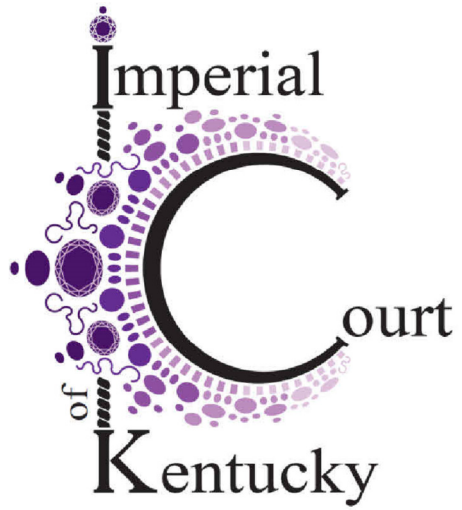


BY-LAWS



**BY-LAWS
OF THE
IMPERIAL COURT OF KENTUCKY, INC**

I ARTICLE I NAME, PURPOSE AND MEMBERSHIP

I.1 SECTION 1: Registered Name

I.1.1 The registered name of the Corporation shall be the "Imperial Court of Kentucky, Inc."

I.2 SECTION 2: Purpose

I.2.1 The Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

I.3 SECTION 3: Membership

I.3.1 Membership shall be open to anyone who is a legal resident of the Empire, who is at least eighteen (18) years of age at the time of application, and who supports the purpose of the organization.

I.3.2 The Board of Directors may levy fees for membership and qualify rights of members.

I.3.3 Qualified members shall have the right to vote in the annual elections of the Corporation and they shall have the right to seek and hold office within the Corporation. Qualified members shall also have the right to ratify amendments to these By-Laws.

I.3.4 No person who has ever been convicted on impeachment by the Corporation shall be eligible for membership.

I.3.5 Imperial Court of Kentucky Non-Discrimination Policy: The Imperial Court of Kentucky is a 501(c) (3) charitable organization. The Imperial Court of Kentucky is committed to providing an environment that is free from discrimination because of race, color, religion, creed, national origin, ancestry, disability, age, sex, sexual orientation, gender identity and gender expression. Any member of the Imperial Court of Kentucky, member of the Board of Directors, volunteer or any other affiliate of the Imperial Court of Kentucky, who believes they have been discriminated against is strongly encouraged to report this concern promptly to the President of the Board of Directors. The Imperial Court of Kentucky, Board of Directors will thoroughly investigate instances of alleged discrimination and take corrective action if warranted.

II ARTICLE II THE EMPIRE

II.1 SECTION 1: Definition of the Empire

II.1.1 The Empire shall be defined as all counties within the Commonwealth of Kentucky.

- II.2 SECTION 2: Definition of the Empire Seat
 - II.2.1 The Empire Seat shall be defined as the region of Fayette County in the Commonwealth of Kentucky.
- II.3 SECTION 3: Definition of the Empire Proper
 - II.3.1 The Empire Proper shall be defined as the area of the Empire within a radius of 50 miles from the center of Lexington (this shall be calculated from the intersection of Limestone/Main).
- III ARTICLE III BOARD OF DIRECTORS
 - III.1 SECTION 1: General Powers
 - III.1.1 The business and affairs of the Corporation shall be managed by its Board of Directors.
 - III.1.2 The Board of Directors shall have the power to act in any manner to implement the By-Laws of the Corporation.
 - III.2 SECTION 2: Number, Election, and Term
 - III.2.1 The number of Directors of the Corporation shall be seven (7), excluding the Reigning Monarchs.
 - III.2.2 The Board of Directors shall be elected at the annual meeting of members by a plurality of qualified members.
 - III.2.3 The first three (3) vacancies on the Board of Directors shall be filled by the three candidates with the most votes. If there is a fourth vacancy, or more, the candidates with the most votes shall fill these seats, in order of votes received. The first four highest vote getters will serve two (2) terms. If there are additional vacancies on the Board, these vacancies are each for one (1) term.
 - III.2.4 Qualified members shall have the right to be candidates for the Board of Directors and may serve successive terms.
 - III.3 SECTION 3: Vacancies
 - III.3.1 Should a vacancy occur on the Board before completion of a term, such vacancy may be filled by a simple majority vote of a majority of the remaining Board of Directors, though less than a quorum. Nominees shall be selected from qualified members of the Corporation.
 - III.3.2 Should a vacancy of office of the Board occur before the completion of a term, the vacancy of office shall be filled by a current Director or by the newly appointed Director at the discretion of the Board of Directors.
 - III.4 SECTION 4: Meetings
 - III.4.1 Robert's Rules of Order, the By-Laws of the Corporation, and the Articles of Incorporation shall control the manner of meeting operation.

- III.4.2 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- III.4.3 Except where provided otherwise in these By-Laws and Robert's Rules of Order, business of the Board shall be approved by a simple majority of Directors present at an authorized meeting of the Board at which a quorum of Directors are present.
- III.4.6 Special meetings of the Board of Directors may be called by or at the request of the President, or by a majority of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the Commonwealth of Kentucky, as the place for holding any special meeting of the Board of Directors called by them.
- III.4.7 Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally or mailed to each Director at their last known address.
- III.5 SECTION 5: Compensation
- III.5.1 No Director shall receive compensation for their services as a Director; however, any expenses incurred by any Director by reason of their duties or responsibilities as such may be paid by the Corporation; provided, that nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.
- III.6 SECTION 6: Committees
- III.6.1 The Board of Directors shall have authority to establish such committees as it may consider necessary or convenient for the conduct of its business.
- III.7 SECTION 7: Impeachment and Removal
- III.7.1 Any Director elected by qualified members or any person appointed by the Board of Directors may be impeached by written motion and second of motion at any lawfully convened meeting of the Board of Directors with a quorum of Directors present for willful neglect of duty, misappropriation of corporate funds, or behavior unbecoming their position in the Corporation while acting in their official capacity.
- III.7.2 Any Director elected by qualified members or any person appointed by the Board of Directors may be removed from office subsequent to impeachment by two-thirds (2/3) vote of the Board of Directors at a meeting lawfully convened with a quorum of Directors present.
- III.7.3 Any person removed from office pursuant to this section shall be forever barred from holding elected office within Corporation.
- III.8 SECTION 8: Definition of Term
- III.8.1 A term of the Board of Directors shall constitute the period of time from the calling to order of the first meeting of the Board after the annual elections, to the time just before the calling to order of the aforementioned first meeting.

IV ARTICLE IV OFFICERS

IV.1 SECTION 1: Classes

IV.1.1 The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, and such other officers whose duties may be fixed from time to time by the Board of Directors and who are to be elected in accordance with the provisions of this article.

IV.2 SECTION 2: Election and Term of Office

IV.2.1 Officers of the Board of Directors shall be elected from and by the Board of Directors by simple majority in the case where two candidates are nominated for office, and by plurality where more than two candidates are nominated for office. In the case of a tie in a plural vote, the highest two recipients of votes shall have a run-off.

IV.2.2 Officers of the Board of Directors shall hold office for one (1) term; provided, that nothing contained herein shall be construed to preclude any Director from holding office for successive terms.

IV.2.3 Officers of the Board of Directors shall be elected at the first meeting of the new term of the Board.

IV.2.4 The Board of Directors may, at its option, require the bonding of any class of officer of the Corporation.

IV.3 SECTION 3: President

IV.3.1 The President shall be the chief executive officer of the Corporation and shall in general supervise and control all of the day-to-day business and affairs of the Corporation. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

IV.4 SECTION 4: Vice President

IV.4.1 In the absence of the President or when the Board deems the President is unable or refuses to act, the Vice President shall perform the duties of the President and, when so acting, shall have all of the powers and be subject to all of the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

IV.5 SECTION 5: Secretary

IV.5.1 The Secretary shall (1) keep the minutes of the members' and Board of Directors' meetings; (2) be the custodian of the corporate records; (3) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

IV.6 SECTION 6: Treasurer

IV.6.1 The Treasurer shall (1) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any

source whatsoever and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws; and (2) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

V ARTICLE V CONTRACTS, LOANS, CHECKS, AND DEPOSITS

V.1 SECTION 1: Contracts

V.1.1 The Board of Directors may authorize any officer or officers, agent or agents, 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.

V.2 SECTION 2: Loans

V.2.1 No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

V.3 SECTION 3: Checks, drafts, orders, etc.

V.3.1 All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

V.4 SECTION 4: Deposits

V.4.1 All funds of the Corporation not otherwise employed shall be deposited from time to time in a manner prescribed by the Board of Directors to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

V.5 SECTION 5: Gifts

V.5.1 Any Director or officer may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the Corporation in accordance with the Internal Revenue Code as it pertains to organizations recognized as exempt under U.S.C. Section 501(c)3 or any subsequent corresponding section of the code.

V.6 SECTION 6: Charitable Contributions

V.6.1 No officer or other Director shall make charitable contributions in the name of, from the funds of, or on behalf of the Corporation without prior authorization by the Board of Directors.

VI ARTICLE VI BOOKS AND RECORDS

VI.1 SECTION 1: Maintenance of Records

VI.1.1 The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members and Board of Directors, and shall keep a record giving the names and addresses of the Directors entitled to vote, and shall keep copies of all forms and applications submitted to the Internal Revenue Service or other governmental agency at a place and by an officer designated by the Board of Directors and for a period of time designated by the Board of Directors.

VI.2 SECTION 2: Inspection of Records

VI.2.1 All books and records of the Corporation may be inspected by any Director, or the Director's agent or attorney, for any proper purpose at any reasonable time. Any person who is eligible to inspect corporate records pursuant to federal law, may do so pursuant to the applicable federal law.

VI.3 SECTION 3: Accounting Method

VI.3.1 The Corporation shall operate on a fiscal year as determined by the Board of Directors in accordance with federal and state law.

VII ARTICLE VII MONARCHS

VII.1 SECTION 1: Qualification, Tenure, and Election

VII.1.1 Aspirants to the title of Monarch will apply to head one of two lines of descent: Matriarchal or Patriarchal. Aspirants must submit, along with their application, the title and line of descent for which they are applying. Accepted titles for the Monarch to head the Matriarchal line of descent include one of the following: Empress or Emprex. Accepted titles for the Monarch to head the Patriarchal line of descent include one of the following: Emperor or Emprex.

VII.1.2 Qualified members shall have the right to seek and hold the office of Monarch.

VII.1.3 Monarchs shall be elected for a period of one (1) term. Persons may not hold the position of Monarch for successive terms; provided that nothing in this section shall be construed to prevent a person from holding the position of Monarch for successive terms so long as one of the terms is served by virtue of appointment to the position.

VII.1.4 Monarchs shall be elected each year by qualified members at the annual elections of the Corporation. The election of the Monarchs shall be separate from each other, separate from the election of the Board of Directors, and separate from any other race or referendum that may appear on the ballot at the same time. Monarchs shall be elected by a simple majority of qualified members or by plurality when more than two candidates seek the office of Monarch.

VII.1.5 In the instance where qualified candidates for Monarch run unopposed and do not receive an affirmative vote by simple majority of qualified members, a Regent Monarch shall be appointed. In the

case of a tie in an opposed race for Monarch, the Board of Directors will break the tie.

VII.1.6 Persons running for Monarch may not run for the Board of Directors. Persons running for the Board of Directors may not run for Monarch.

VII.2 SECTION 2: Monarchial Enfranchisement

VII.2.1 The Reigning Monarchs shall each have an enfranchised seat on the Board of Directors.

VII.2.2 The Reigning Monarchs shall be counted for the purpose of quorum of the Board of Directors.

VII.2.3 The Reigning Monarchs shall have all of the rights and restrictions of the Directors except that the Monarchs shall not have the right to seek office of the Board pursuant to Article IV, Section 2 of these By-Laws.

VII.3 SECTION 3: Rights and Duties of Monarchs

VII.3.1 During their term of office, the Monarchs shall have the right to appoint their respective Lines of Descent as prescribed by the College of Monarchs and to bestow honorific titles with consent of the College of Monarchs.

VII.3.2 During their term of office, the Monarchs shall have the right to rescind any title given by them.

VII.3.3 During their term of office, the Monarchs shall have the right to represent the Corporation in any public forum, except when designated otherwise by the Board of Directors.

VII.3.4 Reigning Monarchs may have any other rights and duties prescribed by the Board of Directors.

VII.4 SECTION 4: Vacancy, Impeachment, and Removal

VII.4.1 Should a vacancy of the position of Monarch occur, said vacancy shall be filled pursuant to Article III, Section 3.1 of these By-Laws.

VII.4.2 A Reigning Monarch may be impeached and subsequently removed from office pursuant Article III, Section 7 of these By-Laws.

VIII ARTICLE VIII STANDARD REMOVAL OF ELECTED OFFICIALS

VIII.1 SECTION 1: Best Interest of the Corporation

VIII.1.1 When, in the opinion of the Board of Directors, the best interest of the Corporation would be served by removal of an elected official from office, the Board of Directors, or both, for reasons other than those described in Article III, Section 7.1 of these By-Laws, said official and/or Director may be removed from office, the Board of Directors, or both by two-thirds (2/3) vote of the Board of Directors.

VIII.1.2 For the purpose of this section, it is not in the best interest of the Corporation for any Director and/or Monarch to be excessively absent from meetings of the Board of Directors.

- IX ARTICLE IX COLLEGE OF MONARCHS
- IX.1 SECTION 1: Composition of the College of Monarchs
 - IX.1.1 The initial College of Monarchs shall be composed of the initial members of the Board of Directors of the Corporation.
 - IX.1.2 Upon the completion of a term as Monarch, the College of Monarchs may invite, by simple majority, that Monarch to join the College of Monarchs.
 - IX.1.3 Nothing contained herein shall be construed to prevent persons from sitting on the College of Monarchs and the Board of Directors simultaneously.
- IX.2 SECTION 2: Term of the College of Monarchs
 - IX.2.1 The term of members of the College of Monarchs shall be perpetual so long as the member retains recognition of the perpetual title or titles through which membership to the College is vested.
 - IX.2.2 The College of Monarchs shall determine designation and recognition of all vesting titles of its members.
- IX.3 SECTION 3: Meetings of the College of Monarchs
 - IX.3.1 The College of Monarchs shall meet at a time and place as it designates from time to time.
 - IX.3.2 For each term of the Board of Directors, The College of Monarchs shall elect a Minister of Protocol from the College of Monarchs who shall be the presiding officer of the College whose duties shall be designated by the College of Monarchs from time to time.
 - IX.3.3 Robert's Rules of Order shall control the manner of operation of meetings of the College of Monarchs. Except where provided in Robert's Rules of Order or otherwise in these By-Laws, general business of the College of Monarchs shall be approved by simple majority.
 - IX.3.4 Five members of the College of Monarchs shall constitute a quorum of members for the transaction of business of the College of Monarchs.
 - IX.3.5 The Minister of Protocol may call a special meeting. Special meetings may also be called by the President of the Board of Directors, or by a majority of the Directors.
 - IX.3.6 The person or persons authorized to call special meetings of the College of Monarchs may fix any place, either within or without the Commonwealth of Kentucky, as the place for holding any special meeting of the College of Monarchs called by them.
- IX.4 SECTION 4: Duties of the College of Monarchs
 - IX.4.1 The College of Monarchs shall oversee all matters relating to protocol, including the implementation and approval of protocol, prescription of the Lines of Descent of Monarchs, and the designation and recognition of perpetual and vesting titles.

- IX.4.2 The College of Monarchs shall oversee the planning and execution of the annual Coronation Ball, though the Board of Directors shall retain oversight of the annual elections of the Corporation and the Board of Directors shall retain final approval on all proposed expenditures associated with the annual Coronation Ball.
- IX.4.3 The College of Monarchs shall oversee all aspects of its own membership including designation and recognition of vesting titles.
- IX.5 SECTION 5: Emergency Authority of the College
- IX.5.1 In the event that the Board of Directors and/or membership of the Corporation refuse or cease to act in a manner consistent with the articles of incorporation and/or the bylaws, the College of Monarchs may vest itself, by unanimous consent, with the authority to act with the full authority of the Board of Directors of the Corporation.
- IX.5.2 Emergency authority vested to the College of Monarchs pursuant to Article IX Section 5.1 of the By-Laws shall be continuing for a period of thirty (30) days or until the College relinquishes said authority, whichever occurs first.

- X ARTICLE X PROTOCOL AND AWARDS
- X.1 SECTION 1: Protocol
- X.1.1 The College of Monarchs shall implement and oversee all issues associated with the protocol of the Corporation.
- X.2 SECTION 2: Awards
- X.2.1 The Corporation shall each year bestow the Henry Faulkner Community Service Award to an individual selected by qualified members during the annual elections of the Corporation.
- X.2.2 The Corporation may, at the discretion of the Board of Directors, bestow the James Herndon Lifetime Achievement Award to an individual. Candidates for the James Herndon Lifetime Achievement Award shall be unanimously approved by the Board of Directors during a lawfully called meeting with a quorum of Directors present.
- X.2.3 The Board of Directors may bestow other awards and give special recognition as it deems fit from time to time.

- XI ARTICLE XI BY-LAWS AND AMENDMENTS
- XI.1 SECTION 1: Procedure to Amend By-Laws
- XI.1.1 Amendments to these By-Laws may be introduced in writing to the Board of Directors by any Director, Reigning Monarch, or the College of Monarchs.

- XI.1.2 The Board of Directors shall refer any introduced amendment to these By-Laws which has been seconded to the qualified members for ratification by three-quarter (3/4) vote of the Board of Directors at a lawfully called meeting of the Board with quorum present.
- XI.1.3 Ratification of any proposed amendment to these By-Laws shall require a simple majority affirmative vote of qualified members.
- XI.1.4 For the purpose of ratification of referred by-law amendments, the President of the Board shall call a meeting of the general membership pursuant to guidelines as may be prescribed by the Board of Directors from time to time.
- XI.2 SECTION 2: By-Laws and Articles of Incorporation
 - XI.2.1 The initial By-Laws of the Corporation shall be adopted by the Board of Directors.
 - XI.2.2 The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the laws of the Commonwealth of Kentucky, federal law, and the Articles of Incorporation.
 - XI.2.3 The Board of Directors reserves the right to amend the Articles of Incorporation in any manner now or hereafter permitted by the laws of the Commonwealth of Kentucky and federal law.
 - XI.2.4 The Board of Directors reserves the right to adopt Articles of Dissolution in any manner now or hereafter permitted by the laws of the Commonwealth of Kentucky and federal law.
 - XI.2.5 These By-Laws shall be retroactive in their application at the discretion of the Board of Directors, except that amendments to these By-Laws shall only be retroactive in application when the amendment specifically provides for retroactive application as ratified.
 - XI.2.4 Any business not covered by these By- Laws shall be handled solely by the Board of Directors.