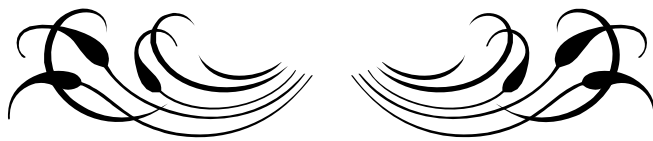


The
INTERNATIONAL COURT COUNCIL, INC.
BY-LAWS
RULES & REGULATIONS



Adopted January 2009

Canada, Mexico, & United States of America

**BY-LAWS
Of
The International Court Council, Inc.**



A California Nonprofit Public Benefit Corporation

**ARTICLE I
Name and Offices**

Section 1.01 Name. The name of the Corporation shall be: The International Court Council, Inc. and it is referred to in these By-Laws as the Corporation.

Section 1.02 Offices. The principal office of the Corporation shall be located within the State of California, at such place as the Board of Directors, also known as the International Court Council or “Council”, shall from time to time determine. The Council is granted full power and authority to change the principal office from one location to another. The Corporation may establish or maintain additional offices at such other places as the Council may determine. For the purposes of discussion the word “Council” shall also mean the Board or Board of Directors and is used interchangeably throughout the document

**ARTICLE II
Purpose**

Section 2.01 The purpose of the Corporation is set forth in its Certificate of Incorporation, as from time to time may be amended. The purposes of the Corporation shall be performed only to the extent permitted by Section 501(c) 3 of the Internal Revenue Code of 1954, as amended.

Section 2.02 Purpose of By-Laws – The purpose of these By-Laws are for the administration and conduct of the Corporation. It is not intended to supersede or infringe upon those By-Laws of its charter members that govern their particular organization.

Section 2.03 Scope. The specific purposes of the Corporation is to set into place the operating rules, by-laws and regulations for itself as a (1) counselor entity, (2) clearing house for its charter members, and (3) advisory group that will assist in the formation of a court. To promote nationally coordinated fund raising efforts, and tracking thereof, for charities; to conduct educational programs for the public benefit; support the work done by charitable organizations, to establish and maintain protocols for the International Court System, to provide documentation and tracking of annual charitable fund raising throughout the International Court System, to provide a budget for the operations of the International Court Council, Inc., its services and expenses incurred for work done on behalf of the Corporation and to provide the public with information that promotes the various Courts and their work with local and national charities.

Section 2.04 Economic or Financial Gain. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is to be distributed to, or inures to the benefit of, its Heirs-Apparent or officers except that reasonable compensation may be paid for expenses incurred for the Corporation in

furtherance of one or more of its purposes that will have had approval by the Council. Further, that no director (Heir) or officer of the Corporation will have a financial gain in the Corporation. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III Membership

Section 3.01 Membership. There are two classes of membership in the Corporation available to those courts (imperial or royal), barony; dukedom; principality or kingdom as follows.

- (A) Charter Membership - Organizations as described herein who have agreed in principal with these By-Laws and have paid their initial, and subsequent, membership dues and chooses to maintain their status with the Corporation. (*See Services & Operating Principles Chapter 2.1.1 for specific Charter Member Benefits.*)

- (B) Associate Membership - Organizations who may or may not have agreed in principal to these By-Laws and who either decline or are prevented from payment by their corporate By-Laws to pay the membership dues but chooses to maintain their status with the Corporation. (*See Services & Operating Principles Chapter 2.1.2 for specific Associate Member Benefits.*)

For those same organizations specified herein that wish to be recognized as bona fide organizations that prescribe to be solely founded as charitable fundraisers in service to their respective communities and who are not for profit organizations. Additionally those aforementioned organizations may participate in the activities sanctioned by the International Court Council, Inc. through the International Court Calendar / Roster.

Section 3.02 Membership Dues - An annual membership dues for each court who choose to be Charter members, which shall be set each year based upon the cost of inflation with the Consumer Price Index, and supported by appropriate budget(s) as prepared by the Treasurer of the Corporation, approved by the Board of Directors and by the Charter Membership, shall be payable to the Corporation for the administration of the International Court Calendar/Roster, Communiqué, and other operations of the Corporation. The dues would ensure that the court calendar is sent out on a timely (quarterly) basis; it could help subsidize a portion of the Court Communiqué that advertising may not cover for a particular issue(s); and cover minor administrative expenses.

Section 3.03 Donations - The Corporation will humbly accept financial or in-kind donations to assist with its activities and shall not benefit any member of the Council or its officers directly or indirectly. In the event that there is any residual dues or financial donations at the end of the Corporation's fiscal year, the Council can decide to carry over the residual or donate it to a not for profit 501(c) 3 charitable organization or comparable charity designation as may be recognized by our international member affiliates.

Section 3.04 Voluntary Termination of Membership. Any member may terminate its membership in the Corporation by written notice delivered to the principal office of the Corporation at least 180 days prior to its effective date. Such resignation shall constitute a relinquishment to the Corporation of all the resigning member's rights and privileges in the Corporation.

Section 3.05 Voluntary Change in Membership.

- A. Any Charter member may change their membership status to that of an Associate by written notice delivered to the principal office of the Corporation at least 180 days prior to its effective date. Also known as a “downgrade” of membership status, the Charter member understands fully what the Associate membership entails. A Charter member who decides to change their membership status to an Associate cannot return to (“upgrade” to) Charter membership status for a minimum period of 24 months and must provide written notice delivered to the principal office of the Corporation at least 180 days prior to the effective date after the expiration of the 24 month period.
- B. Any Associate member may change their membership status to that of a Charter member by written notice delivered to the principal office of the Corporation at least 180 days prior to its effective date. Also known as an “upgrade” of membership status, the Associate member understands fully what the Charter membership entails. An Associate member who decides to change their membership status to a Charter member cannot return to (“downgrade” to) Associate membership status for a minimum period of 24 months and must provide written notice delivered to the principal office of the Corporation at least 180 days prior to the effective date after the expiration of the 24-month period.

Section 3.06 Involuntary Termination of Membership

- A. For good cause only, a member may be expelled or removed from recognition by the Corporation with an affirmative vote of three-fourths (3/4) of the Board of Directors present at any meeting of the Council at which a quorum is present.

Section 3.07 Sovereignty of Members

- A. The Sovereignty of the individual member courts or organizations or societies will be recognized, and that the International Court Council, Inc. By-Laws would not supersede or infringe upon their corporation By-Laws or sovereignty.

ARTICLE IV
Board of Directors

Section 4.01 Number and Qualification of Directors The number of directors, which shall constitute the whole Board of Directors, shall be not less than fifteen (15) and not more than thirty-one (31) that includes the titular head . The directors shall be elected or appointed in accordance with these By-Laws. Directors must be either;

- A. former elected Monarchs of Charter Member courts who have been appointed as an Heir Apparent by the titular head as described in Section 4.06, and is an active member in good standing with the court that they reside within,
- B. Appointed permanent title holders of Charter Member courts who have been appointed as an Heir Apparent by the titular head as described in Section 4.06, and is an active member in good standing with the court that they reside within,.

Section 4.02 Board of Directors. The Heirs-Apparent shall be known as the Board of Directors of the Corporation. For the purposes of discussion the word “Council” shall also mean the Board or Board of Directors and is used interchangeably throughout the document.

Section 4.03 Power of the Board. Subject to any limitations in the Articles of Incorporation or these By-Laws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 4.04 Board Membership. All Heirs-Apparent will become a member of the Board of Directors upon adoption of these By-Laws.

Section 4.05 Suggestions for Appointment. Suggestions for an Heir-Apparent can be made by Charter members of the Court System. Suggestions for nomination will be made in writing to the titular head who will submit the suggestions to the Council for consideration and confirmation. Suggestions will include the person’s curriculum vitae, letters of recommendation, biographical information, and history with the Court System and any other supporting material relevant to the suggested nomination. Additionally, the nominee(s) must be a member in good standing with the court in the city or town in which they reside in. For purposes of clarification, “member in good standing” is that the individual has not been disciplined for actions against their court’s By-Laws. Appointments of Heirs-Apparent will be done by the titular head and then to be confirmed by the Council of the International Court Council, Inc. Upon confirmation, the new Heir Apparent designation will be added to their imperial pronouncement either before or after their recognized title. The statement should read “Heir Apparent to the titular head (Queen Mother or King Father of the Americas) within proper protocol guidelines.

Section 4.06 Resignation and Vacancies. An Heir Apparent may resign from office by a written notice to the titular head, or the Chairperson of the Council or the

President or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation; provided, however, that no Heir Apparent may resign except upon notice to the Attorney General of the State of California where the Corporation would then be left without a duly appointed Heir Apparent or Heirs-Apparent in charge of its affairs. For the purpose of this Council, the length of term for being a member of the Council will be for one to two years and reviewed by the titular head for reappointment or retirement.

A vacancy in the Heirs-Apparent Council may be filled through the recommendation, confirmation and appointment process as specified in §4.05. A vacancy in the Council shall be deemed to exist on the occurrence of the death, resignation or removal of any Heir Apparent.

The Council may declare vacant the office of an Heir Apparent who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

Section 4.07 Removal of Heirs-Apparent. An Heir Apparent may be dismissed by the titular head or the Council. Any Heir Apparent may be removed for cause by a three quarter (3/4) affirmative vote of the Council, as constituted and **not** from a vote of those present at a regularly scheduled meeting where a simple majority of a quorum may be present. The Heir Apparent being proposed for dismissal is to be notified so that he/she may be able to respond to the dismissal charges. Notification should follow those guidelines as those for a regular meeting, or that all Heirs-Apparent have either received or waived four weeks' written notice of such proposed action.

Any member of the Heirs-Apparent Council who is absent from two consecutive meetings of the Council shall automatically be referred to the titular head for review of the circumstances that may have prevented the Heir from not being in attendance. The review and final decision, with concurrence from the Council may result in the dismissal of the Heir Apparent. "Absence" from a meeting means failure to attend a meeting and includes any absences from and including the date on which this provision was adopted. No Heir-Apparent shall be removed under this by-law unless given adequate advance written notice, after the second consecutive absence. Also, nothing in this by-law shall be construed to prevent the Council from re-electing, as an Heir Apparent, any person who has been removed from the Council by reason of this By-law.

Section 4.08 Committees. The titular head or president or chairperson may appoint or create a committee as deemed necessary. The Council, by resolution adopted by a majority of the entire Council present, may create one or more committees.

The Executive Committee shall have, and exercise, the authority of the Council in the management of the Corporation to the extent that the Council confers such authority. Membership of the executive committee shall include the titular head, president, Chairperson, Corporate Secretary, Corresponding Secretary, Treasurer, and Vice Presidents of the Corporation and any other member of the Board that the Directors may have approved. The Executive Committee may only take action supported by a majority of the full membership of the committee. Other committees not having or exercising the authority

of the Council in the management of the Corporation may be designated and appointed by the titular head, president or chairperson (as appropriate) with the consent of the Council.

The Executive Committee or any such committee to the extent provided in the resolution of the Council shall have all the authority of the Council **except** with respect to:

- (a) The approval of any action for which the California Non-profit Public Benefit Corporation Law requires approval of the Council or of a majority of the Council in attendance at a regularly scheduled meeting;
- (b) The filling of vacancies on the Council or in any committee that has the authority of the Council;
- (c) The fixing of compensation for any services contracted by the Council;
- (d) The amendment or repeal of By-laws or the adoption of new By-laws;
- (e) The amendment or repeal of any resolution of the Council that by its express terms is not so amendable or repeal able;
- (f) The appointment of committees of the Council or the members thereof;
- (g) The approval of any self-dealing transaction, as defined in § 5233(a) of the California Nonprofit Public Benefit Corporation Law or any successor provision thereto.

Regular and special meetings and actions of committees of the Council shall be governed by the provisions of this Article IV applicable to meetings and actions of the Council; provided however, that the Council may adopt rules for the conduct of the business of any committee consistent with these By-Laws, or in the absence of rules adopted by the Council, the committee may adopt such rules.

Section 4.09 Place and Time of Meeting of the Council. Any and all meetings of the Council may be held at any place within or without the State of California, as set by the Council. Regular meetings of the Council shall be held at least two times per year unless it is determined that a greater is necessary. Each Heir Apparent is expected to attend all scheduled Council meetings. One of these meetings must be held in the eastern quadrant (as set by an imaginary line going from the north pole to south pole and by use of the Mississippi River as a general locator point) and in the western quadrant as previously defined. The division marker will include those countries (for geographical purposes) that currently exist on either side of the demarcation. If the demarcation goes through a particular country or countries, courts that exist on either side will be considered as part of the selection to host a Council meeting. All other meetings can be held wherever the Council agrees to meet.

Section 4.10 Annual Meetings. The Council shall hold an annual meeting for the purpose of voting in newly appointed members and election of officers and all other business as may properly come before the Council. Annual meetings of the Council shall be held with appropriate notice at such time and place as determined by resolution of the Council and may be held in conjunction with a regularly scheduled Council meeting. Each officer and member of the Council, at this meeting, shall make a full report to the titular head and be responsible to answer any questions.

Section 4.11 Special Meetings. A special meeting of the Council may be called at

any time by the titular head, the president or chairperson, or by any Heir-Apparent upon written demand of not less than four Heirs-Apparent.

Section 4.12 Notice of Meetings. Regular and special meetings of the Council shall be held upon notice to the Heirs-Apparent. The notice shall consist of a written or printed notification stating the place, day and hour of the meeting, delivered to each Heir-Apparent by the secretary not less than 30 days before the date of the meeting, either personally, or by postal service, or via electronic mail, at the direction of the chairperson or president or a majority of Heirs-Apparent calling the meeting, or upon the initiative of the secretary. If sent by postal service, each notice shall be deemed to be delivered when deposited in the United States mail addressed to the Heir-Apparent at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. If sent by electronic mail, each notice shall be considered delivered, when sent via the Internet to the Heir-Apparent at his or her email address as it appears on the records of the Corporation. Notice of a meeting need not be given to any Heir-Apparent who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. In addition, a meeting notice must be published in the International Court Communiqué, on the International Court Website or mailed to each Charter and Affiliate member on an annual basis.

Except as otherwise provided, neither the business to be transacted at nor the purpose of any meeting of the Council need be specified in the notice or waiver of notice of such meeting.

A majority of the Heirs-Apparent present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Council to another time or place shall be given to the Heirs-Apparent who were not present at the time of the adjournment, and, unless such time and place were announced at the meeting, to the other Heirs-Apparent.

Section 4.13 Quorum and Action of the Council. A majority of members of the Board of Directors authorized in §4.01 of these By-Laws constitutes a quorum of the Council for the transaction of business, except for purposes of adjournment as provided in §4.12 of these By-Laws. A majority of over fifty per cent (50%) of those directors on record would constitute a quorum. Unless a greater number is required by law, the Articles of Incorporation or these By-Laws, every action taken or decision made by a majority of the members of the Council present at a meeting duly held at which a quorum is present is the act of the Council; provided, however, that a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a director, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 4.14 Action Without Meeting. Any action required or permitted to be taken by the Council may be taken without a meeting, if all members of the Council shall individually or collectively consent in writing to such action; provided, however, that the preceding provision shall not include the consent of any member of the Council who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested Director" as defined in § 5233 of the California Nonprofit Public Benefit

Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Council and shall have the same force and effect as the unanimous vote of such Directors..

Section 4.15 Participation by Conference Telephone. Any one or more members of any committee thereof may participate in a meeting or meetings of such committee by means of a conference telephone or similar equipment, which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting. Accurate minutes of these committee meetings by tele-conference or similar equipment shall be delivered to the President and Corporate Secretary for delivery to all ex-officio members of said committee and for the corporate records.

Section 4.16 Waiver of Notice. Notice of a meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 4.17 Adjournment / Postponement. A majority of the Board of Directors present, whether or not a quorum is present, may adjourn / postpone any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 4.18 Heirs-Apparent Regions. The International Court Council will consist of regions of which Heirs-Apparent will be assigned to based upon their other responsibilities to the Council or Corporation. They will be assigned districts in which they will be encouraged to travel within to assess the progress of the members and to advise in problem resolution within the respective court or between courts within their regions.

ARTICLE V Officers

Section 5.01 Officers. The officers of the Corporation shall consist of a chairperson, a president, a first vice president, a second vice president, a corporate secretary, a corresponding secretary and a treasurer and such other officers as the Council may determine.

Section 5.02 Election and Term of Office. Except as otherwise provided, each officer shall be elected by the Council in accordance with procedures established by the chairperson and shall hold office for a term of two years and until his or her successor is elected and qualified, or in the event of his or her death, resignation or removal. Upon adoption of these By-Laws the current officer positions shall be either re-elected or replaced by the Council.

Section 5.03 Resignation. Any officer may resign from his or her office by a letter of resignation addressed to the Board of Directors. An officer who was also an Heir Apparent of the Corporation but has ceased to be an officer of said Corporation should not be deemed to have resigned from his or her Heir Apparent status unless they specifically have indicated that desire in their letter of resignation.

Section 5.04 Removal of Officers. Except as otherwise provided, any officer may be removed with or without cause by a majority vote of the Council then in office, provided that such officer has received four weeks written notice of such proposed action and provided, further, that all directors have either received or waived the four weeks written notice of such proposed action.

Section 5.05 Vacancies. The Council shall have the power to fill any vacancy in any office. An officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and until his or her successor is elected and qualified.

Section 5.06 Chairperson. The chairperson shall preside over all meetings, shall be the only person to call for votes when issues, which require Council action, are presented via the Internet or by telephonic means. Results are to be forwarded to the Secretary of the Corporation to be entered into the records and then posted on the Internet; by mail or telephonic means.

Section 5.07 President. The president of the Corporation is responsible to guide the growth of the court system, to represent the Council to the outside world. The president is responsible for the day-to-day administration of the Corporation but cannot effect decisions that may require the concurrence of the Council. The president may request that the Executive Committee of the Council, as defined in § 4.08, assume the day-to-day administration of the Corporation and are also constrained whereby concurrence by the Council is required.

Section 5.08 Vice Presidents. The first and second vice presidents shall perform the duties and exercise the powers of the president in his or her absence or disability and shall have such powers and duties, which are designated by the Council. The Vice Presidents are members of the Executive Committee and ex-officio members of any committees appointed by the Board of Directors (Council).

Section 5.09 Secretaries.

- A. *Corporate Secretary:* The Corporate Secretary shall preserve in the books of the Corporation true minutes of the proceedings of such meetings, and shall have charge of the counting of votes at such meetings. The secretary shall perform the duties and give all notices required by statute, by law or resolution and shall perform such other duties as may be delegated to him or her by the Council. The Corporate secretary shall set the agenda for each meeting with consultation with the President, Chairperson and titular head.

The corporate secretary will be responsible for filling out and filing all documents related to the business of the Council, with the exclusion of the

Internal Revenue Service annual reports and filings, which will be the responsibility of the treasurer.

- B. *Corresponding Secretary*: The Corresponding Secretary will be responsible for the official written communication outside of the Corporation for and on behalf of the Council, the officers or Executive Committee as directed. This secretary will work in concert with the Corporate Secretary to ensure continuity of communications.

Section 5.10 Treasurer. The treasurer shall have custody of all corporate funds, securities, receipts and disbursements of the Corporation, and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements. He or she shall deposit all monies, securities and other valuable effects of the Corporation in such depositories as may be designated for that purpose by the Council. He or she shall disburse the funds of the Corporation as may be ordered by the Council, taking proper vouchers for such disbursements. He or she shall render to any of the directors or to the founder (or titular head), whenever requested by them an account of all transactions as treasurer and of the financial condition of the Corporation. The treasurer will provide to the Council at every regular meeting called by such body, a full report of financial condition of the Corporation so as to ensure all financial transactions, be they numerous or none, are reported to the satisfaction of the Council. In addition, the treasurer will ensure and report on those entities that were created by this Council whereby separate financial records and accounts are being kept and will have signatory authority on those accounts. If required by the Council, he or she shall deliver to the president and shall keep in force, a bond in form, amount and with a surety or sureties satisfactory to the Council, conditioned for the faithful performance of the duties of the office of treasurer and those authorized by the Council to execute drafts, vouchers, contracts and financial instruments, and for restoration to the Corporation in case of his or her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

The treasurer will be responsible for filing all reports and tax statements to the Internal Revenue Service and any state entities, as required by law, in a timely and orderly fashion.

The treasurer will deliver to a certified public accountant all records, receipts, vouchers and books as may be deemed necessary to fulfill a complete review and/or audit of the corporation's financial situation and the preparation of tax filings to both the federal and state agencies on an annual basis.

Section 5.11 Certified Public Accountant. The Council shall engage a certified public accountant to review and present to the Council an un-biased analysis of the financial situation of the Corporation and to prepare necessary state and federal tax filings as required by law. The review should occur at a minimum of an annual basis. The Council may order an audit should the need arise.

Indemnification, Insurance and Heirs-Apparent Liability

Section 6.01 Definitions. For the purposes of this Article VI, "agent" means any person who is or was a Heir-Apparent, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as an Heir-Apparent, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was an Heir-Apparent, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Sections 6.04 or 6.05(b) of these By-Laws.

Section 6.02 Indemnification in Actions by Third Parties. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under § 5233 of the California Nonprofit Public Benefit Corporation law, or an action brought by the Attorney General or a person granted regulator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of an proceeding by judgment, order, settlement, conviction, or upon a plea of "nolo contendere" or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 6.03 Indemnification in Actions by or in the Right of the Corporation. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under § 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted regulator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in the like position would use under similar circumstances. No indemnification shall be made under this Section 6.03:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case,

such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General of the State of California.

Section 6.04 Indemnification Against Expenses. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 6.02 or 6.03 of these By-Laws or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 6.05 Required Determinations. Except as provided in Section 6.04 of these By-Laws, any indemnification under this Article VI shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 6.02 or 6.03 of these By-Laws, by:

- (a) A majority vote of a quorum consisting of Heirs-Apparent who are not parties to such proceeding; or
- (b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

Section 6.06 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VI.

Section 6.07 Other Indemnifications. No provision made by the Corporation to indemnify its or its subsidiary's Heirs-Apparent or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, By-Laws, a resolution of Heirs-Apparent, an agreement or otherwise, shall be valid unless consistent with this Article VI. Nothing contained in this Article VI shall affect any right to indemnification to which persons other than such Heirs-Apparent and officers may be entitled by contract or otherwise.

Section 6.08 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article VI, except as provided in Sections 6.04 or 6.05(b), in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles of Incorporation, these By-Laws, or an agreement in effect at the time of the accrual of the alleged

cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 6.09 Personal Liability of Volunteer Heirs-Apparent or Executive Officers. To the fullest extent permitted by the California Nonprofit Public Benefit Corporation Law, as now in effect or as may hereafter be amended, there shall be no personal liability to a third party for monetary damages on the part of a volunteer Heir-Apparent or volunteer executive officer of a nonprofit corporation, caused by the Heirs-Apparent negligent act or omission in the performance of that person's duties as an Heir-Apparent or officer, provided that the person's act or omission was (1) within the scope of the Heirs-Apparent or executive officer's duties, performed in good faith and not reckless, wanton, intentional or grossly negligent, and (2) either the damages are covered by liability insurance or the Heir-Apparent or executive officer and the Heirs-Apparent Council had made all reasonable efforts in good faith to obtain available liability insurance.

Section 6.10 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article VI, provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of § 5233 of the California Nonprofit public Benefit Corporation Law (or any successor provision thereto).

Section 6.11 Non-applicability to Fiduciaries of Employee Benefit Plans. This Article VI does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in § 6.01 of these By-Laws. The corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of § 207 of the California General Corporation Law.

Section 6.12 Chapter 42 Taxes. In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as amended ("Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment should constitute an act of self-dealing or a taxable expenditure, as defined in §§ 4941(d) or 4945(d), respectively, of the Code.

If any part of this Article VI shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE VII

Miscellaneous

Section 7.01 Fiscal Year. The fiscal year of the Corporation shall be the calendar year (January 1st through December 31st) or such other period as may be fixed by the Council.

Section 7.02 Corporate Seals. There shall be several corporate seals, which shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "California" and the year the Corporation was formed in the center; or shall be in such form as may be approved from time to time by the Council.

Section 7.03 Checks, Notes and Contracts. The Council shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

The titular head and Council has the power to designate the officers and agents, upon ratification of the Council in a majority vote, who shall have authority to execute any instrument on behalf of the Corporation.

When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the president may execute the same in the name of and on behalf of the Corporation. In any particular case, the Council shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation.

Section 7.04 Amendment of Articles of Incorporation and By-Laws. The Articles of Incorporation and By-Laws of the Corporation may be adopted, amended or repealed in whole or in part by a majority vote of the members of the Council then in office.

Proposed amendments may be submitted to the Council by any Heir-Apparent and shall be voted upon at the meeting following the meeting at which the proposal was made or at the meeting following a written notice of the proposed change to each Heir-Apparent, six weeks prior to the meeting.

An amendment having the effect of changing the number of Council members as authorized by Article IV Section 1 of these by-laws shall require the vote of a majority of the entire Council. For purposes of these by-laws, the "entire Council" is defined as the total number of Heirs-Apparent which the Corporation would have if there were no vacancies.

Section 7.05 Loans to Heirs-Apparent and Officers. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Heir-Apparent or officer, unless approved by the Attorney General; provided, however, that the Corporation may advance money to a Heir-Apparent or officer of the Corporation or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such Heir-Apparent or officer, provided that in the absence of such advance, such

Heir-Apparent or officer would be entitled to be reimbursed for such expenses by the Corporation, its parent, or any subsidiary.

Section 7.06 Founding Court. The Imperial Court of San Francisco is the Founding Mother Court of the entire International Court System.

Section 7.07 Proof of Incorporation. Each court shall show proof of incorporation within their respective state, political union, provincial and/or country, as applicable to the charitable structure governed by such statues or laws therein, which were granted. This proof is to clarify that the incorporation is both an open and public entity and not privately owned for personal gain.

- a.) A copy of the approved incorporation papers should be sent to the International Court Council for inclusion in the Imperial Archives.
- b.) The archives are solely for the documentation and historical chronicles of the International Court Council.

Section 7.08 Court Proximity. There can be only one court within one community or geographical area that has been ceded appropriate land by the founder or titular head with approval by the Council.

Section 7.09 Acknowledgement of Sovereignty. The Corporation and its Council acknowledges the sovereignty of its Charter and Associate members. Therefore, decisions that may affect individual or groups from those members and respective communities that it serves are to be respected and adhered to by all other members of the International Court Council. This respect should preclude any personal or social involvement, which might jeopardize the petitioning, parties to a fair and just consideration.

Section 7.10 Services and Operating Principles. The Corporation will have created a Service and Operating Principles document for the use by its board of directors, member courts, potential and current, as guidelines thereof. The Corporation may add, change or delete from time to time, other chapters as necessary for that such purpose under advisement and direction of the Council.

Section 7.11 Dissolution. Dissolution of the Corporation shall not take place without the concurrence of each member of the Board of Directors. Dissolution should follow all necessary requirements as set forth by the California Department of Corporations, Secretary of State and taxable authorities that govern the Corporation.

The undersigned incorporator of International Court Council, Inc. hereby adopts the foregoing By-Laws of the Corporation.

Dated:

[Name]
Incorporator

THIS IS TO CERTIFY:

That I am the duly elected, qualified Secretary of International Court Council, Inc. and that the foregoing By-Laws were adopted as the By-Laws of said corporation as of ____/____/____ by the Heirs-Apparent Council of said Corporation.

Date:

[Name]
Secretary