



# **CORRECTIONS TO THE MARCH 2032 IMPERIAL ESTATES AGENDA**

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## **CORRECTIONS TO AGENDA**

### **CRB2. Proposed Operating Procedures for the Board of Directors**

I apologize for the lateness of this series of proposals. It has taken time to edit based on the comments of the BOD at our November, 2009 meeting. These proposals are crafted to address the concerns of the various interests that have arisen regarding the various branches of our government. As a package, they are designed to be a counterproposal to the March 2009 meeting's OB2 (November's OB1) and the Option 1 thereto. Item 3 (below) was specifically recommended by the BOD, so it would not require sponsorship. As to the rest, Sir Wright is my cosponsor. These proposals are so lengthy (of necessity) that they should probably be placed in their own appendix (like a proposed manual) and simply referenced on the agenda as a series of counterproposals (to be voted on separately) to November's OB1.

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?

Proposal:

#### **1. ELECTION**

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.

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 Write 21a. 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. Timeliness of nominations shall be defined by Imperial Estates Writ, or by the Imperial Crown in the absence of such a Writ. [Currently, nominations have to be made in time to meet the agenda submission deadline. This CURRENT policy should be formalized in the Chancellor's Manual (see above)].

"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.]

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 surplussage] 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 21a.. 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 whent 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."

## 2. TERM OF OFFICE, REMOVAL, REPLACEMENT, AND SUSPENSION

Currently, the term of office of the Directors is set forth in Article IV.B. [The intent of that paragraph is to establish that elections happen at our November meetings (meetings properly termed our Regnal or Coronation meetings). 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. Anyway, the first sentence should read]:

"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. At each each such annual Budgetary Meeting of the Imperial Estates General..." [The rest of the language remains the same; this is not a change in the law.]

[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 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.]

### 3. POWERS OF THE BOARD OF DIRECTORS:

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.

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.]

### 4. MEMBERSHIP

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. 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. That all being said, the BOD proposes as follows:

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.]

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..."

5. THE BYLAWS/LEX ADRIA IMPERIUM SPLIT 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 as 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. Three solutions present themselves:

- a. Unsplit the Bylaws and resign ourselves to sending a copy of our Bylaws to Arizona three times a year. Why not? We have to republish regularly anyway.
- b. Meticulously review the Bylaws/LAI for continuity issues. This actually would not be so hard. 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.

c. Revise the split itself so more Articles of the LAI are in the Bylaws (e.g. Articles VI, VII, VIII, XI, XIV, XV, and XVI). By the way, please note that most of these are the very sections over which we wanted the BOD to have no power (see current Bylaws Article IV.D.) 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 those 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/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) 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 (see below).

My recommendation is to pick option b. Typos: If we do nothing else, we have to fix Article II.A.2.d., either through renumbering the Article itself as Article III, or through changing the reference in the subsection to Article II.A.4. Article IV.D. must add Article VI as taboo (and perhaps reference the LAI). Article IV.F. should have the word "Statutes" as opposed to "Status."

### 6. FIRING MANAGEMENT

**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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#### 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.

7. In drafting proposal #6 (above), I noted something else that disappeared from our written law (although it continues in practice). It is the concept of an emergency meeting. 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: [Add to Article VI.E.1. the following language:] Any business conducted at a meeting for which proper notice was not given (emergency meeting) shall be subject to review and ratification at the next properly noticed meeting.

8. Direct response to current proposals on the agenda regarding "Presidential" powers [OB1 on the November, 2009 agenda]:

These items should be voted down, and the following should pass consistent with the above proposals:

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

With regard to the specific pending items:

1<sup>st</sup>

bullet: No. That is the purview of the Crown.

2d bullet: No. That is the purview of the Crown.

3d bullet: Ditto, although the BOD should review all mundane stuff to advise with the Steward's help.

4<sup>th</sup>

bullet: This should be the BOD's role in general with the assistance of the Steward.

5<sup>th</sup> bullet: BOD should be reviewing this, and the Crown should be taking action.

6<sup>th</sup> bullet: Crown should have this.

7<sup>th</sup> bullet: Crown should handle this.

In short, the entire proposal should be voted down.

Option 1: As to all of Option 1, this should be voted down too, even though much of it is appropriate. The recommendations (except #11) amount to suggestions as to internal BOD procedure, which the BOD can establish for itself. As to the specific items, I comment as follows:

1-3 ok. 4-5: These documents should be signed by Steward/Secretary-Treasurer, unless the BOD ends up with its own BOD Secretary (see above), in which case, the BOD secretary should sign; if no Secretary be available, another BOD member could take the minutes and sign them; perhaps the order of preference could be Pres/VP/any director. 6-8 must be signed by the Steward. 10 and 12 should be general duties of the BOD. 11 should be done by the Crown, but any meeting of a review committee would be presided over by the Pres. if the BOD be involved.

## CH1 Continued - Counter Commentary from Prince Pavo Rosalia

Counter Commentary:

I will attempt to address the facts only and not opinions or personal feelings in regards to this matter.

The actual costs:

1. \$2000 per the budget.

\*\*\*this was approved per the Imperial Estates as a line item in our budget. \*\*\*

\$600 moved from the left over funds originally slated for the IEM scheduled for the same weekend.

\*\*\*Money moved from IEM line item of the budget, the practice of moving/re-arranging money to help cover costs has been a common practice within Adria and is acceptable in accounting. The Imperial Estates was informed of this move during the BOD/Imperial Crown report at the November 2006 Estates meeting. \*\*\*

The remaining money spent on the feast was from site fees collected.

\*\*\*This was part of the original concerns presented to the Imperial Estates in March 2007.\*\*\*

Now during this whole matter, I have seen several people state that the BOD should never have gotten involved. The following is a timeline to show how and why the BOD was ever involved:

1. March 2007, The Imperial Crowns (aka President/Vice President of the BOD) discussed the issue during the BOD meeting. It was felt best to inform the Imperial Estates and follow their wishes. The Imperial Crowns presented the matter (and admitted to not having all the details) to the Imperial Estates. The Imperial Estates directed the Imperial Crowns/BOD to investigate the matter further and report back with final results.
2. July 2007, Due to multiple break downs in attempts to resolve the matter in-game charges were filed. Multiple discussions appeared on various egroups of Adria. With a very pressing unrelated issue to appear before the Imperial estates, I called for a last minute mediation. All parties appeared and came to an agreement. As presented to the Imperial Estates during the meeting:
  - a. The matter involving the spending of the site fees was chalked up to being a miscommunication between everyone, and no action was to be pursued in that matter. Steps were taken going forward to better define the recouping of money spent.
  - b. The remaining issues were agreed to an a mediation settlement that was presented to the Imperial Estates during the meeting. Objections and commentary were asked for from the body and only praise for all parties resolving the matter was given.
  - c. Finality to be presented at the November Imperial Estates Meeting.
3. November 2007, due to various reasons the mediation failed.
  - a. The BOD, in consultation with the incoming President, Vice President, and Emperor discussed options and facts already collected.
  - b. Imperial Estates were informed of the information and the current position. The Imperial Estates expressed that they felt they had heard enough from both sides and

agreed by a 2/3rds vote to accept the final report from the BOD and hold the autocrats responsible for the unauthorized contract. \*\*\*note the Imperial Estates also agreed to hold the parties as “Members not in good standing”, this was later over turned by a civil court. This civil court ruling had no bearing on the holding of the autocrats financially responsible.

4. With the changing of the Imperial Crown and the BOD, multiple conversations are held between the previous reign and the current reign. The New Emperor and President made it clear that with the transition they assumed all rights and responsibility to resolve any outstanding matters left over from our reign. We agreed and were asked to stay on as the Crown’s advocates in this matter only.

With all the being said I wish to look at matters to being discussed to help everyone see the whole picture:

— No extra money was ever spent from the Imperial Cooffers. \$2000 was originally budgeted. \$600 was moved from another area (slated for the same weekend’s events) . All excess funds spent were from site fees collected. While in Dame Ashlinn and my eyes, that was never our intent for the site fees, we did inform the estates and accepted responsibility with the autocrats.

— Any person with a basic accounting understanding, knows that there is a big difference between budgeted line items and the actual whole budget. In this whole matter, the budget was never exceeded in actual monies being released, and the line item movement was reported on numerous occasions covering both the Imperial Crowns/Imperial Steward and the autocrats. Not to mention the overall budget for the year was never exceeded either.

#### Personal Commentary

While I have a lot of personal feelings regarding this matter as a whole, I have moved on from it and feel that many others have tried too. Yet, there is a small group of people who keep bringing this back to the Imperial Estates. Now I have been informed by 2 separate Emperor’s and several others that the reason for some to keep this alive is to hurt those involved and even try to run some out of Adria. I feel sad that some feel the need to disrupt Adria, for their personal need for vengeance.

So, I now ask that the Imperial Estates make a final ruling regarding this whole matter. Not for me, not for the others involved, but for the organization as a whole.

In Service to the Dream,

Prince Pavo Rosalia

#### **CRB2. Charter Amendments.**

1. Elevation of Shire of Connacht to Duchy

#### **CRB4. Worthy of Arms**

1. Sir Gavin McAlister
2. Dame Wisdom Grey

#### **CH4. Retirement title considerations for Dame Lenore Greyphis & Sir L’Bete D’Acmd.**