



July 4232
IMPERIAL ESTATES

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GENERAL MEETING INFORMATION

Date and Time for the July 2010 Imperial Estates Meeting:

Saturday, July 17, 2010 9:00 AM to 5:00 PM

Sunday, July 18, 2010 – 9:00 AM to 5:00 PM

Location:

Hilton Garden Inn located at 180 SW 18th Avenue, Dania Beach, FL 33004

Direct: 954-624-3364

Hotel main: 954-924-9204

Fax: 954-624-3388

Recommended Airport:

The nearest airport is the Fort Lauderdale International Airport (FLL). Alternative airports are Miami (MIA) and Palm Beach (PBJA). However, be aware if you are going to an alternate airport you will need transportation because they are about 30 minutes to 1 hour away.

Guest accommodations:

Room rates are set at \$79.00 a night and that rate can be extended a few days before and after the event in case anyone wants to take a few extra days enjoying our sun. The hotel has all the bells and whistles (pool, workout room, and restaurant) and is located near to shopping, restaurants and movie theaters. The hotel also has shuttle service to and from the airport as well as the beach and other Florida sightseeing. Mention the Adrian Empire group rate.

Disqualification (Article VI.E.6)

Members entitled to a seat by virtue of rank or office whose dues are not current, are under judicial ban, or have not attended at least (2) official events in any chapter within the previous six (6) months will be denied a seat.

The membership entitled to vote at a meeting of a given body is fixed as of the summoning of the meeting. It may not be subsequently altered by any means (including expiration of dues, non-participation formation of a new Estates or change in Estate held by a given member) until the meeting is concluded with these exceptions:

- Resignation of a given member
- Judicial Ban
- Creation of a greater estate that does not reduce another greater estate below minimum membership (subject to 2/3 approval of the Estates to waive notice and seat the Estate.)

The Crown, if available, will convene the summoned Estates at the appointed time and place and the meeting will be presided over by the Chancellor, if available.

AGENDA

I. CALL TO ORDER

II. ROLL CALL

- Seating of qualified members
- Petitions to waive as per Article VI.E.6. Disqualifications

Vote on the floor to seat the Shire of Thinairia. Visual vote passes.
Vote to seat the houses within Shire of Thinairia. Vote passes, Visual.
Total votes: 157
Majority: 79
Super majority: 105
Present: 60
Proxy: 97

III. APPROVAL OF MINUTES

- Approval of the minutes of the March 2010 Imperial Estates Meeting

Move to vote for approval of March Minutes, seconded, approved by voice vote.

IV. REPORTS

- President and Board of Directors
- Chancery
- Rolls
- Steward
- Sovereign of Arms
- Joust and War
- Arts and Sciences
- Archery
- Physics
- Office of Publishing (includes Imperial Webmaster, Chronicler, etc.)
- Other Officers

Motion to approve the reports as read and spoken. Seconded, Passes by acclamation.

V. CROWN BUSINESS

CRB1. Charter Amendments

1. Elevation of the Arch-Duchy of Kincora to the Kingdom of Kincora.
(Chancellery Note: Requires a simple majority to ratify)

Motion to approve CRB-1, seconded and approved by voice vote.

2. Creation of Shire Westmorland
Westmorland - (We, do hereby fix the territory of this Shire to be in the mundane state of Missouri – the counties of Cole, Callaway, Boone, Audrain, Moniteau, Osage, Maries, Pulaski, and Camden. Viceroy: Christopher Blackthorne
(Chancellery Note: No vote required)
Withdrawn pending membership verifications.
3. Creation of Shire Valdron
Valdron - (We, do hereby fix the territory of SW Oklahoma, counties of Comanche & Caddou. Viceroy: Sir Haunsard
(Chancellery Note: No vote required)
Withdrawn pending membership verifications.

CRB2. Reducing the minimum age for Shinai to 12 years old.

Vote passes, 108 Ayes, 36 Nays, and 5 Abstentions.

CRB3. Amend Imperial Estates Writ: ‘Procedure for Autocrating Events’ to read: ‘Procedure for Autocrating Special Events’.

(Chancellery Note: Requires a simple majority to ratify)

Vote passed by voice acclamation

CRB4. Dismissal of case against Prince Pavo in regards to purported actions from 4 years ago.

(Chancellery Note: Business proposed on the floor by Their Imperial Majesties).

CRB5. Appeal of the membership revocation of Sir Santos (Sam Cessario)

(Chancellery Note: Business proposed on the floor by Their Imperial Majesties, will need to be ratified at next scheduled IEM)

Motion to leave membership revoked, revocation for a period of one year (July 2011) before reconsideration by the Estates pending new appeal, Seconded. Fails by voice vote.

Motion to vote for serve a one year banishment to be allowed to return in March 2011 if there are no known further offenses, with loss of All knighthoods for one year, upon return is only allowed to go to the Main Crown Event (capital event) in Albion for one year, pay penance to the Albion Crown upon return at the crowns discretion, seconded. 84 Ayes, 48 Nays, Motion Passes

Motion by Prince Nikkolai: That Sam Cessario attends 52 weeks of anger management, letter from licensed mental health professional stating that he is a low risk for re-offense. Seconded. Passes by visual vote.

VI. CHANCERY BUSINESS

CH1. Judicial Decisions

(No action required)

Note: Will be published separately.

In accordance with Imperial Estates Writ #2, 12, Codex Adjudicata Article IV.8.
Posted on the [adrianempire.org](http://www.adrianempire.org) Departments Chancellory.
<http://www.adrianempire.org/chancellor-justice.php>

Request made that decision report be published each meeting, even if nothing is listed.

CH2. Consider Candidates for the Imperial Throne

Sir Hawthorn de Tallyrand-Perigord & Dame Cocah Anatolii

Vote passes, 120 Ayes, 24 Nays, and 5 Abstentions.

CH3. Elect Members to the Board of Directors.

President – Chris Bagnall (Prince Wright Bentwood)

Vote Passes 103 Ayes

Vice President – Scott Gibbons (Count-Royal Liam Lust)

Vote passes by voice vote

VII. OLD BUSINESS

OB1. Proposed Operating Procedures for the Board of Directors

(Requires a 2/3rd vote) Straw poll to consider everything except Ob-1a1 Aye 102, Nay 33

Motion to vote to approve all of OB-1 with the exception of OB-1a1 108 Ayes, 19 Nays, motion passes

Move to enter into discussion, seconded, approved by acclamation

Sir L'Bete and Sir Liam and Sir Nicolai to be an advisory committee

Motion to divide OB-1a1 to President and Vice-president from the Steward. Motion passes by voice vote.

Motion to end discussion of the first part, Presidential & Vice Presidential portion of OB-1a1, Seconded, passes by voice vote.

Motion for the vote on the first part, Presidential and Vice-presidential portion of OB-1a1, Seconded. 105 Ayes, 42 Nays, Motion Passes.

Their Imperial Majesties to research the D&O insurance as to who is covered by the policy.

Motion to end debate seconded, passed by visual vote.

Move to vote for OB-1a1 for replacing the Steward on the board as a voting member of the board with a member at large. Steward remains an advisory member only. 77 Ayes, 54 Nays, vote fails.

CRB2 was actually a series of proposals, not one big proposal. I apologize for the mixup. As requested, the item is re-submitted in bite-sized chunks preceded by bullet-point summaries. For clarity, I ask that the Chancellor put these items collectively on the July Agenda as CRB2 with the understanding that CRB2 has several sub-parts, all of which will be addressed SEPARATELY. Unto the Estates, thanks again for the warm reception and patient hearing you gave the initial presentation of CRB2 in March of

2010.

Preface: Now that the division is accomplished between BOD and Administration (the Imperial Crown and its non-Steward ministers), what are BOD powers? What powers, if any, shall be ceded by the Administration? As I indicated at the March 2010 meeting, although there is an earnest and vocal group who feel that the “stick-jocks” and “drama-queens” (not my words) who become our Imperial Crowns are not qualified to handle mundane business and should be relegated to dealing only with the “game,” that group does not seem to constitute 2/3 of the IEG. I doubt that will ever change. Too many feel (as I do) that whatever imperfections they may have, our Imperial Crowns are actually the most vetted candidates for mundane authority. Because of all the hoops Imperial Candidates must jump through (“acceptability to the Estates,” gathering support for war in four locations, etc.), our Crowns are, of necessity, the best of the best for a given Regnal Year. In short, I think that realistically, we should reconcile ourselves to the prospect that the Corporation’s Chief Executive Officer will remain the Imperial Crown, and the “President” (an undefined creature we created some years ago) will have no Crown powers at all. Instead, the President will be a creature of the BOD.

Introduction: Following are the proposals from CRB2 introduced at the March, 2010 meeting of the Imperial Estates General (IEG) [originally presented to the BOD in more-general form in November of 2009]. They have been repackaged as requested. As they deal with the respective roles of branches of our government (Crown, BOD, IEG), it has been suggested that we solicit a mundane legal opinion. That is being done, and questions have already been prepared. If there be any mundane legal concerns with any of the following proposals, the Estates will be immediately advised. Thus far, there are none to our knowledge.

Sponsorship: As this is now Crown Business, the proposals listed below are sponsored by the Imperial Crowns as well as the listed sponsors. Many folks in various political camps have given their input, and many of their suggestions are incorporated. Ultimately, these proposals are a series of well-considered compromises, cleanups, and clarifications.

Note: For those comparing this OB1 to March’s CRB2, please note that the sections have been renumbered. CRB2-1 is now OB1.a., CRB2-2 is now OB1.b., etc. Some sections have been further subdivided, e.g. OB1.a.(1) and OB1.2.a.(2). There have been other changes to accommodate the break-up of the overall CRB2 into its composite bite-sized proposals, but otherwise, there are no substantive changes.

Proposals:

*****OB1.a.(1) ELECTION*****

SPONSORS: Sir Nikolai and Lord Wright (in consultation with too many folks to list here)

LAW CHANGE?: Yes.

CURRENT LAW: The President and Vice President are elected to those positions and seated on the BOD for a one-year term. The Steward is appointed by the Crown and seated on the BOD for a one-year term.

WHAT THE PROPOSAL DOES: The Steward is confirmed as solely part of the Imperial

Administration (i.e. management, and thus advisory to the BOD, but not voting). Three “at-large” members are elected to the BOD for one-year terms. The President, Vice-President, and Board Secretary are elected from the seated members of the BOD and can be ANY of them, including the regional Directors.

WHY THIS IS GOOD: Allows the best candidates for BOD officers to be selected from the 9-member BOD rather than from candidate pools (historically, these have been “pools” of one, maybe two, and often without any experience at all); also, it regularizes the election process

VOTE NEEDED: Majority, NOT 2/3. The proposed amendment is to Article IV, which, although it is found in the Bylaws, is not a Bylaw at all. It is an Estates Writ (formerly Estates Writ #14, which in the Lex Adria Imperium (“LAI”) is predictably listed as “Moved to the Bylaws...” That Estates Writ was enacted pursuant to LAI Article VI.F.1.a.

COMMENTARY: Now that the President and V.P. are no longer the Crowns/Chancellor, the current, poorly-defined election process for Pres. and V.P. is clunky. In fact, it makes no sense at all. That’s because we, as Estates, never really finished writing up the election process. When we voted on “separation,” we made minimal changes to our election procedures by simple word-substitutions (with the thought that we would come back and clean up later– in this case, years later). The current process is a Frankenstein’s Monster awkwardly fusing old procedures to take stumbling steps in the direction we seemed to want to go. The description of the terms of office for President and V.P. and Secretary (Steward) in Article IV is based completely on our rules for terms of office for the Crowns/Chancellor and Imperial Steward who HISTORICALLY filled those positions. Now that we have “separated” President/V.P. from Crowns/Chancellor, we naturally seek to have those Directors elected by the Imperial Estates just like all the other Directors. That’s fine. There is nothing wrong with that, but once the Imperial Estates have elected a BOD (and a President therefrom), it is the BOD which should elect from its own ranks the best-qualified alternate to the President (the Vice President).

While we have endeavored to develop a smoother and more-logical form for our election process, we have struggled with the incomplete system currently in place. As a result of that, we have ended up with brand-new Directors elected directly to leadership positions on the BOD without experience. Our most-recently-elected leaders wisely insisted on a “honeymoon” period before taking on their duties because they recognized that they had much to learn before assuming those responsibilities. While it could be that the newest Directors might often indeed be the best qualified, that might not always be the case, and it is very likely that in the future, many candidates for Director will prefer to serve a term or two before taking on the additional duties of President/V.P.

It seems there is appetite for complete segregation between the BOD and management, and so we therefore naturally consider separating the Board Secretary from the Imperial Steward, who would become an advisory member (like the Crowns). The Board Secretary is evolving its own (very important) function distinct from the Steward anyway. The position of Board Secretary is critical because we (the BOD) rely so much on the minutes. Our current BOD policy is to never make a decision without assigning a Director to follow up on it and report progress at the next meeting. To do otherwise would be to make empty decisions with no hope of ever getting anything done. We use the minutes to keep track of who has which projects and responsibilities. Thus, the Board Secretary is now the duty coordinator for the BOD. As I said, this position is critical, and because we have given that position insufficient attention, it has been a weakness for the BOD. Board Secretary should also be elected from the BOD ranks by the BOD (for the same practical reasons as the V.P.; in fact, even more so).

Having said all that, the simple solution, now that we have resolved to “separate” the BOD and the Administration, is to have three more of the Directors be 1-year-term at-large Directors (with the rest still being regional 2-year-term Directors). The President, Vice President, and Board Secretary need not be any of these at-large members. They could be any members of the BOD. The Estates, after seating the members of the BOD, could elect a President from the interested Directors. The Vice President (whose only function would be to cover for the President in times when the President be unavailable to act) and the Board Secretary could be elected by the BOD itself from among its members. The BOD could also determine for itself how often these latter 2 positions might rotate, and the BOD could retain flexibility to change the folks serving in those positions based on circumstances. As our recent history has shown, the length of time a Director might be able to serve in a leadership position might be dictated in large part by personal circumstances. [Note: The language of the proposal below is slightly modified from that presented in March, 2010, in order to make it more consistent with Article IV.E.

No substantive changes have been made.]

***PROPOSAL: Thus, I propose additional language to Article IV.A. of the Bylaws to read [language in brackets is added commentary, which is not part of the proposal]:

“A. NUMBER OF DIRECTORS

“The number of Directors shall be nine (9). Three shall be at-large Directors, who shall be elected annually by the Imperial Estates General from the membership at large for 1-year terms. Each may be re-elected to one successive term. The Imperial Estates General will elect the remaining six (6) Directors of the Board of Directors from among the paid membership by a simple majority vote; those elected shall serve two-year terms and shall be termed “regional Directors.” Two (2) regional Directors shall be elected from each region (1, 2, and 3) as defined in Imperial Estates Writ #21.a. One 2-year-term Director shall be elected each year from each region, thus staggering the election of the six 2-year-term Directors.

“All candidates for the three 1-year-term at-large Director positions shall be elected together, with the highest vote-getters being elected. Candidates for each regional 2-year-term Director position shall be elected by the nomination/elimination/election procedure defined by Imperial Estates Writ [currently under “Nomination Procedure” in the Chancellor’s Manual]. All candidates may be self-nominated.

“The Board of Directors shall elect from its own membership a Vice-President and Board Secretary according to its own procedures. The President shall be elected from among the Board of Directors by the Imperial Estates at any meeting during which there be a Presidential vacancy or for which a Presidential term be concluding.”

“The Imperial Crown and Imperial Steward shall serve in an advisory capacity to the Board of Directors. They will not be considered as Directors.” [As to the Imperial Crown, this is current practice.]

TEXT OF OLD LAW: [Included for comparison as the Bylaws on the website are not fully updated.] The old language reads as follows [language in brackets is added commentary; see the Bylaws and the OB4 modifications made July of 2008]:

“The number of Directors shall be seven (9). The Imperial Estates General shall elect the President and

Vice President [formally, Crowns/Chancellor] to serve one-year terms. Each may be re-elected to one successive term. [This last sentence is left-over verbiage having to do with term limits on CROWNS, but I left it in anyway in the proposal above. Someone in the future may decide to propose to take it out.] The Imperial Steward shall serve as Treasurer [this is true regardless of whether the Steward be on the BOD; this language is surplusage] and may serve successive terms (as this is an appointed position by the Imperial Crown) [but now, it seems the Imperial Estates would prefer that the BOD be independent of the Imperial Crown, and thus a number of the Estates have indicated that neither the Imperial Crown nor its appointees should serve on the BOD, unless independently elected].

“The Imperial Estates General will elect the remaining six (6) directors of the Board of Directors from among the paid membership of the Adrian Empire by a simple majority vote; those elected shall serve two-year terms. The directors-at-large shall be comprised of two (2) members from each region (1, 2, and 3) as defined in Imperial Estates Writ #21.a.. Three (3) of these directors shall be elected each year, thus staggering the election. [In this case, the term “at-large” means that the Directors are not President, Vice-President, or Steward. In the proposal above, I use “at-large” to mean “from throughout the Empire without regard to region.”]

“Directors elected by the Imperial Estates General [for regional 2-year positions] that [later] become President, Vice President, or Imperial Steward during the second year of their [regional] term vacate their [regional 2-year] seat [to avoid one person holding two seats]; the remaining year of their term [the term of the now-vacant 2-year regional position] shall be filled by a one-year appointment, elected by the Imperial Estates General. Candidates may be self-nominated. [Wow. This is a REALLY clunky and nearly incomprehensible attempt to reconcile old law applying to Crowns and Ministers with the new “separation.” The proposal above makes this whole paragraph unnecessary.]

“The retiring President and the Imperial Chancellor shall have non-voting, advisory memberships on the Board of Directors. [“President” was inserted for “Imperial Crown,” but someone forgot to put “Vice President” for “Imperial Chancellor.” This is what happens when you try to make sweeping changes with minimal word substitutions. This passage is antiquated. Its origin is a time when the current Crowns/Chancellor were ON the BOD, and the former Crowns/Chancellor were there to give continuity. Using the at-large system, we avoid the whole issue, and none of this is necessary.] They will not be considered Directors.”

*****OB2.a.(2) ELECTIONS (PART 2)*****

SPONSORS: Sir Nikolai and Lord Wright (in consultation with too many folks to list here)

LAW CHANGE?: Yes.

CURRENT LAW: Article VII.G. of the LAI defines the President, Vice-President, and Treasurer (Steward) as “Officers of the Corporation.” It also has a piece of the election/eligibility process for President and Vice-President which conflict with Article IV.B and Article IV.E.1. (although, since Article IV is just an Estates Writ, any conflict is resolved in favor of Article VII.G.). That election process is inconsistent with CRB2.a.(1), although not technically in direct conflict. The current process has 2 Directors (President and VP) elected in July, with the rest elected in November. All Directors begin their term in November regardless of when elected, although they may start early to fill vacancies.

WHAT THE PROPOSAL DOES: Repeals Article VII.G. and amends Articles IV.B., IV.E.1. and IV.F.

to fill the gap in a manner consistent with CRB2.a.(1). Amended Articles IV.B., IV.E.1. and IV.F remain Imperial Estates Writ (consistent with Article VI.F.1.a. as well as Estates Writs #14 and #21.a.). The proposal has ALL Directors being elected in July (with terms beginning in November, as usual); the President is elected from seated members of the BOD in November. AS WE ARE VOTING ON THIS IN JULY, OBVIOUSLY, THIS LAST PROVISION WILL NOT TAKE IMMEDIATE EFFECT IF PASSED (most Directors will be elected in November this year).

WHY THIS IS GOOD: It puts all BOD election procedures in one place and makes them internally consistent. Allows a “honeymoon period” for ALL Directors between July and November and leaves time to elect the President from an already-known BOD in November.

VOTE NEEDED: 2/3 as it is technically a Bylaw change.

COMMENTARY: This proposal to deal with Article VII.G. was not in the original CRB2 in March. This was only because the paragraph in question was overlooked. I had not noticed that there was another section in the LAI dealing with BOD elections (mostly covered in CRB2.a.(1)). Once I found it, I realized that we needed to clean that up too, which led me to further review of Articles IV.B., IV.E.1. and IV.F. The over-all proposal is the same as originally presented and consistent with the changes to Article IV originally proposed (currently presented as CRB2.a.(1) above).

***PROPOSAL: Repeal Article VII.G. Amend Articles IV.B, IV.E.1. and IV.F. as follows to fill the gap:

Article IV.B.: Replace the second sentence only, which currently reads, “At each such annual meeting [November], Directors will be elected for the next annual term.” with “Directors shall be elected at the same meeting designated for determination of qualification and acceptability of Imperial Candidates (currently, July: Article VI.E.5 of the Lex Adria Imperium).” [All other language remains the same.]

Article IV.E.1.: Amend the paragraph to read,

“a. Each Candidate for a position on the Board of Directors shall submit a letter of intent and list of qualifications to the Chancery for inclusion in the July Agenda. This shall be done following the same procedure as Candidates for Imperial Crown (letter of intent to the Chancellor by Closing Court of Imperial Civil War/Banner War). Each Candidate must fill out the required mundane legal paperwork at the time they submit the letter. There shall be no nominations of Candidates from the floor of the Imperial Estates General Meeting except for where there be no candidates for a particular position (“emergency nomination”). Any elections of Candidates nominated from the floor shall be reviewed at the following meeting of the Imperial Estates General for ratification.”

b. Any Director who shall hold a position on the Board of Directors commencing the next Budgetary Meeting of the Imperial Estates General (currently November: Article VI.E.3 of the Lex Adria Imperium) is eligible to run for the position of President. Each Presidential Candidate shall submit a letter of intent and list of qualifications to the Chancery for inclusion in the November Agenda.

Article IV.F. Add the following sentence, “The Officers of the Corporation are the President, Vice-President, and Secretary-Treasurer (Imperial Steward).” The Chief Executive Officer shall be as

designated in the Lex Adria Imperium.

*****OB1.b.(1) TERM OF OFFICE*****

SPONSORS: Sir Nikolai and Lord Wright (in consultation with too many folks to list here)

LAW CHANGE?: No.

WHAT THE PROPOSAL DOES: Cleans up apparent contradictions regarding duration of term that a Director serves.

WHY THIS IS GOOD: Apparent contradictions can lead to confusion.

VOTE NEEDED: Majority to direct the Chancery to conduct the cleanup. It would be majority anyway as the proposed amendment is to Article IV, which is actually an Estates Writ (formerly Estates Writ #14).

COMMENTARY: Currently, the term of office of the Directors is set forth in Article IV.B. [The intent of that paragraph is to establish that Director positions turn over at our November meetings (meetings properly termed our Regnal, Coronation, or Budgetary meetings), regardless of when Directors are elected/appointed. The problem is that the implication is that all Directors serve for one year, which is contradicted by the previous section setting forth that some Directors serve for 2 years. This is another example of what happens when we only partially edit the Bylaws after amendment by the Estates. Oh well.

***PROPOSAL: [Anyway, the FIRST SENTENCE ONLY of Article IV.B. should be replaced with]:

“Regardless of whether a Director’s position is for a term of approximately 1 year, 2 years, or some other duration as prescribed by law, the term of a given Director’s position shall always begin and end at a regular Budgetary Meeting of the Imperial Estates General (currently in November: Article VI.E.3 of the Lex Adria Imperium). The term of a given Director position is fixed regardless of whether the actual Director who holds the position is appointed or elected mid-term.” [The rest of the language remains the same; this is not a change in the law.]

*****OB1.b.(2) OFFICE TERM/REMOVAL/REPLACEMENT/SUSPENSION*****

SPONSORS: Sir Nikolai and Lord Wright (in consultation with too many folks to list here)

LAW CHANGE?: Yes, sorta.

CURRENT LAW: Not much different than that being proposed.

WHAT THE PROPOSAL DOES: Clarifies procedures affecting the term, removal, replacement, and suspension of BOD officers in a clear, specific, and consistent way. “Consistent” means consistent with current law as well as the other proposals herein.

WHY THIS IS GOOD: Not having these procedures clarified can lead to confusion, ineffectiveness,

power struggles, and constitutional crises due to bickering over what the procedure should be when someone's position is at stake.

VOTE NEEDED: Majority as the proposed amendment is to Article IV, which is actually an Estates Writ (formerly Estates Writ #14).

COMMENTARY: None

***PROPOSAL: [The following is additional language of particular application to Presidents, Vice Presidents, and Board Secretaries, which should be added to Article IV.B]:

“The term of office of the President shall be approximately one year between Budgetary Meetings of the Imperial Estates General. The Presidential term is fixed regardless of whether a given President is elected mid-term. The term of office for the Vice President or Board Secretary shall be as determined by the Board of Directors or be the same as that of the President, if the Board of Directors has not determined otherwise. A Vice President or Board Secretary may be removed or replaced (from that position, not as a Director) by majority vote of the Board of Directors. A President (including an acting President) may only be removed or replaced from that position by majority vote of the Imperial Estates. At any time the Imperial Estates be not convened, a President may be suspended from that position by judicial ban, by petition of 2/3 of all members of the Board of Directors, or by a 2/3 vote of the Board of Directors at a convened meeting, but said suspension may last no longer than until the Imperial Estates meet again, at which time, the President's continued service as President and/or as Director shall be reviewed. In addition, all Board Directors who voted for said suspension shall also have their continued service reviewed by the Imperial Estates General. Any Director who fail to garner a majority of votes in favor of continued service shall be deemed to have resigned and shall be temporarily replaced by election after nomination from the floor of the Imperial Estates General. The permanent filling of the vacancy shall be handled in the normal course of business.” [In short, if the BOD take the dramatic step of suspension of the President, the BOD must be prepared to justify that action to the IEG. On the other hand, we clearly MUST have a mechanism for suspending a President between IEG meetings as the President is the person who convenes the BOD for action such that it may perform its duties, and if a President be not performing necessary duties, or worse, if the President be acting against the interest of the Empire, there has to be a way to suspend that President and get work done.]

*****OB1.c. POWERS OF THE BOARD OF DIRECTORS: BUDGET*****

SPONSORS: Sir Nikolai and Lord Wright (in consultation with too many folks to list here)

LAW CHANGE?: No

CURRENT LAW: Imperial Estates approve budgets; BOD only reviews budgets for mundane concerns and makes recommendations

WHAT THE PROPOSAL DOES: Clarifies the different roles of the IEG and the BOD

WHY THIS IS GOOD: Currently, the law is written in a manner that suggests that the BOD approves budgets (which it never has). The proposal fixes that.

VOTE NEEDED: Majority to direct Chancery to fix the problem. It would be majority anyway as the

proposed amendment is to Article IV, which is actually an Estates Writ (formerly Estates Writ #14).

COMMENTARY: The ongoing debate for over ten years has been what the powers of the Board of Directors are. While the parameters of our responsibilities are statutorily defined (see Article IV.F.), our “powers” are extremely limited (see Articles IV.C. and D.) as directed by the Imperial Estates General. For all practical purposes, the Board of Directors has historically acted essentially as the “Steward” for the Imperial Estates. The Imperial Steward is the officer in management who handles the mundane affairs of the Empire. The Board of Directors is not an executive body, and has no independent powers to act, but it is also involved in reviewing and advising as to mundane issues for consumption of the executive (Crown and Steward) and the legislative (Imperial Estates) bodies. Also, as the Board of Directors is regionally representative, the representatives from the different regions are uniquely positioned to liaison between their local Stewards and the Imperial Steward when there be communication and transmission issues. Of course, even in the absence of executive power, the BOD’s unique position as the credible source of information with regard to mundane issues gives it enormous influence. BOD recommendations are routinely accepted and followed, and thus, the BOD must take its responsibility seriously when presenting its research and advice.

As to actual powers pursuant to Article IV.C., under current law, the BOD can “approve” budgets. Interestingly, “budget” is defined in the glossary and contemplates a proposal of expenditures made by the Crown to the Estates. Also, the Bylaws at Article III B. specifically say (as they should) that the Imperial Crown may expend treasury funds on items as approved by the Imperial Estates General. Of course, the IEG “approves” expenses in advance by budgeting them, or in retrospect by approving them retroactively. The “approval” of budgets by the BOD should be limited to approval as to form with regard to mundane requirements. Approval as to substance (meaning how we would actually like to spend our money) should be the sole purview of the Estates. As set forth above, it is already law that the Estates must approve all expenditures authorized by the Crown which are not budgeted.

***PROPOSAL: That all being said, I propose a clarification of Article IV. C. as follows {proposed added language in braces; all other language original}:

“The Board of Directors shall only have the power to review budgets and expenditures {proposed by the Imperial Crown (or Its designee) for the purpose of making recommendations and commentary thereon to the Imperial Estates}, and to pass non-binding resolutions of corporate policy...” [At some point, the Steward’s Manual could set up a procedure by which budgets would be developed and submitted.]

*****OB1.d.(1) GET BOD HANDS OFF MEMBERSHIP!!!!*****

SPONSORS: The BOD (voted 11/09)

LAW CHANGE?: Yes.

CURRENT LAW: Suspension of a membership involves a special panel including the BOD.

WHAT THE PROPOSAL DOES: Keeps the special panel, but replaces the BOD with other folks elected by the Imperial Estates.

WHY THIS IS GOOD: The Estates were very clear when they created the BOD in 1999. They wanted

the BOD as far away from the fundamental right of membership as possible, and they said so in the Bylaws. It is inconsistent with the BOD's mission to sit as a quasi-judicial body.

VOTE NEEDED: 2/3 (Technically, all powers of the BOD are pursuant to Imperial Estates Writ as indicated in Article VI.F.1.a, in which case, the vote should be simple majority; however, the law to be amended is Article II, which is a true Bylaw. To be safe, this should be amended by 2/3.)

COMMENTARY: In November of 2009, the BOD reviewed the conflict between Articles II.A.4. (BOD involved in "special panels" reviewing suspension of memberships) and Article IV.D.1. (BOD having no power over membership unless specifically granted by the Imperial Estates). Technically, there is no conflict, as clearly, the Imperial Estates granted us (the BOD) the power of the "special panel." Even so, such seems very inconsistent with the INTENT of Article IV.D.1., which was to keep the BOD (a body which already has enormous influence) from having direct authority over the most fundamental right of a member (membership). Bottom line: the BOD is uncomfortable with this inherent conflict, and wants out.

***PROPOSAL: That all being said, the BOD proposes as follows [text in brackets not part of the law; explanation only]:

Amend Article II.A.d. as follows:

"II.A.d. On the recommendation of a panel convened under the procedure outlined in Article II.A.4." [Omitting the involvement of the BOD, regardless of IEG authorization.]

Amend Article II.A.4.b. through g. as follows: [to remove the BOD from the process as follows– THIS LANGUAGE WAS PARTICULARLY REVIEWED BY THE BOD IN NOVEMBER OF 2009, AND THIS IS THE BOD'S RECOMMENDATION; please see our minutes]

"4.b. Upon notification of the above (a.), the Imperial Crown [current law says "President," who of course, was the Imperial Crown at the time the original paragraph was drafted; the word substitution was in the spirit of "separation," but was never specifically approved by the Estates; it is an error] shall convene a special panel composed of the Crown(s) of the member's chartered subdivision, two Royal Crowns from a rotational list (rotating each regular Imperial Estates Meeting, and four members elected by the Imperial Estates General to serve on the panel until the next regular meeting of the Imperial Estates General (at which time, new members would be elected). The Imperial Estates General shall also elect two alternate panel members to serve in the stead of any elected panel members who be unavailable to serve. [This is the same as current law, except that the IEG elects special panel members instead of BOD members. The number of elected members is different than the number of Directors on the BOD, but the BOD suggest that a seven-member panel would be ideal.]

"4.c. The rotational list of Kingdoms (for so long as they maintain Kingdom status) shall include Terre Nueve, Umbria, Esperance, York, Albion, Castilles, Kinkora, and any new Kingdom to be added in order of recognition. [This is current law, except the parenthetical language regarding maintaining Kingdom status.]

"4.d. If a member of the panel is the member in question, that member shall be excused. [Current law.]

"4.e. If less than seven members be on the panel, additional Crowns from the rotational list shall be

added. [This is current law, except the number has been changed from 8 to 7.]

“4.f. The panel shall require a quorum of at least four members, and the recommendation to suspend shall require a 2/3 vote (a minimum of at least three). [This is current law, except the numbers are modified to accommodate the 7-member panel.]

“4.g. The Imperial Crown may suspend the membership of a member for no longer than the duration of the pending case against the member, if the case be Adrian and not a mundane criminal case, the trial date shall be set within 60 days of notification of suspension.” [This is also current law; however, the current language is not explicit as to who actually suspends the membership. This is corrected.]

*****OB1.d.(2) DUE PROCESS*****

SPONSORS: Sir Nikolai and Lord Wright (in consultation with too many folks to list here)

LAW CHANGE?: No.

CURRENT LAW: We have due process, but it is not spelled out very well, and it is often overlooked.

WHAT THE PROPOSAL DOES: Makes the right to due process explicit.

WHY THIS IS GOOD: It increases the chances that folks will be afforded their rights.

VOTE NEEDED: 2/3 to be safe as we are amending Article II, otherwise, it would be majority to direct the Chancery to add the clarifying language.

COMMENTARY: Historically, the issue of approval, revocation, denial, etc. of membership was the sole purview of the Imperial Crown. The prior law got lost in the cracks and now exists only in the passive voice (see Article II.A.2 and the first sentence of Article II.A.4) with no clarity as to who is responsible for these decisions (although Article II.A.4.f. suggests that a special panel has the actual authority of suspension, not just the power to recommend suspension, which REALLY flies in the face of Article IV.D.1.). The prior law must be re-instituted (as it was never actually repealed). The Crown is responsible. The Crown can use a “suspension panel” [but not one that includes the BOD, please], a court, or another appropriate advisory body to assist in the decision, but the decision belongs with the Crown. The prospective member should have the right of appeal to the Estates (through the Chancellor) as normal business. Confidentiality may be waived by the applicant. The only exception would be if there be some allegation that the application had engaged in conduct against a victim, and the victim wished the victim’s privacy protected (or was legally entitled to privacy protection). Under those circumstances, the applicant still has the right of appeal, and the applicant (or the applicant’s advocate) and the Chancellor (reviewed by the BOD for mundane liability issues) shall determine how to present the most complete relevant information to the Estates while maintaining anonymity.

***PROPOSAL: Add Article II.A.5. as follows:

With regard to membership revocation, denial, or suspension, the person in question has an absolute right to due process, and the Chancellor (in consultation with the properly advised Board of Directors as to mundane liability issues) is charged to develop appropriate due process procedures. The person in question shall have the right of appeal to the Estates (through the Chancellor) as normal business (or

emergency business, if an emergency meeting be properly convened and notice waived), and the Crown shall give notice of that right of appeal. Confidentiality may be waived by the person in question. The only exception would be if there be some allegation that the person in question had engaged in conduct against a victim, and the victim wished the victim's privacy protected (or was legally entitled to privacy protection regardless of wishes). Under those circumstances, the person in question still has the right of appeal, and that person (or that person's advocate) and the Chancellor (reviewed by the Board of Directors for mundane liability issues) shall determine how to present the most complete relevant information to the Estates while maintaining anonymity. [This last is technically Adrian law already although not specifically set forth in the Bylaws, but it is not well-publicized, and persons whose memberships have been at stake have not always been afforded their rights, or have even been aware of them. With regard to appeal to the Estates, the Chancellor should be directed to develop a procedure consistent with this proposed Article II.A.5. to preserve the rights of members and prospective members and any alleged victim(s) as well as procedures for giving interested parties notice of their rights. These procedures should go in the Chancellor's Manual.]

Amend Article II.A.4. as follows: "Membership in the Adrian Empire and all the rights therein may be suspended by the Imperial Crown as provided below:" [and Article II.A.4.a. remains intact]

Amend Article II.A.2. as follows: "Membership in the Adrian Empire may be revoked by the Imperial Crown..."

Amend Article II.A.3. as follows: "Membership in the Adrian Empire may be denied by the Imperial Crown..."

*****OB1.e.(1) THE BYLAWS/LEX ADRIA IMPERIUM SPLIT*****

SPONSORS: Sir Nikolai and Lord Wright (in consultation with too many folks to list here)

LAW CHANGE?: No.

CURRENT LAW: The split of the Bylaws and Lex Adria was done with an ax.

WHAT THE PROPOSAL DOES: Heals the raw edges of the split.

WHY THIS IS GOOD: It creates consistency and ease of reference in our law.

VOTE NEEDED: 2/3 only because a new "Article I" is being created, which has no force of law, but which is explanatory, otherwise, it would simply be a majority vote to request cleanup from the Chancery.

COMMENTARY: The split Bylaws/Lex Adria Imperium has left us with some continuity problems which are made immediately apparent in the discussion of the proposed changes above. We discuss executive powers as being vested in the Imperial Crown, but of course, the powers of the Imperial Crown are defined, not in the Bylaws, but in the Lex Adria Imperium (with some allusions in the Bylaws). How our Crown is selected or removed is likewise there. When the Bylaws were split, there were at least two reasons articulated as to why we were doing it. The main reason was that we were concerned that our Bylaws were in a constant state of amendment, and so we had to report our amendments to the Arizona Corporations Commission three times a year (which frankly, doesn't seem particularly onerous, but many of the IEG were concerned about it). For some reason, folks thought that the Articles relegated to the

Bylaws (II through IV) would not change as often. A smaller number of IEG members were also hoping to divide the governance of the club into “actual mundane Bylaws” and “game rules.” Unfortunately, the latter goal is unattainable without a complete overhaul of how Adria is run (which some favor, but many do not). So many fundamental organizational items are in the Lex Adria Imperium, all with mundane implications including the creation of “Chapters” (Chartered Subdivisions), the selection of management (Crowns and Ministers), the powers of the membership and their representatives (the “Governing Body” or “Estates “), and the internal resolution of disputes (Justice). The very power to elect the BOD and amend the Bylaws is in the Lex Adria Imperium. We have more problems than that. In the split, we lost numerical and legal continuity. The LAI kept Article I (General), but shows Articles II through IV as “Moved to the Bylaws.” Unfortunately, instead of the Bylaws having Article I as “See LAI,” it has what used to be Article II. In other words, all the Bylaw Articles are inconveniently numbered in that they are off by one from the LAI, which causes immediate problems. For example, please see Article II.A.2.d., which references Article III.A.4, which is currently II.A.4; also please see Article IV.D., which references “Article III: Members” [now Article II in the Bylaws] and Articles VIII, XIV, XV, and XVI [which are not in the Bylaws at all, but the LAI, although no mention is made of that] In addition, the Bylaws add an Article IV regarding the BOD itself (so we have two Articles IV, one in the Bylaws, and one in the LAI). This second Article IV listed in the Bylaws is not a Bylaw at all, but an Imperial Estates Writ pursuant to LAI Article VI.F.1.a. (Writ #14, which in the LAI is predictably listed as “Moved to the Bylaws...”) In short, we have a “Bylaw” that isn’t; it’s a Writ. It is modifiable by majority of the IEG (even if the split of the rules was originally done by 2/3 vote.) Ultimately, the split of the rules is causing more headaches than it saves, and we are STILL referring to the unsplit Bylaws to resolve a lot of these headaches.

***PROPOSAL: Article I of the Bylaws becomes “General,” and the text of it becomes, “The Scope and Purpose of the Adrian Empire, Inc., and the Standards of Conduct of its members shall be as set forth in the Lex Adria Imperium. The Lex Adria Imperium shall also set forth the governing framework of the Adrian Empire, Inc. including but not limited to

- A. The creation and amendment of rules of the corporation including these Bylaws, which shall be done by the representative body of the membership (the Imperial Estates General);
- B. The selection and powers of management (including the Imperial Crown and Ministers);
- C. The resolution of internal disputes.”

Current Articles I through III become Articles II through IV to create numerical consistency with the LAI, and Current Article IV is restored its enumeration as Imperial Estates Writ 14 so no one forgets it’s a Writ. [Note, this fixes current Article II.A.2.d., which already references itself as Article III.]

*****OB1.e.(2) TYPOS: ARTICLE IV.D.*****

SPONSORS: Sir Nikolai and Lord Wright (in consultation with too many folks to list here)

LAW CHANGE?: Not really.

CURRENT LAW: The BOD has no power to change or otherwise affect the composition of the Imperial Government (Article VI). Only the Imperial Estates can do that.

WHAT THE PROPOSAL DOES: Restores Article VI to the list of taboo Articles that are “hands-off” for

the BOD. That list is in Article IV.D. of the Bylaws.

WHY THIS IS GOOD: There should be no doubt that the BOD has no power over the very body which created it; the very body that oversees it.

VOTE NEEDED: Majority to direct the Chancery to perform the cleanup. It would be majority anyway as the proposed amendment is to Article IV, which is actually an Estates Writ (formerly Imperial Estates Writ #14).

COMMENTARY: In the Bylaws, at Article IV.D. is a list of Articles we wanted the BOD never to touch. Article VI was supposed to be on that list too but got lost. That is a dangerous oversight, since Article VI was the second-most critical Article that we wanted the BOD to stay away from (the first being Membership). Article VI has to do with that powers of the Governing Body of the Adrian Empire, the very body that elects the BOD. We realized early on (1999, and before that, in 1994) that we did not want the tail wagging the dog. How Article VI got dropped from the list was a mystery until recently. A search of the minutes of minutes/agenda for November, 1999, wherein I (Sir Nikolai) first made the proposal for the resurrection of the BOD shows what happened, and the mistake was mine (sorry). The text of the proposal clearly shows that Article VI was supposed to be taboo ground for the BOD, and there is a detailed explanation as to why. Reference is specifically made to the analogous law passed in May of 1994 prior to the subsequent abolishment of the prior BOD (on Sir William Baine's suggestion from the floor, yes really). Unfortunately, at the end of the proposal (which passed, obviously) in the list that summarized the Articles to be specifically excluded from BOD power, Article VI was inexplicably omitted. It's clearly a typo, but that typo has been perpetuated for a decade (albeit without any actual problems, thank goodness, as no one has ever proposed that the BOD exert authority over Article VI). There is no question but that the typo must be fixed.

***PROPOSAL: Article IV.D. must add Article VI as taboo (and reference that the taboo Articles are now to be found in the LAI).

*****OB1.e.(3) TYPOS: ARTICLE IV.F.*****

SPONSORS: Sir Nikolai and Lord Wright (in consultation with too many folks to list here)

LAW CHANGE?: No.

WHAT THE PROPOSAL DOES: Corrects a one-letter typo.

WHY THIS IS GOOD: Typos can be confusing, not to mention embarrassing.

VOTE NEEDED: Majority to direct the Chancery to perform the cleanup. It would be majority anyway as the proposed amendment is to Article IV, which is actually an Estates Writ (formerly Imperial Estates Writ #14).

COMMENTARY: None.

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***PROPOSAL: Article IV.F. should have the word "Statutes" as opposed to "Status."

*****OB1.f. FIRING MANAGEMENT*****

SPONSORS: Sir Nikolai and Lord Wright (in consultation with too many folks to list here)

LAW CHANGE?: Yes.

CURRENT LAW: The Codex Adjudicata, in its current form, makes it essentially impossible to do anything about a Crown which is failing in its mundane duties (or any other duties for that matter). Too much of the process for removal/suspension of a Crown is in the hands of the Crown's administration. The BOD has no authority to initiate any procedures to assure compliance with mundane requirements when a Crown fails in its mundane duties.

WHAT THE PROPOSAL DOES: Restores greater authority of the Estates over their Crowns and creates a procedure for the BOD to initiate an Estates proceeding to act in mundane defense of the corporation. His Imperial Majesty, Sir Jason, has fondly dubbed this the "Anti-Caligula Proposal" and in March of 2010, called for the Estates to pass such a proposal.

WHY THIS IS GOOD: As has been pointed out many times, we are a mundane corporation with mundane responsibilities. We have to make sure that the Administration (Crown and Ministers) act in compliance with mundane expectations. Where that does not occur, a procedure is necessary to expeditiously correct the problem, but safeguards need to be put in place to avoid political abuse.

VOTE NEEDED: Majority, as the proposal is to amend the Codex Adjudicata, an Imperial Estates Writ.

COMMENTARY: THE BOD IS NOT MANAGEMENT AND DOES NOT HAVE ANY EXECUTIVE POWERS. When we voted to split the President/Vice President from the Crown/Chancellor, there were two schools of thought as to why we were doing that. One was that we should split "mundane" from "game." The other school (to which I belong) is that we should not have management as voting members of the BOD, that the BOD was overly dominated by the Crown and was sometimes used as a way for the Crown to bypass the will of the Estates or to give the Crown political cover (the latter of which being the opposite of what an active BOD should be doing). Thus, the split, which passed handily, became law for mutually opposing reasons. Those of the first school favored a BOD with members who have executive power and an IEG exclusively concerned with "game rules." Those of the second school favored the reverse, a strongly separated and empowered IEG, Crown, and BOD (although we recognize that the Steward, a member of management, is also still a voting member of the BOD under current law, but there is a recommendation here in that regard as well— see above).

Traditionally, in corporations, the BOD serves at the will of the stockholders/membership (which may be through their representatives, which we call the Estates). Management has all the power to do things, but traditionally, the BOD has the power to hire and fire Management. That is not true in our club, but we can create a procedure that respects our structure while giving a nod to traditional organization. Right now, the Imperial Crown (at whose pleasure Empire-level management, i.e. Ministry, serves) can only be removed by 2/3 of the Estates and only "suspended" (read that, Judicial Ban) by 1/3 of the Estates (by tradition, either by Petition backed by 1/3 of all Estates on the roster as of the last "freezing" or 1/3 of an assembled quorum). Now that the Estates have become so large and unwieldy, getting that 1/3 when we need it is impractical, even where there is clear malfeasance or misfeasance from the Throne. Furthermore, since our constitutional crisis of 2005, the Codex Adjudicata was amended (2008) in a way that renders the Imperial Crown almost immune from judicial ban as charges would have to be evaluated by the Crown's Minister of Justice, a minister serving at the Crown's pleasure. Honor-

based protests in defense of the Chancery to the contrary notwithstanding, it is fairly clear that few Estates would be willing to jeopardize their standing by challenging the Imperial Crown with the deck so stacked.. I propose that the Imperial Crown continue to be subject to “suspension,” but that our procedures in the Codex Adjudicata Section III.G. be amended as follows to more-closely conform to pre-2005 thought (which included deference to the sovereignty of Kingdoms) and to give respect to the role of the BOD.

THIS IS A LONG PROPOSAL, BUT THE THEME IS CONSISTENT. IT ALLOWS THE CORPORATION TO FUNCTION IF A CROWN IS FAILING TO ACT APPROPRIATELY OR PROFESSIONALLY, BUT IT PRESERVES THE DEFERENCE AND RESPECT DUE THE CROWN. IT REVERSES A NUMBER OF CHANGES MADE IN 2008 WITHOUT ESTATES APPROVAL, AND IT ADDS MUNDANE-RELATED PROCEDURES INVOLVING THE BOD.

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***PROPOSAL: Amend Section III.G. of the Codex Adjudicata as follows:

1. Process

a. [Delete all references to review by the Imperial Minister of Justice or Civil Court as these are recently-added barriers to any grass-roots movement to deal with problems in the Imperial Government; in the 12 years the law was in existence from 1996 to 2008, such a hurdle was never necessary or useful.] Only the Imperial Estates General may place the Imperial Crown under a Judicial Ban. Such a Judicial Ban may only be imposed by:

- One third of the Imperial Estates General voting at the time vote is taken at an Imperial Estates Meeting. [No, abstentions don't count.]

- Petition of one-third of the membership of the Imperial Estates General as established at the most-recent meeting of the Imperial Estates General [the addition of language as to how the 1/3 is determined uses a published (from the minutes) objective standard which would obviate the need for a Minister to evaluate the qualifications of the petitioners].

- [This is new.] Petition by 28 members of the Imperial Estates General whose membership was established at the most-recent meeting of the Imperial Estates General from at least 3 chartered subdivisions (or all chartered subdivisions if there by fewer than 3 in existence). [The number 28 is picked for a number of reasons. It is quadruple the size of the current BOD. Also, it is just about 1/3 of our current minimum quorum. We have had up to about 160 Imperial Estates, a quorum of which would be about 81; 1/3 of that being 27 (assuming no abstentions). It is a good hard number that gives an alternative to haggling over how many “1/3” actually is. The requirement of having the petitioners from multiple chartered subdivisions counteracts the concern that a gang of Estates in one location could take out (albeit temporarily, subject to rights of immediate justice) the Imperial Crown.]

- [This is new.] Special Petition by a majority of the Board of Directors currently serving or a majority of the Board of Directors at the time vote is taken at a meeting thereof. In order for the Special Petition of the Board of Directors to be effective, it must also be ratified by 21 members of the Imperial Estates General at a convened meeting thereof or by Petition. The ratifying members of the Imperial Estates General may include members of the Board of Directors, they may be from any region, and their membership shall have been established at the most-recent meeting of the Imperial Estates General. Judicial Ban established by this method shall be of a very limited nature and shall be called “corporate suspension.” The Imperial Crown under corporate suspension shall retain all of Its powers, rights, and

duties except those of a corporate nature which are specifically defined as the right to appoint or dismiss the Imperial Steward, the right of management of the corporate treasury, and the right to represent the Empire to other organizations or legal authorities including the right to bind the Empire to any contracts [yes, this would include signing tax returns and protecting our intellectual property]. A Special Petition resulting in corporate suspension of the Imperial Crown shall be reviewed at the next meeting of Imperial Estates General and each successive meeting thereof, and may only be continued by majority vote. In addition, all Board Directors who voted for said Special Petition shall have their continued service reviewed by the Imperial Estates General at the first meeting during or after the Special Petition is in effect. Any Director who fails to garner a majority of votes in favor of continued service shall be deemed to have resigned and shall be temporarily replaced by election after nomination from the floor of the Imperial Estates General. The permanent filling of the vacancy shall be handled in the normal course of business. [In short, if the BOD takes the dramatic step of corporate suspension, the BOD must be prepared to justify that action to the IEG.]

[This is new.] Petition may be in any form sufficient to convey the intent of the petitioners, and evaluation of the Petition shall be conducted liberally in favor of its validity. Said Petition shall be effective upon its delivery to the Imperial Minister of Justice, the Imperial Chancellor, the Imperial Crown, the Imperial Steward, or when it be published by a medium of general use in the Empire (e.g. a generally-accessible email group, the website, or newsletter), or when presented at a meeting of the Imperial Estates General. A Petition, to be effective, must name a Lord/Lady Protector to act in the stead of the Imperial Crown if there be no co-ruler to assume that role. Said Lord/Lady Protector shall serve until replaced by the Imperial Estates General or until an Imperial Crown returns to assume Its place. In the case of corporate suspension, the Lord/Lady Protector's powers, rights, and duties are limited to those from which the Imperial Crown is restricted.

[Delete the following words wherein the Chancellor becomes Lord/Lady Protector. It makes no sense for a couple of reasons. The first is obvious, that the Chancellor is the Crown's appointee. The second should be even more obvious. What if there is a co-ruler?]

[This is new.] Judicial Ban (including corporate suspension) of the Imperial Crown is subject to the right of immediate justice. Trial shall be conducted by the Imperial Estates General using procedures as seem most appropriate to them [which might be developed for the Chancellor's Manual]. If the Imperial Crown under Judicial Ban invokes immediate justice, a meeting of the Imperial Estates General shall be immediately convened by the most expeditious means possible (including electronic) to establish a quorum to deal with the issue. If such a meeting is not convened with legally-required notice, any actions taken therein shall be subject to review and ratification at the next properly noticed meeting of the Imperial Estates General. The only possible result of conviction of the Imperial Crown is removal (by 2/3 vote) or continued corporate suspension (by majority vote). No other penalties are available, and no appeal is possible. Such other penalties may only be administered after trial and conviction in any appropriate Adrian Court AFTER the defendant is no longer Imperial Crown (either due to removal or due to expiration of the Crown's term).

b. Kingdom Crowns

[This is new.] Kingdom Crowns may only be placed under Judicial Ban (or corporate suspension) as set forth in this section "b." which shall include being so placed in the same manner as Imperial Crowns.

[This is new.] The Crown under corporate suspension shall retain all of Its powers, rights, and duties

except those of a corporate nature which are specifically defined as the right to appoint or dismiss Its Steward, the right of management of the local corporate treasury, and the right to represent the chartered subdivision to other organizations or legal authorities including the right to bind the chartered subdivision to any contracts. A Special Petition resulting in corporate suspension of the Crown shall be reviewed at the next meeting of Imperial Estates General [yes, Imperial] and each successive meeting thereof, and may only be continued by majority vote. In addition, all Board Directors who voted for said Special Petition shall have their continued service reviewed by the Imperial Estates General at the first meeting during or after the Special Petition is in effect. Any Director who fails to garner a majority of votes in favor of continued service shall be deemed to have resigned and shall be temporarily replaced by election after nomination from the floor of the Imperial Estates General. The permanent filling of the vacancy shall be handled in the normal course of business.

[This is new.] The Kingdom Crown may also be placed under Judicial Ban pursuant to its own Kingdom Codicils or as follows if the following provisions do not conflict with the Kingdom Codicils:

[This is new and added as logical extensions of the rights of Estates to remove their Crowns.] • One third of the Estates General voting at the time vote is taken at an Estates Meeting. [No, abstentions don't count.]

[This is new.] • Petition of one-third of the membership of the Estates General as established at the most-recent meeting of the Estates General.

[This is new.] Petition may be in any form sufficient to convey the intent of the petitioners, and evaluation of the Petition shall be conducted liberally in favor of its validity. Said Petition shall be effective upon its delivery to the Imperial or local Minister of Justice, the Imperial or local Chancellor, the Imperial or local Crown, the Imperial or local Steward, or when it be published by a medium of general use in the Empire or chartered subdivision (e.g. a generally-accessible email group, the website, or newsletter), or when presented at a meeting of the Imperial or local Estates General. A Petition originating with the local Estates, to be effective, must name a Lord/Lady Protector to act in the stead of the Kingdom Crown if there be no co-ruler to assume that role. Said Lord/Lady Protector shall serve until replaced by the Estates General or until a Crown returns to assume Its place. In the case of corporate suspension, the Lord/Lady Protector's powers, rights, and duties are limited to those from which the Crown is restricted. A Petition for Judicial Ban originating at the Imperial level need not name a Lord/Lady Protector. In that case, the Kingdom Chancellor shall so serve until replaced by the local Estates.

Unless otherwise provided by Its Kingdom Codicils, A Kingdom Crown may only be tried by Its own Estates or the Imperial Estates General and as follows. The Imperial Estates General may only try a Kingdom Crown if the Imperial Estates General placed the Kingdom Crown under Judicial Ban (including corporate suspension). Trial shall be conducted by the appropriate Estates General using procedures as seem most appropriate to them. If the Kingdom Crown under Judicial Ban invokes immediate justice, a meeting of the appropriate Estates General which had placed the Ban shall be immediately convened by the most expeditious means possible (including electronic) to establish a quorum to deal with the issue. If such a meeting is not convened with legally-required notice, any actions taken therein shall be subject to review and ratification at the next properly noticed meeting. The only possible result of conviction of a Kingdom Crown is removal (by 2/3 vote) or continued corporate suspension (by majority vote of the Imperial Estates General). No other penalties are available, and no appeal is possible. Such other penalties may only be administered after trial and conviction in any

appropriate Adrian Court AFTER the defendant is no longer Kingdom Crown (either due to removal or due to expiration of the Crown's term).

c. Other Crowns [this was originally "b."]

The Imperial Minister of Justice (or appointed Magistrate) must, at his [delete "sole," and perhaps at some point we should rewrite this for gender neutrality] discretion, determine if the facts presented warrant... [All the rest of the lanugage is fine.]

[This is new.] Other Crowns may also be placed under Judicial Ban (including corporate suspension) in the same manner as Kingdom Crowns.

An Other Crown may only be tried in Imperial Court, or by a body of Estates having placed that Crown under Judicial Ban. An Imperial Court may impose any penalty on the Crown as it could on any member. Procedures and limitations as to trial and conviction by Estates shall be the same as with Kingdom Crowns.

d. Other Members [this was originally "c." Otherwise, no change.]

[Note: It is important to note that Directors can be "suspended" in the course of the normal Adrian system. This can lead to a constitutional crisis between the BOD and Management in a suspension war, but that would ultimately be resolved by the Estates. We've had constitutional crises before. There is actually no way to make airtight legislation for a club bent on tearing itself apart. We can only do our best.]

[Section III.G.3 of the Codex needs some slight revision as well:]

3. Removal [of Judicial Ban]

[Original lanugage:] A Judicial Ban placed upon any member is automatically removed if a judicial proceeding does not call for the Judicial Ban to remain in place. [Yes, this includes if a Crown is removed– there would be no Judicial Ban unless another one be placed by an appropriate court immediately following the removal.] A Judicial Ban may also be removed by the following:

a. [This is new.] If the Judicial Ban did not originate from a body of Estates, the Judicial Ban may be removed or modified at any time by the appropriate Crown or Minister of Justice (or appointed Magistrate) presiding over the court proceeding for which the Judicial Ban was issued.

b. [This is new, but similar to current language eliminating any involvement of the Ministry of Justice.] In the case of a Crown, if the Judicial Ban (including corporate suspension) originated from a body of Estates, that body may remove the Judicial Ban by majority vote at any convened meeting or by Petition supported by 2/3 of that body. The rules governing said Petition shall be the same as that for a Petition for Judicial Ban except for the number of Estates required.

*****OB1.g. PART OF VI.E.1. IS MISSING!!!*****

SPONSORS: Sir Nikolai and Lord Wright (in consultation with too many folks to list here)

LAW CHANGE?: No!

CURRENT LAW: Business conducted by the Estates at an emergency meeting or for which notice was waived are subject to review and ratification at the next regular meeting.

WHAT THE PROPOSAL DOES: Restores the written law that says so. It disappeared. No one knows what happened, but we are all sure that the law has never changed. We still follow that law.

WHY THIS IS GOOD: We assure that the law is not forgotten. It makes sure that at some point, every bit of business the Estates conduct is subject to full review and debate.

VOTE NEEDED: Majority to direct the Chancery to fix the problem.

COMMENTARY: In drafting proposal CRB2.f. (above), I noted something else that disappeared from our written law (although it continues in practice). It is the concept of emergency action (e.g. emergency meetings or emergency action at regular meetings). Article VI.E.1 indicates that a meeting starts whenever a quorum is established. That meeting can be without proper notice if summoned on an emergency basis by the Crown or pursuant to Articles VI.A., D, and the now-somewhat-obsolete F.2.a., or even if a quorum finds itself established by spontaneous congregation. By 2/3 vote of the quorum, the body may conduct business on an emergency basis. The law has always been that any business conducted at such an emergency meeting was subject to review and ratification at the next properly noticed meeting. That should be explicitly spelled out as follows:

***PROPOSAL: [Add to Article VI.E.1. the following language:] If a quorum be established for a meeting for which proper notice had not previously been given, notice may be waived by 2/3 of those voting (“emergency meeting”). At any meeting, notice may be waived as to any item of business by 2/3 of those voting (“emergency item”). Any business conducted at a meeting and for which proper notice was not given (any items addressed at an emergency meeting or as emergency items at a regular meeting) shall be subject to review and ratification at the next properly noticed meeting.

*****OB1.2.h. PRESIDENTIAL POWERS*****

SPONSORS: Sir Nikolai and Lord Wright (in consultation with too many folks to list here)

LAW CHANGE?: No.

CURRENT LAW: Currently, the President has no powers other than those given by the BOD (within the limits of the BOD’s powers, of course). This is because the Estates have never passed any law granting the President any powers, although there have been proposals (tabled).

WHAT THE PROPOSAL DOES: Leaves the limit of Presidential power within the purview of the BOD.

WHY THIS IS GOOD: Confirms and clarifies current law.

VOTE NEEDED: Majority to amend Article IV.F. to add a sentence confirming current law (because Article IV is an Imperial Estates Writ, formerly Writ #14 enacted pursuant to Article VI.F.1.)

COMMENTARY: This proposal is a direct response to prior proposals (tabled) regarding “Presidential”

powers [OB1 on the November, 2009 agenda]. Those items should be left on the table or voted down, and the following should pass instead.

***PROPOSAL: Add a sentence to Article IV.F. as follows:

"The powers of the President shall be as determined by the Board of Directors within the parameters of its authority to do so."

COMMENTARY ON PRIOR PROPOSALS: Former OB1 was a series of bullet-points regarding suggestions as to what executive powers the Imperial Crown might cede to the President. As indicated above, while there is a vocal group of good folks who might wish to see executive powers stripped from the Crown and ceded to the President, I don't see it ever garnering 2/3 of the Estates. The counter-proposal presented by Lord Wright as "Option 1" was never meant to be an actual counter-proposal. It amounted to a summary of proposed internal administrative procedures, which need not be elevated to the authority of "law," (which Lord Wright never intended anyway). These proposals should stay on the table or be voted down.

OB2. Ratify CRB5 (Resolution letter of March 2010 CH1)

(Requires a simple majority)

Motion to discuss OB-2 with the Imperial Crowns discretion, 88 Ayes, 59 Nays, Request for recount, Ayes 88, Nay 59, Motion Failed.

Friendly amendment to accept wording "We the Imperial Estates do hereby preserve the evidence as presented to record for the purpose of memory the events in question and we recognize that mistakes were made by all parties."

60 Ayes, 90 Nays. Motion failed.

Motion to vote on OB-2 as written, 112 Ayes, 36 Nays, Motion passes.

Motion that we forgive the overages of Pavo/Ashlynn but not forget. Find there is no wrongdoing by Dame Josephine/Dame Jericho although there were actions not in accordance with current acceptable procedures. That the Imperial Estates oversees budgetary management and are ultimately responsible for these issues, and we charge ourselves to be vigilant against this ever happening again.

Second Sir Winfred.

Friendly admendment.

King Connor and Prince Wright: We the Imperial Estates do hereby preserve the evidence as presented to record for the purpose of memory the events in question and we recognize that mistakes were made including manipulations and abuse by the Imperial Crowns. We keep these documents to remind what we never wish to see happen again in the future. Upon making this summary statement we consider this matter addressed and closed.

OB3. Signatory Changes

(Requires a 2/3rd Vote)

Move and seconded to for a committee of the whole, no objections, passes by acclamation.

Motion to dissolve the committee of the whole and then table OB-3 for rewrite by the author, seconded, passes by acclamation.

This item to be brought up in the November 2011 agenda.

No officer or member of the Adrian Empire Inc. who is signatory on an Adrian checking, savings or other account at a financial institution shall be related by marriage to or live in the same mundane household

as any other person who either authorizes expenditures from that account or is also a signatory on that account. This shall apply at all levels of the organization. Shires ***, Duchies and Archduchies*** may be exempted from this requirement by the Imperial Crown, in which case the Imperial Crown assumes responsibility for oversight of the Shire's financial practices. If this law is violated, all parties in violation shall be placed on immediate Judicial Ban and disqualified from either authorizing or signing for disbursement of funds.

Option 1: The original wording of OB13 - "Shires may be exempted . . ."

Option 2: Include Duchies only - "Shires and Duchies may be exempted . . ."

Option 3: As amended - "Shires, Duchies and Archduchies may be exempted . . ."

Commentary:

At the November 2009 Imperial Estates Meeting this motion was amended to include Duchies and Archduchies in the exemption. (See text above; the words between asterisks *** ** were inserted by the amendment.) Then it was tabled until the next meeting. At the Imperial Estates Meeting in March 2010 it was not on the agenda, possibly because the tabling was perceived as a referral for re-write. Assuming that this was the case and my notes are in error, I as the original author am resubmitting the legislation for the July 2010 Imperial Estates Meeting.

I and the original co-sponsors believe that this guideline needs to be codified in law as a clear statement of the Adrian Empire's commitment to good banking and financial practices. It does not solve all problems but does help establish a system of checks and balances. Had this been in place years ago some accusations of irregularities and consequent repayments of funds would have been avoided.

Based on discussions at Imperial Estates Meetings and on the Yahoo groups, I have included three options.

As originally written, there were no exemptions. Discussion at the July 2009 Imperial Estates Meeting convinced me of the wisdom of exempting Shires. That is Option 1.

The Imperial Crown has general oversight of Shires, Duchies and Archduchies, so it was thought that grouping these together made sense. That was the amendment made in November 2009 and is represented by Option 3.

Option 2 is the middle way between the two. Archduchies should be so close to functioning as a Kingdom that they do not need the exemption, but Duchies may need to have the exemption because their ministries are not as fully developed.

I firmly believe that both Kingdoms and the Empire are large enough to need no exemption. I can see arguments both ways for Duchies and Archduchies. My personal opinion is that Option 2 represents the most equitable expression of the intent of the legislation.

Serving the Good,

Sir Jehan

Imperial Prince

VIII. NEW BUSINESS

Discussion Item's

D1. Announcement from His Grace Cameron Kilshannig

Withdrawn

D2. Discussions on questions asked of Their Imperial Majesties' in regards to actions at the March 2008 Imperial Estates General Meeting.

Withdrawn

Next Meeting of the Imperial Estates

Adjournment