Vice President, or, in the absence of both, one of the other Executive present, shall preside as the Chairperson of the General Meeting.
- b) The Chairperson may not vote except where there is a tie vote on any matter. His/her vote is then final in determining the outcome of that issue.

#### 4.4 Chairperson Appointment

- a) If at a General Meeting there is no President, Vice President, or other Executive present within fifteen (15) minutes after the time appointed for holding the meeting , or
- b) The President and all other Executive present are unwilling to act as Chairperson; the members present shall choose one of members in attendance to be Chairperson.

#### 4.5 Adjournment

- a) A General Meeting may be adjourned from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b) When a meeting is adjourned for ten (ten) days or more, notice of the adjourned meeting shall be given as in the case of the Original Meeting.
- c) Except as provided in these By-Laws, it is not necessary to give Notice of Adjournment, or the business to be transacted at an Adjourned General Meeting

#### 4.6 Special Resolutions

Special Resolutions to alter these By-Laws proposed for a meeting need to be seconded in writing and sent out with the Notice of Meeting. Normal Resolutions need only be moved and seconded at the meeting. The Chairperson of a meeting may move or propose a Normal Resolution.

#### 4.7 Voting

- a) Any member, except those not in good standing as defined in section 2.11 is entitled to one vote. (Member refers to FULL Voting member)
- b) Voting is by a show of hands, unless the members otherwise decide.

4.8 Voting by proxy is not permitted.

## **Part 5 – Executive and Directors**

### 5.0 Qualifications

The qualifications for a member to hold a position on the Board of Directors is as follows:

- a) Nominees must be 19 years of age or older, with legal documentation of proof of age and a member in good standing and must accept the nomination .The nominee must physically be in attendance at the Annual General Meeting.
- b) Executive: All Executive members must be ICC and ICS supportive. They must understand and respect the history and legacy of EPAMA/ISCOSEPA.

- c) Each nominee must be nominated and seconded by current EPAMA members' in good standing and must accept the nomination to be elected.
- d) The Executive officers of the Society are responsible for the day to day business of the Society.

They MUST reside within the Empire as set out in these bylaws or hold the honour of the Imperial Order of Surrey, be in good standing and not sit on a board of directors of another court or like society.

5.1 The Executive Board of Directors shall consist of:

- a) President (2 year term elected on even year)
- b) Vice President
- ci) Recording Secretary
- cii)Corresponding Secretary
- ciii) Social Media Secretary
- d) Treasurer (2 year term elected on uneven years)
- e) Dean of the College - announced at Coronation taking seat at AGM

5.2 The Directors shall consist of:

- f) Events Chair
- g) Pride representative

Two people at least one of which is a Reigning Monarch. The Reigning Monarch(s) will be the co chairs of the Reign House. The Monarch(s) should co chair monthly "house" meetings to organize their events and agenda, and report to the board at the following meeting. These people are presented for ratification at the AGM. They can be the Reigning Monarchs.

Reigning Emperor/Emprex Announced at Coronation

Reigning Empress/Emprex Announced at Coronation

5.3 Executive and Board members must seek re-election each year if they choose to remain on the Executive of the Society once their term of office is over.

5.4 Dean of the College will be announced as incoming dean at Coronation and is seated at the following AGM

5.5 Legal and Financial Contracts will be the responsibility of the Treasurer and (2) others from the Executive as Signing Officers, who may sign such binding agreements for the Society. All such activity planned by the Board of Directors must be presented and approved by the Executive of the Society; otherwise it will not be binding.

5.6 No member shall receive remuneration from the Society for performing any official duties associated with that position, except for expenses pre-approved by the Board of Directors, directly related to the operation of the Society.

5.7 The President is the Chief Executive Officer of the Society.

- a) The President may not hold any other elected title or elected office within EPAMA. This is to ensure the non-bias status of the President. The President may present and second motions.
- b) The President sits as chairman and only votes on board issues in the event of a tie
- c) The President is elected for a 2 year term on the even year.

5.9 The Vice President of the Board of Directors shall assist the President of the Board of Directors and in their absence shall assume the duties of the President.

- a) The Vice President may not hold any other elected title or elected office within EPAMA. This is to ensure the non-bias status of the Vice President.
- b) The Vice President is a voting member of the Board of Directors.

5.10 In the absence of the President or Vice President, the Board of Directors may select a Chairperson to oversee the meeting.

- a) The Chairperson is not a voting member unless in the event of a tie vote.

5.11The Recording Secretary duties:

- a) Must maintain the membership list,
- b) Make accurate records of meetings
- c) Have custody of the Minutes of the meetings
- d) They must also maintain a list of all equipment and all assets for inventory purposes.
- e) Any member may request to see a copy of Board Minutes, AGM as well as Extraordinary meeting minutes.

5.11 a) The Corresponding Secretary is responsible for the completion and filing of all annual reports as requested by the Registrar of Societies

The correspondence secretary or their designate is responsible for external communication involving EPAMA business, associated groups and committees etc. including written, verbal and electronic means.

Carry on maintenance of all correspondence (handling & processing), including the Annual General Meeting and Extraordinary General Meetings.

5.11 b) Social Media Secretary – this secretary is responsible for updating ALL new media under the direction of the President (when it involves society issues) and the Monarchs when it comes to issues of court. This individual will also work closely with the Events chair to ensure proactive promotion of all events.

5.12 The Treasurer will be responsible for all funds and paying bills under the direction of the Board of Directors.

- a) They will make an accounting of all Finances at the Annual General Meeting.
- b) The Treasurer and one of the other two Executive as approved by the Board of Directors may co-sign all cheques drawn on the Society.
- c) The Treasurer shall provide a full Financial Status Report at each official meeting.

(They must provide a bank statement that supports the treasurer report on a monthly basis. Each board member must have access to this documentation electronically prior to that board meeting)

- d) The Fiscal year of the society shall be June 1st to May 31st.
- e) At the Annual General Meeting those having signing authority from the previous year (if not on the incoming board) or upon resignation/termination, must sign a letter of release removing them as signing authority from the bank and/or all signing responsibilities.
- f) The Treasurer may not hold any other elected title or elected office within EPAMA. This is to ensure the non-bias status of the Treasurer.
- g) The Treasurer may hold the office of Secretary in the event that a Secretary is not elected at the AGM or that position becomes vacant.
- h) The Treasurer is obligated to present board liability insurance options to the board
- i) The Treasurer is a voting member of the Board of Directors.
- j) The Treasurer is elected for a 2 year term on the uneven year

The Treasurer will ensure that the following minimum funds will be in each of the line items at the end of the fiscal year.

General Account \$500

Coronation Account \$2000 which does not include the deposit on the venue for the following Coronation. This account is used for the purpose of promotion (ads, printing etc.)

EPAMA Scholarship Account \$500.00 (all monies raised and unused are carried forward)

Regalia Fund – this must be added to each Reign. There are 2 official EPAMA sanctioned Regalia events – 1. Entertainer of the Year to be held in January of each year, and the second is the annual crowns and gowns held in April minimum 4 weeks before Coronation. This account must maintain a minimum balance of \$1200.

- 5.13 a) The Board of Directors shall meet at least once in each calendar month.  
 b) The meetings can be held in a virtual space. If any motions are made on a Board Page (i.e social media e.g. FaceBook Group) outside of a regular board meeting, they shall be recorded by the secretary and added to the next meetings' minutes.  
 c) The board needs to meet physically at least once a quarter
- 5.14 The Dean of the College will represent the College of Monarchs on the Board of Directors.  
 a) The Dean is the Liaison between the College of Monarchs and the EPAMA Board.  
 b) The Dean must engage monthly with the college, and defend the integrity of the Monarchy within the college and the Reigning Imperial Family. The Dean works with the Reigning monarchs to ensure EPAMA 101 events happen as required.  
 c) The Dean is a voting member of the Board of Directors.
- 5.15 Emperor/Empress Reign Rep is the reigning Monarch(s). In the event of only one Monarch on the throne then that Monarch and one other member of their "House" would be the board members. The Monarch(s) are responsible to form a house (their own shadow board of directors) that will be charged with assisting them and the board to ensure their commitments are successful. Anyone titled in any Reign should be a lifetime member or willing to pay EPAMA membership dues prior to Investiture or entering any Reign House
- 5.16 Electronic Voting between EPAMA Board members is permitted requiring member's response to be no later than 96 hours. Any electronic votes must be recorded in the next set of Board Minutes whether or not the motion passes. Passed, failed or defeated motions must be indicated as per the outcome of the vote. A motion passes on the majority of those that vote in a reasonable timeframe.
- 5.17 Executive/Board of Directors Removal from office:  
 Failure of a Board Member to attend (3) regular meetings and or special meetings in a row, without prior notification to the Board with an acceptable excuse of absence (i.e. work, illness, out of town functions) will automatically create a vacancy on the Board of Directors.  
 Any Board member, whether elected or appointed, may be removed from office for substantial failure to perform the duties and obligations required of him or her in that office.  
 The removal from office on the Board may not affect any other title, past or present, held by that person unless further disciplinary action is required.  
 Upon removal of office, all responsibilities are taken away from the individual and the office is declared vacant.  
 Further, the individual who has been removed from the office has a required duty to turn over all records, equipment, and supplies which are property of EPAMA.
- 5.18 The Officers of the Society may be removed from their position before the expiration of their term by Special Resolution by a majority vote of the Board of Directors. This process should be used only in circumstances relating to the Business and/or assets of the Society and/or actions that are deemed to be to the detriment of the Society. An Executive and or Board member can be removed from office for disrespectful and/or disloyal behaviour. In addition, officers may, upon written notice, resign from the Board of Directors

## **Part 6 – Election of Officers**

6.0 The President and Treasurer will be elected for a 2 year term, with the President being elected on an even year and the Treasurer on the uneven year. The Dean of the College and the Monarch(s) will be announced at the Coronation Ball. The rest of the Board shall be elected at the Annual General Meeting of the members qualified to vote.

6.1 Should an Executive Board position become vacant; the position may be filled by a member in good standing appointed by the board.

6.2 Application procedure for Emperor, Empress, Emperx

Monarch applications will be available on Feb 28<sup>th</sup> each year and must be returned no later than midnight March 15<sup>th</sup> each year.

To qualify for an application form you must meet the following criteria

- 1 be 21 years of age at time of application
- 2 Be a permanent resident of the Empire of the Peace Arch
- 3 have knowledge of the history of the Court system, especially the ISCOEPA.
- 4 have held a community leadership position
- 5 be an actively engaged member (in good standing) of EPAMA for at least 6 consecutive months prior to application
- 6 have attended and been actively engaged in more than 6 events hosted by EPAMA
- 7 have no criminal record
- 8 have a source of personal income

Any application fee will be determined by the Board of directors.

6.3 In the event there are no qualified applicants, then the board will decide on whom if anyone ascends to the throne. Preference would be to reach out to an individual who has held a Monarch position before. In the event there is no one available in that resource, then the board should seek individuals with knowledge of the court and its function in the community who could fulfil the Monarch role(s). If there is a sole monarch and the board and that monarch feel they would be advantaged by having a co Monarch, then should an individual ascend the throne they would receive that Reign number and be regarded as the legitimate co monarch upon their crowning. The Imperial Sovereign Court of the Empire of the Peace Arch retires the use of the term Regent.

In the event there is only one qualified and board approved application for each/any position that is accepted by the board, then that/those person(s) will be deemed the legitimate monarch(s) for that reign.

In the event there are multiple qualified and board approved candidates for the same position, an election will be held and those residents in the Empire and members of EPAMA will cast ballots. The individual with the most votes will be declared the winner(s).

### **Part 7 Community Titles**

All past "Court" titles elected under the OIS Rainbow Cultural Society will automatically be incorporated into this Society with all rights and privileges afforded as in the past.

7.0 - The Board of EPAMA together with the Guidelines Manual governs the Imperial Sovereign Court of the Empire of the Peace Arch and its titles. The titles listed below are Registered to EPAMA.

- Emperor, Empress, Emprex
- Imperial Crown Prince and Imperial Crown Princess
- Crown Prince and Crown Princess
- Any other Royal and Imperial Titles under the Monarchy
- Mr., Miss and Ms. Gay Surrey Titles
- Diversity and Trans\* Surrey Titles

Other City Titles that exist or be developed within the realm of EPAMA  
*Rules (and Qualifications) for any and all court/community titles will be set forth in the guidelines manual. The guidelines manual will be reviewed annually to keep it fresh and relevant.*

### **Part 8 – EPAMA Scholarship Fund (Formerly the Turner/Boyz Scholarship Fund)**

The Board of Directors will be the administrator of the EPAMA Scholarship fund.

The fund should allow for at least (1) adult and at least (1) youth to apply and meet the criteria set by the executive to assist in the pursuit of continuing education.

The scholarship will be awarded once per year.

Application forms will be available annually from Feb 15 and must be returned by 9pm PDT April 15 each year.

To be awarded a scholarship for the current year the completed application by the potential recipient, must be received no later than April 15th.

The Executive will meet and assess the candidates through an anonymous process without disclosure of applicant identity.

Any scholarship(s) awarded will be presented at Coronation each year.

### **Part 9 - Audit of the Accounts of the Society**

9.1 The Executive will present at the Annual General Meeting a Financial Statement showing income, expenditures, assets and liabilities of the Society during the preceding fiscal year; the Statement will be signed by all of the members of the Executive or the Society's Auditor

- a) At the discretion of the board disbursement of funds may be made to charitable organizations as required.
- b) The board can decide to disburse funds during the year as community needs arise.
- c) The final disposition of the charitable proceeds of the Society will be at the Coronation Ball or at the Investiture of the new Reign.
- d) The Financial Statement should be issued along with the notice of Annual General Meeting to all current members in good standing.

9.2 All books and records of the Society will be open to inspection by members of the Society at a reasonable time and with reasonable notice.

- a) The Minutes of all member's and Board of Director meetings and all other necessary books and records of the Society will be kept by the Secretary and available, upon request, to members in good standing.

9.3 The Society's assets, should the society dissolve, shall be allocated to the charity of choices equally for that given year.

### **Part 10 Altering the By-Laws of the Society**

The By-Laws of the Society may be amended or altered at the Annual General Meeting, or an Extraordinary General Meeting of the membership, by Special Resolution adopted by 2/3 (two thirds) of members present at any such meeting. Notice to amend the By-Law(s) will be given in accordance with these By-Laws

### **Part 11 – Borrowing**

11.1 In order to carry out the purposes of the Society, the Board of Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

11.2 No debenture shall be issued without the sanction of a Special Resolution.



11.3 The members may by Special Resolution restrict the borrowing powers of the Executive but a restriction so imposed expires at the next Annual General Meeting.

#### **Part 12 – Auditor**

12.1 This part applies only where the Society is required or has resolved to have an Auditor.

12.2 The first Auditor shall be appointed by the Executive, who shall also fill all vacancies occurring in the office of Auditor.

12.3 At each Annual General Meeting the Society shall appoint an auditor to hold office until they are re-elected or their successor is elected at the next Annual General Meeting.

12.4 An Auditor may be removed by Ordinary Resolution.

12.5 An Auditor shall be informed forthwith in writing of appointment or removal.

12.6 No Executive and no employee of the Society shall be Auditor.

12.7 The Auditor may attend General Meetings.

#### **Part 13 – Bylaw Revisions**

The bylaws may be changed at an SGM for that purpose or at an AGM if listed as an agenda item. The process should follow a majority vote of the Board of Directors in favour of such amending. At the meeting in which there is a vote on the by laws, any amendments will be considered carried with 2/3 (two thirds) vote in favour.

#### **Part 14- Miscellaneous**

14.1 After being admitted a member is entitled to a copy of the Constitution and By-Laws.

14.2 All members are entitled to a copy of any alterations of the By-Laws approved and filed in Victoria, B.C.