



Mando Mercs Costume Club

A NORTH CAROLINA Nonprofit Corporation

Charter & Bylaws

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CHARTER

MANDO MERCS COSTUME CLUB

A NORTH CAROLINA NON-PROFIT CORPORATION

Article I:

Legal Name

1.01 Name

The name of this Corporation shall be MANDO MERCS COSTUME CLUB. The business of the Corporation may be conducted as MANDO MERCS COSTUME CLUB, MANDALORIAN MERCS COSTUME CLUB, MANDALORIAN MERCS, or MMCC.

Article II:

Mission, Purposes, Powers, and Representation

2.01 Mission

The Mando Mercs Costume Club is dedicated to artistic and cultural enrichment through the teaching of Visual and Performing Arts, Professional Costume Design and Construction, and Professional Theatrical Prop Design and Construction based on Mandalorian™ characters from the STAR WARS™ franchise and, through public performance, help bring awareness and relief to the needy, impoverished and distressed.

2.02 Purpose

Mando Mercs Costume Club is a Non-Profit Corporation and shall be operated exclusively for non-profit purposes within the meaning of Section 501 (c)(4) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Mando Mercs Costume Club has been organized to operate exclusively for educational and charitable purposes, including, but not limited to:

- 1. Uniting fans of the *STAR WARS*[™] franchise to celebrate a shared love of the Mandalorian[™] characters, culture, and costumes.**
- 2. Conducting educational and research programs on Professional Theatrical Costume Design and Theatrical Prop Design from the *STAR WARS*[™] franchise.**
- 3. Raise awareness and relief for the poor and distressed, primarily children and families through community engagement and public performances.**
- 4. Engaging in all activities that will further and are consistent with the mission of the Corporation, including, but not limited to, public performances and exhibits, presentations to groups, panel discussions, publication of literature, public education, and public relations.**

2.03 Powers

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purpose, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

- 1. The business of the Corporation is to be transacted in the City of Mocksville, State of North Carolina, or at such other place or places as the Command Council may designate from time to time.**
- 2. The Corporation shall have perpetual succession by its corporate name.**
- 3. The yearly income of the Corporation shall be without limit.**

2.04 Nonprofit Status and Exempt Activities Limitation.

1. Non-profit Legal Status. Mando Mercs Costume Club is a North Carolina Non-Profit Public Benefit Corporation, recognized as tax exempt under Section 501(c)(4) of the United States Internal Revenue Code.
2. Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, Officer, Employee, Member, or Representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(4) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any Director, Officer, Member, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
3. Distribution Upon Dissolution. Upon termination or dissolution of the Mando Mercs Costume Club any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(4) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Corporation.

The organization to receive the assets of the Mando Mercs Costume Club hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Mando Mercs Costume Club by one (1) or more of its managing body which verified petition shall contain such statements as

reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of North Carolina.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Mando Mercs Costume Club, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of North Carolina to be added to the general fund.

2.05 Representation

The MMCC recognizes that the members of the MMCC have no claim to the copyright and intellectual property of Lucasfilm Ltd. (LFL) except by the privileges authorized to the organization by LFL. Members acknowledge and accept that they, by authorization, portray the characters of the STAR WARS™ franchise when in costume and acting on behalf of the MMCC. While representing the MMCC, members agree to do so courteously, professionally, and responsibly at all time.

- 1. No officer, affiliate, employee, or agent may represent the Corporation in policy matters without the approval of the Command Council.**
- 2. Use of the name, logo, seal, trademark, acronym, or other graphic representation of the Corporation, including new artwork and graphic designs intended to represent the Corporation, in any manner by any Officer, Affiliate, Committee, or Unit or his/her designee must have the prior written approval of the Mandalore (CEO) or his/her designee.**

Article III: Membership

3.01 No Membership Classes

The Corporation shall have no members who have any right to vote or title or interest in or to the Corporation, its properties and franchises.

3.02 Non-Voting Affiliates

The Command Council may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The Council, a designated committee of the Council, or any duly elected officer in accordance with Council policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Command Council, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the Corporation website. Affiliates have no voting rights, and are not members of the Corporation.

3.03 Dues

Any dues for affiliates shall be determined by the Command Council.

ARTICLE IV

COMMAND COUNCIL

4.01 Number of Directors

Mando Mercs Costume Club shall have a board of directors consisting of at least 4 and no more than 15 directors. The board of directors shall be known as the Command Council.

4.02 Powers

All Corporate powers shall be exercised by or under the authority of the Command Council and the affairs of the Mando Mercs Costume Club shall be managed under the direction of the Command Council, except as otherwise provided by law.

4.03 Qualifications and Election of Council Officers

In order to be eligible to serve as an officer on the Command Council, the individual must be 18 years of age and a Tier 3 (Official Member) affiliate in good standing within affiliate classifications created by the Command Council, and meet the executive requirements of the office. Officers may be elected at any Command Council meeting by a majority vote of the existing Command Council officers.

4.04 Vacancies

Vacancies that occur by reason of death, resignation, or otherwise, of an Officer or a nominee for office, shall be filled by the Command Council; however, should a vacancy occur in the office of the Mandalore, the Alor shall succeed him or her immediately as Mandalore Pro Tempore, until such time a new Mandalore is elected.

4.05 Conclave Minister Elections

1. During the normal election month at the end of the current Conclave Minister term, a general announcement shall be made to the membership base. The announcement shall remain open for thirty (30) days.

2. During the thirty (30) day announcement period, Official Members shall submit their names to their respective RC's for consideration as a candidate on the initial Conclave Minister ballot.
 3. Before the close of the thirty (30) day announcement period, Regional Commanders shall submit three (3) candidates from their respective regions, of their choosing, from interested parties who submitted their names during the announcement period.
 4. At the close of the announcement period, a poll shall be created within the "Roundtable" area of the MMCC official forums. The poll shall be accessible only by Clan Alor'ad. The poll shall list the names of all 27 candidates chosen by the 7 Regional Commanders. This poll shall be called the "Initial Vote", and shall run for no more than fourteen (14) days.
 5. Upon conclusion of the initial vote, the top five (5) voted candidates shall be considered as the "final candidates", and allowed seven (7) days to address the Alor'ade with a statement of intent for becoming the Conclave Minister within the Alor'ad-only portion of the Roundtable area of the MMCC official forums.
 6. Upon conclusion of the seven (7) day statement of intent, a new poll listing the five (5) final candidates shall be created within the Alor'ad only section of the Roundtable area of the MMCC official forums. This poll shall be called the "Finalist Vote" and shall run for fourteen (14) days.
 7. Upon conclusion of the fourteen (14) day voting period, the candidate with a majority of all votes cast shall be considered the winner, and assume the role of Conclave Minister at the earliest possible convenience.
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4.06 Command Council Meetings

- 1. Regular Meetings (General Assembly). The Command Council shall have a minimum of one (1) regular meeting each calendar year at a time and place fixed by the Council. Council meetings shall be held upon thirty (30) days notice of announcement by the Archivist on the MMCC official forums. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.**
- 2. Special Meetings. Special meetings of the Council may be called by the Mandalore, Alor, Archivist, or any two (2) other officers of the Command Council. A special meeting must be preceded by at least fourteen (14) days notice to each officer**

of the date, time, and place, but not the purpose, of the meeting.

- 3. Waiver of Notice. Any officer may waive notice of any meeting, in accordance with North Carolina law.**
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4.07 Manner of Acting

- 1. Quorum. A majority of the officers in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Council. No business shall be considered by the Council at any meeting at which a quorum is not present.**
 - 2. Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the officers present at a meeting at which a quorum is present shall be the act of the Council.**
 - 3. Hung Council Decisions. On the occasion that officers of the Council are unable to make a decision based on a tied number of votes, the Mandalore or Archivist in the order of presence shall have the power to swing the vote based on his/her discretion.**
 - 4. Participation. Except as required otherwise by law, this Charter, or Bylaws, officers may participate in a regular or special meeting through the use of any means of communication by which all officers participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.**
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4.08 Compensation for Council Service

Command Council officers shall receive no compensation for carrying out their duties as Council officers. The Council may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out Council responsibilities, such as travel expenses to attend Council meetings.

4.9 Compensation for Professional Services by Council Officers

Command Council officers are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Council Conflict of Interest policy and state law.

ARTICLE V COMMITTEES

5.01 Committees

The Command Council may, by the resolution adopted by a majority of the officers then in office, designate one or more committees, each consisting of two or more officers, to serve at the pleasure of the Council. Any committee, to the extent provided in the resolution of the Council, shall have all the authority of the Council, except that no committee, regardless of Council resolution, may:

1. Take any final action on matters which also requires Council members' approval, approval of a majority of all members, or approval of the Mandalore;
2. Fill vacancies on the Command Council of in any committee which has the authority of the Council;
3. Amend or repeal the Charter;
4. Amend or repeal Bylaws or adopt new Bylaws;
5. Amend or repeal any resolution of the Command Council which by its express terms is not so amendable or repealable;
6. Appoint any other committees of the Command Council or the members of these committees;
7. Expend corporate funds to support a nominee for Council Officer; or
8. Approve any transaction;
 - a. To which the Corporation is a party and one or more directors have a material financial interest; or
 - b. Between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

5.02 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of this Charter concerning meetings of the Council, with such changes in the context of those policies as are necessary to substitute the committee and its members for the Command Council and its members, except that the time for regular meetings of committees may be determined either by resolution of the Command Council or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Command Council.

Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Command Council may adopt rules for the governing of the committee not inconsistent with the provision of this Charter.

ARTICLE VI

EXECUTIVE & NON-EXECUTIVE OFFICERS

6.01 Council Executive Officers

The executive officers of the Corporation shall be Mandalore, Alor, and Archivist, all of whom shall be confirmed by, and serve at the pleasure of, the Command Council. Each executive officer shall have the authority and shall perform the duties set forth in this Charter or by resolution of the Council or by direction of an officer authorized by the Council to prescribe the duties and authority of other officers. The Council may also appoint additional executive officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Command Council may determine. One person may hold two or more executive offices, but no executive officer may act in more than one capacity where action of two or more officers is required.

6.02 Appointment to Office

Each officer shall serve at the appointment of their respective office within the Command Council. Each officer's appointment to office shall begin upon the adjournment of the Council meeting at which elected and shall end upon the adjournment of the Council meeting during which a successor is elected.

6.03 Removal and Resignation

With the exception of the Mandalore, the Command Council may remove an officer at any time, with just cause, by a two thirds vote of the entire Council. Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Mandalore

The Mandalore shall be the Chief Executive Officer of the Corporation. The Mandalore shall lead the Command Council in performing its duties and responsibilities, including, if present, presiding at all meetings of the

Command Council, and shall perform all other duties incident to the office or properly required by the Command Council.

6.05 Alor

In the absence or disability of the Mandalore, the Alor shall perform the duties of the Mandalore. When so acting, the Alor shall have all the powers of, and be subject to, all the restrictions upon the Mandalore. The Alor shall have such other powers and perform such other duties prescribed for them by Command Council or the Mandalore.

6.06 Archivist

The Archivist shall keep or cause to be kept a book of minutes of all meetings and actions of officers and committees of officers and be the lead officer for oversight of the financial condition and affairs of the Corporation. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law, Bylaws, and this Charter.

The Archivist shall cause notice to be given of all meetings of officers and committees as required by the Charter. The Archivist shall oversee and keep the Council informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other officers, the Archivist shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Command Council on a timely basis or as may be required by the Command Council.

The Archivist shall perform all duties properly required by the Command Council or the Mandalore. The Archivist may appoint, with approval of the Council a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Archivist.

6.07 Non-Executive Officers

The Command Council may designate additional officer positions of the Corporation and may appoint and assign duties to other Non-Executive Officers of the Corporation.

ARTICLE VII
CONTRACTS, CHECKS, LOANS,
INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the Council or Council policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the Mandalore or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Council.

7.02 Checks and Drafts

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

7.03 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Council or a designated committee of the Council may select.

7.04 Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Council. Such authority may be general or confined to specific instances.

7.05 Exhaustion & Indemnification

1. Exhaustion

The remedies and procedures provided in the Charter and Bylaws and all subsections hereof must be exhausted prior to the filing or commencement of any legal proceeding by any member, former member, Chapter or Related Entity involving the MMCC or any officer or employee thereof before a court having competent jurisdiction thereof.

2. Arbitration, Venue and Applicable Law.

The parties expressly agree that all disputes or controversies arising out of The Codex and/or By-laws, their performance, or the alleged breach thereof, if not disposed of by provisions set forth within The Codex and/or By-laws, shall be resolved only by arbitration in accordance with this section. Either party must demand such arbitration only within 6 months after the controversy arises by sending a notice of demand to arbitrate to the American Arbitration Association (the "Association"), with a copy thereof to the other party. The dispute shall then be arbitrated by a single arbitrator pursuant to the Commercial Rules of the Association at the Association office in North Carolina. In the disposition of the dispute, the arbitrator shall be governed by the express terms of The Codex and By-laws and otherwise by the laws of the State of North Carolina which shall govern the interpretation of The Codex and By-laws. In all such matters, only the substantive laws of the State of North Carolina without regard to the conflicts of laws thereof shall apply in any proceedings involving the MMCC. In no event shall the substantive laws of any other jurisdiction have any application in any legal proceeding involving the MMCC. The decision of the arbitrator shall be final and conclusive on the parties and shall be a bar to any suit, action or proceeding instituted in any federal, state or local court or before any administrative tribunal. Notwithstanding the foregoing, judgment on any award by the arbitrator may be entered in any court of competent jurisdiction. This arbitration provision shall survive any expiration or termination of The Codex or By-laws.

3. Failure to Comply

In the event that legal proceedings are threatened or commenced in violation of or without compliance with this Rule and all subsections hereof, the Command Council may in its discretion summarily order the member, former member, Chapter, or Related Entity covered under this Rule to dismiss such legal action and comply with this Rule and all subsections hereof.

3. Indemnification

As required by The Charter and Bylaws of the MMCC, the MMCC shall indemnify the members of the Command Council and the officers of the MMCC as set forth in this Rule.

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- a. In General. Subject to the limitations on indemnification set forth in this Rule, or otherwise imposed by applicable law, the MMCC shall indemnify, to the fullest extent permitted by applicable law, now or

hereafter in effect, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was an officer of the MMCC, or is or was an officer of the MMCC serving at the request of the MMCC as a director, trustee, or officer of another Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the MMCC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, however, the MMCC shall be required to indemnify an officer in connection with an action, suit or proceeding initiated by such person only if such action, suit or proceeding was authorized by the Command Council. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea or 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 he or she reasonably believed to be in or not opposed to the best interests of the MMCC, and, with respect to any criminal action or proceeding, had reasonable doubt.

- b. No Indemnification Where Found Liable. Subject to the limitations on indemnification set forth in this Rule, or otherwise imposed by applicable law, the MMCC shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the MMCC to procure a judgment in its favor by reason of the fact that he or she is or was an officer of the MMCC, or is or was an officer of the MMCC serving at the request of the MMCC as a director, trustee, or officer of another Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against expenses (including attorneys' fees) actually reasonably incurred by him or her in connection with the defense or settlement or such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the MMCC; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the MMCC unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly

and reasonably entitled to indemnity for such expenses which such court shall deem proper.

- c. Determination by Command Council. Any indemnification under this Rule (unless ordered by a court) shall be made by the MMCC only as authorized in the specific case upon a determination that indemnification of officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Rule. Such determination shall be made (i) by the Command Council by a majority vote of such officers who were not parties to such action, suit or proceeding (even if such majority vote constitutes less than a quorum), or (ii) if the majority vote of such officers so directs (even if such majority vote constitutes less than a quorum), upon receipt from independent legal counsel of a written opinion that such indemnification is reasonable, or (iii) by the members of the MMCC by resolution of the Regional Conclave. To the extent however, that an officer of the MMCC has been successful on the merits or otherwise in defense of any action, suit or proceeding described above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith, without the necessity of authorization in the specific case.
- d. Good Faith Defined. For purpose of any determination under this Rule, a person shall be deemed to have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the MMCC, or, with respect to any criminal action or proceeding, to have had no reasonable cause to believe his conduct was unlawful, if his action is based on the records or books of account of the MMCC or another enterprise, or on information supplied to him or her by the officers of the MMCC or another enterprise in the course of their duties, or on the advice of legal counsel for the MMCC or another enterprise or on information or records given or reports made to the MMCC or another enterprise by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the MMCC or another enterprise. The term "another enterprise" as used in this Rule shall mean any Corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise of which such person is or was serving at the request of the MMCC as a director or officer. The provisions of this Rule shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in this Rule, except however, that a resolution of the Command Council shall be conclusive of whether or not such person acted in a manner which is or was opposed to the best interests of the MMCC.

- e. Expenses Payable in Advance. Expenses (including attorneys' fees) incurred by the officer in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the MMCC in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the MMCC as authorized in this Rule.
- f. Non-exclusivity of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by or granted pursuant to this Rule shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under agreement, contract, vote of members, or the Command Council or pursuant to the direction (howsoever embodied) of any court of competent jurisdiction or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, it being the policy of the MMCC that indemnification of the persons specified in this Rule shall be made to the fullest extent permitted by law. The provisions of this Rule shall not be deemed to preclude the indemnification of any person who is not specified in this Rule but whom the MMCC has the power or obligation to indemnify.
- g. Certain Definitions. For purposes of this Rule, references to "the MMCC" shall include, in addition to the incorporated association domiciled in the State of North Carolina which is generally the MMCC, any resulting Corporation or successor unincorporated association wherever incorporated or domiciled, any constituent entity thereof (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors or officers, so that any person who is or was a director or officer of such constituent entity, or is or was a director or officer of such constituent entity serving at the request of such constituent entity serving at the request of such constituent entity as a director or officer of a Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, shall stand in the same position under the provisions of this Rule with respect to the resulting or surviving Corporation as he or she would have with respect to such constituent Corporation if its separate existence had continued. For purposes of this Rule, references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the MMCC" shall include any service as a director or officer of the MMCC which imposes duties on, or involves services by, such director or officer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the

participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the MMCC" as referred to in this Rule. For the purposes of this Rule, an "officer" of the MMCC, including without limitation an "executive officer" or "director" of the MMCC, shall include, by way of example but without limitation, all advisers, commissioners or other volunteer positions appointed from time-to-time by the Command Council, including those full-time employees of the MMCC described as "Directors" or "Managers" in their job title. "Executive officers" and "Directors" shall each include by way of example but without limitation, the elected officers of the MMCC incumbent in the offices of the Command Council.

- h. Survival of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by, or granted pursuant to, this Rule shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or executive officer and shall inure to the benefit of the heirs, executors and administrators of such a person.
 - i. Limitation on Indemnification. Notwithstanding anything contained in this Rule to the contrary, except for proceedings to enforce rights to indemnification (which shall be governed by the applicable provisions of this Rule and generally by the Rules with respect to Disputes), the MMCC shall not be obligated to indemnify any director or officer in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Command Council of the MMCC. Without limiting the generality of the foregoing, any indemnification under this Rule shall be subordinate to the policies of insurance applicable to the defense of any acts or omissions giving rise to any claim resulting in possible indemnification under this Rule.
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ARTICLE VIII

MISCELLANEOUS

8.01 Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Command Council, a record of all actions taken by Command Council without a meeting, and a record of all actions taken by committees of the Council. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation, Charter, and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the Corporation shall be from November 30 of the previous year to December 1st of the present year.

8.03 Conflict of Interest

The Council shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any officer, employee, affiliate, or member of a committee with Council-delegated powers.

8.04 Nondiscrimination Policy

The officers, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Mando Mercs Costume Club not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE IX: DISSOLUTION

9.0.1 Vote of Dissolution

The vote to dissolve the organization shall be taken only at a Command Council Meeting.

-
1. A two-thirds majority must be reached by the Command Council to approve dissolution. In the event of a tie, Mandalore shall cast the deciding vote.
-

9.0.2 Distribution of Assets

Distribution of remaining assets shall be as set forth in Article II of this Charter.

ARTICLE X

CHARTER AMENDMENTS

10.0.1 Amendments to the Charter

1. A Task Force of the Governance and Finance Committee, supervised by the committee chairperson, shall oversee and manage amendments to the Charter. The task force shall be called the Governing Document Review Board (GDRB).
2. Amendments to the Charter may be proposed by any Official Member to the GDRB directly or via their Regional Commander at any time.
3. Draft proposals will be submitted to the Command Council for review. During review, the proposal may be further revised by the GDRB with suggestions from the Command Council. Command Council members are authorized to share works in progress with their respective unit members for additional input. Completion of revisions is due no later than 10 days following submission of the draft.
4. Upon reaching a satisfactory state of completion of the proposal, signified by passing a two-thirds majority vote by the GDRB, Governance Committee will present the completed proposal to the Command Council for confirmation.
5. Proposals then require a two-thirds majority of the voting Command Council officers to pass confirmation.
6. If passed, the proposal is presented to the Mandalore to be signed into effect, or vetoed. Proposals signed into effect are incorporated into the charter and/or bylaws, and are effective immediately upon receiving Mandalore's signature.
7. Amendments that do not pass a vote by the Governance Committee, confirmation by the Command Council, or vetoed by the Mandalore may not be voted on by that respective body again for a period of one year from the close of the relevant vote, unless new documented circumstances arise which may influence a discussion and vote. Allowance for a new vote within that 12 month window requires the agreement of the Mandalore, Command Council, and committee chairperson.

CERTIFICATE OF ADOPTION OF CHARTER

I do hereby certify that the above stated Charter of the Mando Mercs Costume Club was approved by the Mando Mercs Costume Club Command Council on XX, XX, 2017 and constitute a complete copy of the Charter of the Corporation.

Archivist, Mando Mercs Costume Club

Date: _____

BYLAWS

MANDO MERCS COSTUME CLUB

A NORTH CAROLINA NONPROFIT CORPORATION

Section 1: Code of Conduct

The Mandalorian Mercs (MMCC) recognizes that its costumes represent characters from the STAR WARS™ films and as such, costume-wearers carry the responsibility of portraying these characters professionally and tastefully while in public. For these reasons, all members are prohibited from acting in a manner disrespectful towards the image they are portraying, towards fellow club members, or towards the public at large while in costume at any event where the MMCC, its Clans, Strongholds and members are official participants.

Regardless of tier, membership in the MMCC is a privilege granted by this Corporation, not a social or legal right. By becoming a member of this club, you agree to adhere to and defer to the rules set out by Command Council at International level, Regional Officers at the regional level, and Clan leaders set at local level without exception or excuse.

The MMCC maintains that part of the fun of trooping is to be able to do so in reasonable safety. It is the intention of the MMCC to provide an outline of behavior wherein it has a Code of Conduct for the safety and security of its members. **Violations of the Code of Conduct listed below in item 5a as determined by a Tribunal or other incontrovertible evidence will result in immediate termination of membership.**

Harassment is defined as the act of systematic and/or continued unwanted and annoying actions of one member or a group of members, including but not limited to spamming, trolling, threats, and demands via phone, voice mail, forum, electronic social media or in writing of any kind. The purposes may vary, including but not limited to racial prejudice, religious prejudice, sexual orientation prejudice, personal malice, an attempt to force someone to quit the club, grant favors of any kind, apply pressure to commit an illegal act, or merely gain sadistic pleasure from making someone fearful or anxious.

Harassment takes many forms, and is not necessarily limited to the type of language used, but the intent. Repeatedly targeting a specific member with

harassment can lead to more severe action. The idea behind this is to prevent any one member from consistently being uncomfortable in the forums or at troops. This category includes but is not limited to both clear and masked language, images, and/or links to websites containing such language or images which insultingly refer to other members or groups of people resulting in ongoing harassment to those other members or groups of people.

Threats are defined as a declaration of an intention or determination to inflict punishment, injury, or harm against a person or property of an individual including but not limited to phone calls / voice mail, forum, electronic social media or in writing of any kind. Threats must be direct and unmistakable to the average person. This category includes but is not limited to both clear and masked language, images, and/or links to websites containing such language or images which refer to violence in any capacity that is not directly related to the costume / fantasy world.

Spamming / Trolling is defined as, but not limited to, excessively communicating the same phrase, similar phrases, or pure gibberish, creating posts for the sole purpose of causing unrest in electronic social media or the forums, Examples include but are not limited to causing disturbances such as picking fights, making off topic posts that ruin the thread, insulting other posters, making non-constructive posts, abusing the Reported Post feature by sending false alarms or nonsensical messages, IBTL (In Before The Lock) comments, or any other fad statements.

Racial Prejudice is defined as, but not limited to, both clear and masked language, images, and/or links to websites containing such language or images which promote racial/ethnic hatred, are recognized as a racial/ethnic slur, or allude to a symbol of racial/ethnic hatred.

Sexual Orientation Prejudice is defined as both clear and masked language, images, and/or links to websites containing such language or images which insultingly refer to any aspect of sexual orientation pertaining to themselves or other members.

Religious Prejudice is defined as, but not limited to, both clear and masked language, images, and/or links to websites containing such language or images which negatively portray major religions or religious figures.

While some actions (as defined under Section 1.12: Major Offenses) may require removal from the MMCC, there are other behaviors that do not require such extreme actions. It is the intent of the MMCC to reduce the

number of cases requiring removal where other less extreme actions can and will suffice.

The policy encompasses those behaviors thought by society to be violent, illegal, or anti-social in nature. It is not the intent of the MMCC to abridge the standard rights or practices of the individual member, but rather to protect all members from the defined behavior of any member engaging in such behavior. In any event, common sense must prevail.

There are, however, other behaviors that do not require such extreme actions. It is the intent of the MMCC to reduce the number of cases requiring removal from the club where other less extreme actions can and will suffice.

1. Levels of Infraction

1.1. Disciplinary offences or infractions are given 3 levels of severity, with level 1 being classed as a strong warning to level 3 being the most serious and potential removal from the club.

1.2. If you receive any form of leveled infraction, then you are no longer classed as "in good standing". This means that, while the infraction is on your record, you cannot apply for club or clan leadership positions. The PR Team also reserve the right to exclude members without "in good standing" status in public material and promotions. The length of time in which an infraction remains on record is explained in section 1.6 of this document.

1.3. Clan Alor'ade, Regional Commanders, and Council Officers have the ability to punish members with verbal warnings which can also accrue a small punishment, but not affect their "in good standing" status. Verbal warnings are recorded with the Clan or Stronghold in which the verbally warned member resides.

1.4. Levels are progressive: If you have already received a level 1 infraction previously then you will be awarded a level 2 infraction, regardless of whether you committed another level 1 infraction. In the cases of progression to level 3 offences the Alor will decide if progression occurs, based upon the final evidence given to them. Progression to level 3 may involve a Tribunal.

1.5. If an Official member has to answer to more than one infraction, they may be subject to a Tribunal. Other tiered members do not have the right to a Tribunal, and it is up to the deciding authority how the final level of infraction is determined.

1.6. In general, levels of infraction are held on a member's record for one (1) year AFTER any forum, membership or trooping punishment has been served. However, the Alor reserves the right to increase or lessen this period, depending on circumstances. You will be notified of the Alor's decision, and why. Once this period has been fulfilled, you will be "in good standing" and will be able to apply for club or clan leadership positions.

1.7 Unless you have very good evidence that a Council member is lying, the Alor will take their word that the offence took place.

1.8. To allow members to scale levels of punishments an example, but not a definitive or exclusive, list of leveled punishments is provided below:

Warnings (**These do not affect "In good standing" status**).

- Verbal admonishment.
- One (1) day to One (1) Week forum ban.
- One (1) single event trooping ban.

Level 1

- One (1) week – Six (6) month probation (six (6) months without "in good standing" status).
- One (1) year probation (One (1) year without "in good standing" status).
- One to four (1-4) event trooping ban, with or without probation (after which one (1) year without "in good standing" status).
- One to four (1-4) month trooping and/or forum suspension (after which one (1) year without "in good standing" status).

Level 2

- One to six (1-6) event trooping ban (after which one (1) year without "in good standing" status).
- One to six (1-6) month trooping and/or forum suspension (after which one (1) year without "in good standing" status).
- One (1) Year trooping and/or forum suspension (after which one (1) year without "in good standing" status).

Level 3

- One (1) Year trooping and/or forum suspension (after which one (1) year without "in good standing" status).
- Two (2) year trooping and/or forum suspension (after which one (1) year without "in good standing" status).

- Permanent ban from duty. For example: permanent ban from officer's roles, merchandising, selling items in the trading station, etc.
- Dar'manda (Discharge from MMCC).

2. Disciplinary offences (Warnings, level 1 and level 2 infractions ONLY)

A Disciplinary infraction is a sanction given to members without need for trial. These are usually reserved for single offences when the Clan Alor'ad or Regional Commander has witnessed an infraction personally, or has been given enough evidence to make a firm decision. The focus is on the Clan Alor'ad and Regional Commander making the decisions, and the Alor working in consultation only.

Any Clan, Regional, and/or Council Officer MUST inform the Judicial Officer upon bringing ANY disciplinary charges against another member.

2.1. Mandalore, the Alor, members of the Council and Clan Alor'ads reserve the right, with sufficient cause, to levy a single disciplinary action against any member.

2.2. The Tech Officer administers Forum Disciplinary measures. The MMCC official forum has an independent set of rules which govern behavior online and is entirely moderated and governed by the Tech Officer. Forum infractions are not subject to Hearing or Tribunal, regardless of tier.

2.3. In the case of warnings: The Alor'ad/Council member applying the disciplinary punishment has the option of giving a member a verbal warning about behavior, as opposed to any levied punishment. This should still be reported to the Judicial Officer and Alor, but does not need consultation. If any punishment, such as an event or forum ban is to be levied in tandem with the warning, then the Judicial Officer and Alor should be consulted. In the case of forum bans, the Tech Officer and the Judicial Officer should be consulted.

2.4. All Disciplinary measures must be given by the charging officer through the Mandalorian Mercs private messaging system, ensuring that the member is aware of their infraction, the level of punishment and the period. This should include all officers within the clan and reported to the Alor and Judicial Officer with offence, level of punishment and period. The Judicial Officer will provide an emailed notice of disciplinary actions to confirm all the information.

2.5. The Judicial Officer and Alor reserves the right to alter Disciplinary punishments, based on the evidence presented.

2.6. As the Judicial Officer monitors the process to ensure fairness in the disciplinary process, regardless of membership, members do not have a right to trial.

2.7. Members who wish to appeal the decision should contact the Judicial Officer via the Mandalorian Mercs private messaging system.

2.8 If a member is accused of more than one disciplinary incident or the incident means an increase of level from level 2 to level 3, please contact the Judicial Officer and Alor for advice, as this may mean the Judicial needs to take control of the disciplinary measure.

3. Tribunals

In the case of:

- A level 3 offence being levied against an Official member.
- There being multiple infractions levied against a member.
- Any offence or wrongdoing above the scope of Regional or Clan disciplinary measures.
- Any case where an Official Member, Clan officer, or Regional officer fears a biased judgement.

Tribunals shall be conducted as set forth in the MMCC Tribunal Statute.

Please note: Any tier other than Official Member do NOT have the right to trial, they can find their membership terminated by the Mandalore, Alor, or the Tech Officer (in the case of forum infractions) upon their decision that enough evidence merits termination.

3.1. All regional/clan disciplinary options must be exhausted first before a Tribunal is convened.

3.2. Tribunals are convened once a Tribunal Request Form has been submitted via the forums.

3.3. Gag orders may be levied by the Judicial Officer or Alor at any time to any member. When under a gag order the member must not speak to

anyone regarding the trial or acknowledge communications from anyone other than the Alor or the Judicial Officer during the process. Breach of a gag order can lead to severe disciplinary penalties.

3.4. Any attempts to harass, bully, intimidate or attempt any means to affect or bias the testimony of witnesses asked to testify will be met with the harshest of punishments from the Judicial Officer. The Judicial Officer will decide if names will be mentioned publicly in the trial. Any attempts to delay or derail the process will result in the trial continuing, regardless.

3.5. In extreme situations when a major infraction with legal repercussions has been committed, overwhelming and incontrovertible evidence proving guilt is presented, then the offending member has waived right to Tribunal and may be immediately removed from MMCC (Dar'manda status) by the Mandalore.

3.6. At no time should the Judicial Officer be contacted by any party other than the Alor, Mandalore, or Tribunal Magisters regarding any Tribunal, unless the Judicial Officer has requested or approved such communication.

3.7. The Tribunal will issue a judgement of **Guilty** or **Exonerate**.

3.8. If the member is found guilty by the Tribunal, sanctions will be levied by the Tribunal based on the lists below:

For first offenses:

- 6-month probation
- 1-year probation
- 6-month suspension
- 1-year suspension
- 2-year suspension
- Dar'manda (Discharge)

For second offenses:

- 1-year probation
- 1-year suspension
- 2-year suspension
- Dar'manda (Discharge)

For third offenses:

- 1-year suspension

- 2-year suspension
- Dar'manda (Discharge)

3.9. If a member is found guilty of multiple offences during the same trial, the Tribunal may issue multiple sanctions to run consecutive or concurrent.

3.10. If the member is exonerated by the Tribunal, the offences will be wiped from the record, the member's official status and positions of responsibility will be restored. The member will be considered as "in good standing".

3.11. Applications for a revision of judgement may be made only when it is based upon the discovery of some fact of such a nature as to a decisive factor, which fact was, when the judgement was given, unknown to the Tribunal and also to the party claiming revision, always provided that such ignorance was not due to negligence.

3.12. The proceedings for a revision shall be opened by a judgement of the Tribunal expressly recording the existence of the new fact, recognizing that it has such a character to lay the case open to revision, and declaring the application admissible on this ground.

3.13. No application for revision may be made after the lapse of 1 year from the date of judgement.

4. Legal issues

4.1. If a member finds themselves caught up with private legal issues outside of the Mandalorian Mercs, they are expected to give up any clan leadership position to ensure that the clan has an officer who can concentrate on their role.

4.2. In order to protect the MMCC and its membership from involvement in real-world legal proceedings, the MMCC will not be involved in any legal action between or involving members and may take action necessary to protect the safety of the MMCC and its membership. Any such actions will be at the discretion of the Judicial Officer with the consent of the Mandalore and may include placing members on temporary Administrative Leave and suspending Tribunals until such real-world legal proceedings are complete.

4.3. Administrative leave will be the functional equivalent of "Retired Status" and will end when the member has finished their involvement in the legal proceedings. Once returned to active status, the member will have six months grace period to troop if they wish to remain on active status.

4.4. The use of Administrative Leave is not intended to impact a member's status negatively or permanently and is only meant to be used as a temporary action to protect the MMCC and its membership from undue involvement in legal proceedings.

4.5. Should any member make threats of legal action toward MMCC, it will be taken with the utmost seriousness, up to and including removal of the member from the club by the Mandalore (Dar'Manda).

5. Examples of Infractions

All infractions listed are examples only, and should not be considered comprehensive. Potential infractions are not limited to the examples listed here. In all cases Council is considered expert in determining whether an action is considered an infraction. The Alor reserves the final say in this determination.

5a. Mandalorian Mercs Costume Club Core principle infractions.

5.a.1. Breach of MMCC core principles are defined as level 3 offences, these are:

1. Violent, threatening, or unwanted sexual acts against a member of the MMCC, or member of the public while representing the MMCC.

Examples include, but are not limited to:

- Physically striking another MMCC member or member of the public with the intent to cause bodily harm, with or without cause, unless defending oneself from a violent attack.
- Threatening harm against the person or property of an individual in person or via phone/voice mail, forum, electronic social media or in writing. (Threats must be direct and unmistakable to the average person).
- Unwanted Sexual advances or sexual acts engaged with a MMCC member or member of the public.
- Cease and Desist orders or other legal action or documents issued by a member's attorney due to justified and properly documented disciplinary action by the Clan Alor'ad, Judicial Officer, or Mandalore.
- The carrying of real life weapons (of any kind, including self-made metal edged or pointed blades, regardless of law) or any toy weapons that have not had their projectile function removed.

2. Trooping under the influence of an illegal substance.

Examples include, but are not limited to:

- Arriving to a troop under the influence of an illegal substance. Use, distribution, or administration of an illegal substance during an MMCC event.
- Use of legal or Medical Marijuana (MMJ) at MMCC events.

MMCC recognizes that in some states the use of Marijuana has been legalized for recreational and Medical purposes.

MMCC has to take into account the Federal view in regards to the drug and therefore forbids public use of Marijuana in any form, and treat it as we do alcohol or smoking in public. Members are requested to go out of sight when doing so.

In countries where recreational and medical use of Marijuana is legal, MMCC members are still expected to abide by the Lucasfilm Limited Core Principles as written in section 5.4.1 of the MMCC Bylaws: 1. Promotion of vices, such as drinking or smoking in kit.

Further to this, the MMCC would also enforce this within a social environment, such as an Educational Event, to ensure that they consider other members' safety and concerns.

3. Violent or sexual acts against children.

Examples include, but are not limited to:

- Physically striking a member of the public under the age of consent intentionally.
- Sexual advances or sexual acts engaged with a member of the public under the age of consent.

4. Embezzlement of funds intended for charitable donation.

While the MMCC's official policy is that all funds intended for charity must be either submitted by the donor directly, to the charity of choice, or submitted by a Clan, Stronghold or representative of the MMCC to Little Warrior International; it has been concluded that in some rare occasions money will be given directly to a representative of the MMCC.

Embezzlement is defined as:

- Failing to ensure that funds are submitted to the receiving charity within a reasonable period of time following the event.
- Failing to ensure that funds are submitted to the receiving charity.
- Spending funds intended for charitable donations on personal or group expenses. Including but not limited to: patches, coins, cards, and personal expenses (including, but not limited to any expense which can be viewed as a "living expense.")

5. Embezzlement of MMCC, Regional, or Clan funds.

Financial policies exist at all levels of MMCC to ensure proper accountability and operation of the organization. Accountability for these funds reside with the clan command officers and the Archivist.

6. Theft, fraud, and scams pertaining to items bought and sold over the MMCC website.

While it is the official policy of the MMCC not to police the trading behavior of individuals trading on the MMCC forum, MMCC will act to protect its membership and aid in the recovery of funds and items, if possible. However, by using the MMCC trading station, please understand that you do so at your own risk; MMCC will not accept responsibility for any loss, theft or scam.

7. Undisclosed criminal history, which involve the following types of criminal history:

- Felony conviction drug offenses.
- Sex offender registry entry.
- Felony conviction embezzlement or theft.
- Felony conviction violent crimes.

7.1. Undisclosed criminal history will result in a mandatory termination of membership upon presentation of incontrovertible proof of criminal history. Termination of membership for an undisclosed criminal history falls exclusively to the Alor, with the mutual consent of the Mandalore. An e-mail must be sent to the Clan Alor'ad if this clause applies to a member of his or her Clan, or Regional Commander if this clause applies to a member of his or her Stronghold. Termination of said member must occur within a reasonable time frame upon discovery and confirmation.

5b Lucasfilm Limited Core Principles.

5.b.1. Mandalorian Mercs see the relationship with Lucasfilm Limited as paramount. Lucasfilm have requested that the MMCC follow their guidelines

in regard to trooping. Members found breaching these core values will be subject to disciplinary or Tribunal actions, depending on the severity of the infraction.

5..b.2. These principles include:

1. Promotion of vices, such as drinking, smoking, or the use of illegal substances while in kit.

Examples include, but are not limited to:

- Arriving to or trooping while intoxicated with alcohol or high from illegal substance use, regardless of amount. (Level 3).
- Drinking alcohol or illegal substance use in kit while in public and not at a private party or venue. (Level 3).
- Smoking or Vaping in public while in kit, without attempting to move away from the public eye. (Level 3).
- Promoting vices in kit through lack of care and attention (Level 1-2).
- Use of legal or Medical Marijuana (MMJ) at MMCC events (Level 2-3).

2. Promotion of gore and horror while in kit.

Examples include, but are not limited to:

- Attending an event in a bloody or gory kit that is not a private party or venue (level 1-2).
- Misrepresenting the MMCC by photoshopping pictures intended for public viewing with gore or blood (level 1-2).

3. Inappropriate costumes, actions or speech around children while in kit.

Members should take great care to ensure that adult or inappropriate behavior is not seen by children while in a Star Wars environment. MMCC members are expected to lead by example when dealing with children.

Examples include, but are not limited to:

- Loud swearing or inappropriate behavior in front of families with children (level 1-2).
- Discussion of inappropriate topics with or in front of children (level 1-2)
- Wearing or using an approved MMCC costume, or it's parts, in an overtly sexualized manner (level 1-2)

- Purposefully terrifying children. (level 1-2).

4. Illegal activities and promoting illegal activities.

Examples include, but are not limited to:

- Promoting mail or tax fraud through international postage. (Level 1-2).
- Larceny and/or grand larceny (Level 2-3)
- Any activities already mentioned within this document. (levels 1-3).

5c Conduct Unbecoming.

5.c.1. "Conduct Unbecoming" is an infraction where a member acts in a way that contradicts the "Spirit of the Mercs", decency, morality or any situation where a mature adult should behave with decency and respect for their fellow Merc members, and the public at large. The level of infraction can vary depending upon the severity of the offence.

Examples include, but are not limited to:

- Bullying of any sort. (Level 1-3).
- Purposefully and maliciously smearing the MMCC or any other Costume club's name, ethics, club rules or decisions while representing the MMCC. (Level 1-2).
- Intentionally ignoring or covering up breaches of club rules by other members (level 1-3).
- Falsifying evidence or testimony during an MMCC investigation or Tribunal (Level 3).
- Purposefully preventing other members from trooping, or being involved in clan events. (Level 1-2).
- Breaching a gag order (Level 1-3).

5d Lesser Offenses (Level 1 and 2 violations)

5.d.1. MMCC members are expected to treat each other, our event sponsors, the public, and Lucasfilm Ltd. with common sense and respect. Examples of inappropriate behavior that may result in disciplinary action include, but are not limited to, the following:

- Harassment of fellow members.
- Merchandise and branding infractions.
- Abuse or violation of message board privileges.
- Inappropriate behavior during trooping or unit events.
- Inappropriate contact with an event host, sponsor, or Lucasfilm Limited.

- Misrepresentation of a Clan, Stronghold, or the MMCC.
- Inappropriate public actions towards other costuming organizations.

6. Dispute Resolution

6.1. **Alternative dispute resolution** is used when a disagreement arises between two or more members that could escalate into a Codex violation. Alor, Mandalore, or Judicial Officer may recommend moderated mediation. All parties involved must agree to actively participate in good faith in the process in order for Alternative Dispute Resolution to be effective.

6.2. The Member(s) or Clan Alor'ad must submit a request for a private forum discussion area in writing to the Judicial Officer and Alor.

6.3. A Tribunal Magister will be assigned to monitor and moderate all discussions occurring in a private forum discussion area on the MMCC Forum. The Judicial Officer, Alor, or Mandalore may be requested to assist by the Tribunal Magister.

6.4. Members are free to discuss their issues without prejudice, and should be considered thus.

6.5. The Tribunal Magister (under advisement) will provide methods to enable resolution.

6.6. Resolution may be:

Mutual agreement of the parties involved.

An arbitrated settlement proposed by the Magister, Judicial Officer, Alor, and/or Mandalore, and accepted by the Members involved in the dispute.

6.7. Failing Alternative Dispute Resolution, the clan command staff or the affected member may request a Tribunal only after all other avenues have been exhausted.

6.8. The following should be considered:

- All disciplinary actions taken by the Clan Alor'ad must be given to the member in-writing via the MMCC forums, and copied to the Regional Commander, Judicial Officer and Alor. All disciplinary actions taken by a Regional Commander must be given to the member in-writing via the MMCC forums, and copied to the Alor'ad, Judicial Officer and Alor.
- The Judicial Officer must be made aware of any appeal in writing.

- All hearings and alternative dispute resolution meetings must take place on the MMCC Forums, in a private forum area sectioned off for such purposes.
- Any member may appeal disciplinary actions at the Clan level to the Regional Commander, or at the Stronghold level to the Judicial Officer.

7. Social Media

While the club takes a relaxed view about what our members post on their personal pages, there are some exceptions when the club will take what was said on social media into account. Members should see these exceptions in comparison to how companies would vett their employee's external behavior.

7.1. The following exceptions are examples and further exceptions are not exclusive (or limited) to these examples:

1. If a member of this club uses non-MMCC affiliated social media to circumvent our forum policies, such as bullying, harassing or sexually pestering another member of the club.
2. A member identifies themselves as a member of the club (such as an MMCC-affiliated fan page) and breaks any of the MMCC club rules, edicts or examples stated in section 5.
3. A member or Clan/Stronghold may be asked by the Alor to remove any items from social media that may affect the reputation of the Mandalorian Mercs Costume Club, or is in breach of our Code of Conduct or MMCC rules. Refusal to comply may result in termination of membership to distance the club from the offending post, comment or blog.

7.2. It is not the policy of the club to proactively seek out issues on Social Media or communications external to the MMCC forums. However, the club will act upon any evidence or information that is brought to the Council's attention. Members are reminded that any authority asking for compliance with MMCC rules are doing so based on the rules and regulations of this club and should be treated with seriousness and respect. Abuse will not be tolerated.

7.3 Evidence from MMCC-affiliated Social media, including private messages and screenshots of behavior, may be used as evidence in any disciplinary sanction or tribunal.

8. Mandalore's Executive Prerogative

8.1 Mandalore shall be empowered with specific executive prerogative to ensure and protect the mission of MMCC.

8.2 Executive prerogative is listed in Appendix 2, Section 2 of the Policy and Procedures.

8.3 Executive prerogative may be granted or removed through a Governance Committee proposal that passes a unanimous Command Council vote. Mandalore may not veto Executive prerogative proposals.

9. Forum bans, Lifetime Club bans, and Dar'manda

9.1. Forum bans and club bans are distinctly separate punishments, and should not be confused.

9.2. The Chief Technology Officer(CTO) administers forum suspensions and bans, and is entirely able to un-ban members who have been banned solely on forum misbehavior. The CTO must inform the Judicial Officer when such a ban is discharged for Tier 1-3 members.

9.3. Termination of membership has two (2) distinct sections: Lifetime Club Ban and Dar'manda.

9.4. Dar'manda is reserved for Official members who have breached the club rules beyond reasonable atonement. If a member reaches this level of punishment they have exhausted all means of resolution with the club. Dar'manda is a permanent motion, reversible only by the Mandalore, and one which every member should take with the utmost of seriousness.

9.5. Lifetime Club ban is given to members who are of a tier other than Official member, who have breached the club rules beyond reasonable atonement. They do not get a hearing or tribunal, they are simply dismissed from the club. Once a member receives a lifetime ban, it can be reversed only by the Mandalore.

9.6. Retiring or leaving the Club does not recuse members from, or avoid receiving a Dar'manda; members will be classed as a tiered member, and face a Lifetime Club Ban.

9.7. Lifetime Forum Ban is administered by the CTO, on approval of the Mandalore, for any Tier 0-2 member who has exhibited a continued disregard for the MMCC forum registration agreement and code of conduct.

Lifetime forum bans prevent those individuals from applying for Official Membership in the MMCC.

9.8. Members are reminded that they are given every chance to atone for their actions; Dar'manda and Lifetime Club Ban decisions are not entered into lightly.

10. Right to free speech and right of law.

This section is placed here to remind members of their rights as placed in the MMCC Codex, Bylaws and any Membership policy and procedure manuals/Codes of Conduct.

10.1 The Mandalorian Mercs Costume Club is a private, Non-Profit Corporation. members of the club agree when they join to follow the MMCC's rules, beliefs, and motivations when posting on the MMCC forums and MMCC-affiliated social media platforms, and representing the MMCC (and Lucasfilm Ltd.) outside of the confines of the forum, such as trooping.

10.2. Every member has the right to say what they feel, in the forum and social media environments; people are expected to be honest with authority to allow them to fully understand every side of a story. No member of this club has been placed on charges for putting their point of view across.

10.3. While every member has the right of free speech, they do not have freedom of consequence of that speech. Discussion, posts and any other conversations which breach our Code of Conduct will be dealt with by the club on a case-by-case basis. This includes (but is not limited to) hate speech, religious, racial, sexual or gender intolerance, or political canvassing.

10.4. Disciplinary actions and Tribunals are not measured by any court of law in any country. Members of all tiers accept the MMCC's ruling as final.

11. STAR WARS™ Community Stewardship.

This section explains the role of MMCC as a steward of the greater STAR WARS™ costuming and fan community, and how members and officers shall conduct themselves around other STAR WARS™ fan organizations.

11.1 MMCC members and officers shall at all times show the utmost respect to individuals and organizations within the STAR WARS™ costume and fan community.

11.2 Behavioral issues by members of STAR WARS™ costume and fan organizations outside MMCC should be reported to a Clan officer, Regional Commander, or the Judicial Officer and Alor.

11.3 Proven offences committed by an MMCC member(s) against members of other STAR WARS™ costume or fan organizations shall be handled as if the offence was committed to an MMCC member.

11.4 Individuals who have been removed from another STAR WARS™ costume or fan organization, and wish to join MMCC as an Official Member, can only do so with the express permission of the Mandalore.

11.5 MMCC reserves the right to disclose any member's disciplinary history to a Lucasfilm LTD. recognized organization, upon request by that organization's commanding officer.

Section 2: Affiliate Membership

Community Members:

Community Members (Tier 0) are defined as a member in good standing whose presence is limited to the MMCC website/forum. Community Members may attend physical events as part of the attending public, but have no physical representation rights outside that of the MMCC's internet presence. Retired Members who continue to remain active on the MMCC website, forums, or attend educational or unofficial events may also be considered as Community Members.

A Community Member is eligible to:

- Register and participate on the MMCC website/forum.
- Attend official/unofficial events as a representative of MMCC in a non-costume (supporting/handler) capacity under the direct supervision of an Official Member (Tier 3) with the express consent of local, regional, or organizational command.
- Purchase "Community Member" merchandise.

A Community Member is not eligible to:

- Vote in unit or MMCC polls or elections.
- Run for office or accept an officer or administrative position.
- Create MMCC or Unit merchandise.
- Buy "Auxiliary Member Only" or "Official Member Only" merchandise.
- Access unit "Official Members-only" forums.
- Freely participate in MMCC educational programs.
- Attend official/unofficial events in/out of costume as a representative of the MMCC unsupervised without the express consent of local, regional, or organizational command.

Community Members do not receive the right to official investigation, special tribunal, or alternate dispute resolution. Community Members found in violation of the MMCC Codex, Bylaws, and/or Forum Code of Conduct/Registration agreement will be punished by local, regional, or organizational command based on the severity of the violation.

Community Supporting Members:

Community Supporting Members (Tier 1) are defined as a member in good standing whose presence is limited to the MMCC website/forum and contributes monetarily to MMCC's mission. Community Supporting Members

may attend physical events as part of the attending public, but have no physical representation rights outside that of the MMCC's internet presence.

A Community Supporting Member is eligible to:

- Register and participate on the MMCC website/forum.
- Attend official/unofficial events as a representative of MMCC in a non-costume (supporting/handler) capacity under the direct supervision of an Official Member (Tier 3) with the express consent of local, regional, or organizational command.
- Purchase "Community Member" or "Community Supporting Member" merchandise.

A Community Supporting Member is not eligible to:

- Vote in unit or MMCC polls or elections.
- Run for office or accept an officer or administrative position.
- Create MMCC or Unit merchandise.
- Buy "Auxiliary Member Only" or "Official Member Only" merchandise.
- Access unit "Official Members-only" forums.
- Freely participate in MMCC educational programs
- Attend official/unofficial events in/out of costume as a representative of the MMCC unsupervised without the express consent of local, regional, or organizational command.

Community Supporting Members do not receive the right to official investigation, special tribunal, or alternate dispute resolution. Community Supporting Members found in violation of the MMCC Codex, Bylaws, and/or Forum Code of Conduct/Registration agreement will be punished by local, regional, or organizational command based on the severity of the violation.

Auxiliary Supporting Member

An Auxiliary Supporting Member (Tier 2) is defined as a member in good standing who pays an annual due for access to programs and benefits within MMCC.

An Auxiliary Supporting Member must also participate in a supporting role for their Clan, Stronghold, or MMCC at least once per year.

Examples of supporting activities include, but are not limited to the following: Educational activities (armor parties), out-of-costume event support (handlers), and/or any other non-administrative support functions to

be approved by their Clan Alor'ad or Regional Commander as qualifying activities or contributions.

An Auxiliary Member is eligible to:

- Have limited access on mandalorianmercs.com & MMCC forums.
- Have access to Clan/Stronghold planning forums and public or semi-private discussion areas as-needed.
- Attend Clan/Stronghold or MMCC events in a non-costume, support capacity.
- Purchase MMCC "Community Member", "Community Supporting Member", or "Auxiliary Supporting Member" merchandise.
- Freely Participate in MMCC educational programs.

An Auxiliary Supporting Member is NOT eligible to:

- Vote in unit or MMCC polls or elections.
- Run for office or accept an officer or administrative position.
- Create MMCC or Unit "Official Member Only" merchandise.
- Participate in limited access events or requests outside of a support capacity.
- Retain full access on the MMCC Forums.
- Attend official events in-costume as a representative of the MMCC.
- Access unit/organizational "Official Member Only" areas of the MMCC and/or Unit forums.

Tier 0-2 members who participate in events with a Clan/Stronghold/Official Member that represents MMCC in an official capacity, or who participate in conversations within a Clan/Stronghold forum may be subject to disciplinary actions by the Clan/Stronghold/MMCC for infractions of the MMCC Codex, Bylaws, Policy & Procedure Book, or MMCC forum Code of Conduct. Clans/Strongholds may allow Tier 0 – 2 members non-costume participation at official events if they so choose. Should a Clan/Stronghold choose to allow Tier 0 – 2 members non-costume participation at official events, Clan Command Staff/Regional Commander takes responsibility for the actions of those Tier 0 – 2 members while representing MMCC.

Official Members

An **Official Member** is defined as a member in good standing who meets the following requirements:

- Meets all MMCC Official Membership Requirements (i.e. ownership of an approved costume, is over 18 years of age, etc).
- Has submitted and had approved an Official Membership application.

- Maintains active contact with their Clan Alor'ad, Clan Ruus'alor, or Regional Commander. Active contact and participation will be confirmed during the annual MMCC "strength report" during January of each year.
- Participates in at least **one (1)** MMCC activity per year while wearing an approved MMCC costume, owned by said member as recorded in the MMCC yearly "strength report". One "strength year" is defined as the period from January to January. Examples of an activity include, but are not limited to conventions, charity events, or any activity designated as an event by a coordinating administrative unit of the MMCC.

Upon becoming an Official Member, applicants agree to:

- Having their personal data stored with Council records, e.g. the CAO, Judicial Officer and Alor databases.
- Disciplinary data being held against that personal data.
- Their personal name being used in the course of business in the Mandalorian Mercs Costume Club.
- The MMCC being able to share personal data to any justified party within the course of the MMCC's business, including convention organizers, LFL, social media and law enforcement.

Members who serve in military branches or in professions that may keep them from attending events for a time greater than twelve (12) months are exempt from activity level requirements if their service or profession renders them unable to meet these requirements.

These Minimum Activity Level Requirements should be administered as justly and with as much common sense as possible.

A member may retain active status, even if they do not meet all of the requirements listed above at the discretion of the MMCC Personnel Officer or Mandalore.

An Official Member is eligible to:

- Vote in polls of the Official Membership.
- Vote in unit elections.
- Run for and/or hold elected or appointed offices in the MMCC.
- Coordinate/host official MMCC events as designated or allowed by their unit leader.
- Create "Official Member-only" merchandise. (creation must be approved by the MMCC Quartermaster)
- Purchase all MMCC merchandise.

- Have their picture displayed on MMCC produced promotional materials/websites/social media
- Participate in official MMCC events (i.e. charity benefits, celebrity appearances, guest escorts, etc).
- Freely participate in MMCC educational programs.
- Access to the Official Member sections of the MMCC message boards and applicable unit messages boards.

Trainee Member

A Trainee Member is defined as the legal child of an Official Member, who is an Official Member parent or guardian who has submitted for, and succeeded in receiving, approval for the child's costume.

A Trainee Member may participate in any Clan or MMCC event where their parent or legal guardian (who is also an Official Member) is also actively participating, at the discretion of the Clan Officers/Regional Commander-in-Charge.

Trainee Members must **at all times** be under the charge of their parent Official Member during all Clan or MMCC events.

A Trainee Member is eligible to:

- Have limited access on the mandalorianmercs.com and the MMCC forum.
- Count towards the minimum membership requirement of a Clan.
- Buy "Forum/Auxiliary/Official Member only" merchandise.
- Participate in official MMCC events (with Official Member parent supervision).
- Freely participate in MMCC educational programs.
- Have their picture displayed on MMCC produced promotional materials/websites/social media (helmet-on pictures ONLY).

A Trainee Member is not eligible to:

- Vote in unit or MMCC polls or elections.
- Run for office or accept an officer or administrative position.
- Create MMCC or Unit merchandise.
- Retain full access on the MMCC Forums.
- Access unit Official Members-only forums. This is reserved for official members who meet the requirements of official membership at the discretion of the unit leader.

Retired Members

A Retired Member is defined as a member in good standing who (one or more of the following):

- Does not have an active MMCC approved costume, does not own a MMCC approved costume, owns a costume that does not meet MMCC costume requirements, or has not participated in a troop during a 12-month period.
- Does not maintain active contact with his/her Clan Officers/Regional Commander, nor participate in the annual Strength Report held each year during the month of January.
- Has not participated in a troop within 3 months of completing a Personnel Officer or Mandalore-approved leave of absence.
- Leaves the MMCC voluntarily.

A Retired Member is eligible to:

- Retain a displayable "Retired Member" Indicator on the MMCC forum.
- Return to active status via membership application re-submission, re-approval of their costume, and completion of or immediately pending, completion of a troop.
- Have their membership information and character name saved/maintained in the MMCC personnel database with the member from cradle-to-grave, unless otherwise reassigned by a judgment of the Command Council through a 2/3 majority vote of the Command Council members, or special order from the Mandalore.
- Become a Supporting Community Member, or Auxiliary Member.

A Retired Member is NOT eligible to:

- Vote in unit or MMCC polls or elections.
- Run for office or accept an officer or administrative position.
- Create MMCC or Unit merchandise, or purchase "Official Member only" merchandise.
- Coordinate official MMCC events.
- Participate in limited access events or requests.
- Freely participate in MMCC educational programs.
- Access the "Official Member Only" areas forum.
- Access unit members-only forums. This is reserved for active members who meet the requirements of active membership at the discretion of the unit leader.
- Have their pictures used in any MMCC produced promotional material, websites, or social media.

Suspended Members

A Suspended Member is defined as a member in poor standing as imposed by a Clan Alor'ad, Regional Commander, Tribunal, or Mandalore during, or as the result of, a disciplinary action, administrative action or Tribunal hearing. This status is meant to be temporary, pending either a return to official status or a change to Discharged status.

All event, forum, social media, merchandise, voting, polling, administrative, election, and membership privileges are suspended, pending the outcome or any proceedings that were the catalyst for said status change, or at the end of the duration of the suspension that is established by said officer or hearing.

Probationary Member

A Probationary member is defined as an Official Member who has been through disciplinary procedure, and is allowed limited rights in the MMCC. Probationary Membership is designed to focus the member on being constructive within the MMCC, while removing them from any leadership or administration duties during the time-span of their probation.

Failure to adhere to the terms of the probation could result in further disciplinary action, including but not limited to, probation extension, suspension, or Dar'manda (removal) from the MMCC.

Unless otherwise restricted, a Probationary member is eligible to:

- Troop at any eligible open event, under the strict supervision of the Clan Officers.
- Interact on the forum as a member.
- Vote in member polls on the MMCC forums.
- Vote in unit elections.
- Freely participate in MMCC educational programs.
- Access to the Official Member sections of the MMCC message boards and applicable unit messages boards.

A Probationary Member is NOT eligible to:

- Run for office or accept an officer or administrative position.
- Create MMCC or Unit merchandise.
- Coordinate MMCC events.
- Have their pictures, videos or likeness used in any MMCC produced promotional material, websites, or social media.

- Be a member of the Brigades program. If currently a member, this membership will be lost. If the probation period is less than 3 months, will be reinstated without question. If the probation period is longer than 3 months, the member must reapply to the Brigades where reinstatement will be at the discretion of the Brigade Team.

A Probationary Member MAY be subject to:

- Restricted access to certain areas of the MMCC forum on a case-by-case basis.
- "Bench Probation" attached to a probation of 6+ months. "Bench Probation" is a continuing restriction on certain singular MMCC Official Member activities, post-probationary membership status. Bench Probation may be set for a fixed or variable length of time, and is managed by the Judicial Office and Alor. Examples of Bench Probation restrictions (but not limited to): Make/sell MMCC merchandise, hold elected/appointed offices, participate on admin teams/committees. Bench Probation length may only be shortened/lengthened by majority Council + Mandalore vote.

Dar'manda (Discharged) Members

A Dar'manda Member is defined as a member in poor standing who has been removed from the MMCC for the following reasons:

- Disciplinary proceedings
- Criminal offences
- Deliberately leaving the MMCC to avoid loss of good standing
- Deliberately leaving the MMCC to avoid administrative or disciplinary actions.

A Dar'manda Member is NOT eligible to have any rights or benefits of any membership group within MMCC.

Honored Departed

"Honored Departed" is defined as a member in good standing who has passed away (died).

Honored Departed is eligible to have:

- Their character name preserved, and catalog number retired.
- A photograph displayed perpetually on the mandalorianmercs.org "Honored Departed" page.

Honorary Members

Honorary Members are special members who have contributed their time, skills and talents to the Star Wars saga in some special way and have been recognized by the MMCC for their efforts and contributions while working on the Star Wars universe.

Honorary members must be nominated by an official MMCC member to the MMCC PR Officer through a Clan.

An Honorary Member is eligible to:

- Have their picture displayed on mandalorianmercs.org in the "Honorary Member" section.
- Participate in official MMCC events (i.e. charity benefits, celebrity appearances, guest escorts, etc).
- Have access to the MMCC message boards and applicable unit messages boards.
- Coordinate/host official MMCC events
- Purchase all MMCC member merchandise.

An Honorary Member is NOT eligible to:

- Vote in unit or MMCC polls or elections.
- Freely participate in MMCC educational programs.
- Run for office or accept an officer or administrative position.
- Run for and/or hold elected or appointed offices in the MMCC.

Ally of the MMCC

Allies of the MMCC are individuals or organizations who may not have specifically worked for Lucasfilm, but who have shown tremendous support of the MMCC. Allies of the MMCC must be nominated by an active MMCC Official Member to the Command Council.

An Ally of the MMCC Member is eligible to:

- Have their picture and/or profile displayed on MMCC website in the honorary membership section.
- Participate in official MMCC events (i.e. charity benefits, celebrity appearances, guest escorts, etc).
- Have access to the MMCC message boards and applicable unit messages boards.
- Purchase all MMCC member merchandise.

- Coordinate/host official MMCC events

An Ally of the MMCC is NOT eligible to:

- Vote in unit or MMCC polls or elections.
- Run for office or accept an officer or administrative position.
- Run for and/or hold elected or appointed offices in the MMCC.

Section 3: Command Council, Regional, and Local Officers

The Command Council consists of the following officers:

- Mandalore (Chief Executive Officer)
- Alor (Chief Operating Officer)
- Archivist (Secretary/Chief Financial Officer)
- Quartermaster (Director of Merchandising and Marketing)
- Technology Officer (Director of Communications Technology)
- Personnel Officer (Director of Membership & Member Qualifications)
- Clan Administration Officer (Director of Records, Statistics, Elections)
- Public Relations Officer (Director of External Community Relations and Communications),
- Brigadier (Director of MMCC Brigade System)
- Conclave Minister (Director of Regional & Chapter Command Administration)
- Council Advisor (Non-voting advisors to the Council)

The MMCC Command Council shall constitute the executive and administrative officers of the organization. More detailed descriptions of individual Council Officer duties can be found in the MMCC policy and procedure publications.

Regional Conclave

The Regional Conclave consists of official members in good standing, elected to the office of Regional Commander biennially by MMCC unit commanders. These officers represent MMCC units and members within their regional borders on a global scale, and act as an advisory board to the MMCC Command Council.

1. Regional Commanders are responsible for timely communication between Command Council, and MMCC Clans/Strongholds within their respective regions.
2. The Regional Conclave will serve as an advisory board of officers to the Command Council.

3. Regional Commanders will have access to the Regional Conclave areas on the MMCC forum.
4. Regional Commanders must appoint a Ver'sol to administrate regional merchandise and PR for the respective region and its strongholds. Ver'sol may have access to certain sensitive information as per direction from their Regional Commander.
5. Regional Commanders are responsible for the timely reporting of Invasion Reports for Stronghold members.
6. Regional Commanders are responsible for the levy of disciplinary sanctions within Strongholds.
7. Regional Commanders are responsible for hearing and making revision of judgements on Clan-level disciplinary sanctions.

Clan Command Officers

Clan Commanding Officers (Alor'ad) are reviewed and elected annually from within the local Clan's official membership. An Alor'ad candidate must be a member in good standing of the MMCC. These officers command the local units of the MMCC, and represent their Clan membership within the Clan Roundtable, as well as elect Regional Commanders. A more detailed description of Alor'ad duties can be found in chapter 2.1 of the MMCC Policy and Procedure Manual Appendix 1.a: Clan/Stronghold Officer Procedures

Section 5: Leadership Review & Elections

Elections

The Conclave Minister, Regional Commander, and Clan Alor'ad are affiliate-elected positions within the MMCC. All other positions are either Command Council elected, or are appointed by their respective commander. Only Tier 3 affiliates (Official Member) in good standing are eligible to nominate, run for, and hold elected or appointed positions. Clans who have been organized within 6 months of elections are exempt from elections until the following election period.

1. Conclave Minister sits for a 3 year term, and on those years when a Conclave Minister election is required, it will begin on January 01 of that year.
2. Regional Commanders sit for a 2 year term, and on those years when a Regional Commander election is required, it will begin on January 01 of that year, unless it is the same year as a Conclave Minister election, in which it will begin immediately after the Conclave Minister election.

3. Clan Alor'ad Review will begin at 12:01am GMT on the 2nd Saturday of January.

Clan Leadership Elections

Leadership Review will be conducted for Clans in each individual region, and will run for 7 days. During this time should any member of a Clan vote in favor of elections, Leadership nominations will begin immediately after the review period for that Clan.

1. Leadership Nominations will last approximately 7 days, after which time Leadership Elections will commence. Official members in good standing must declare their desire to run for Clan leadership to the officer presiding over the Leadership Review during the 7-day nominating period. Nominations received after that time will be invalid.
2. Leadership Elections will open at the close of the nomination period. Clan members will have 14 days to cast their vote. Upon completion of the election period, winners will be announced to the clan by the Clan Administration Officer. All Clan Alor'ad duties and powers will be turned over to the winner as necessary.
3. Outgoing and incoming Clan Alor'ad are allowed 1 week of "Turn Over" post-elections. All information, assets, special instructions, and command items are to be turned over to the incoming Clan Alor'ad. Outgoing Clan Alor'ad failing to do so must be reported to the Clan Administration Officer for investigation and possible filing of charges.
4. Notice of upcoming leadership review will be posted on the MMCC forum at least two (2) weeks prior to the beginning of the review period. Notification of any elections to individual members is ultimately the job of Clan Alor'ad for members in their clan.
5. If no one challenges the incumbent Clan Alor'ad, an election may be waived.

Regional Commander Elections

On those years when Regional Commander elections are held, Regional Commander Review will be conducted for each individual region. Regional Commanders must be re-nominated, unchallenged incumbent Regional Commanders do not have their terms automatically rolled over.

1. Regional Commander Nominations will be conducted for each individual region and last approximately 7 days, after which time Regional Commander Elections will commence. Any official member in good standing residing within the voting region may be nominated. Nominations must be made by Clan Alor'ad to the Clan Administration Officer during the 7-day nominating period. Nominations received after that time will be invalid.
2. Regional Commander Elections will open at the close of the nomination period. Clan Alor'ad will have 14 days to cast their vote. Upon completion of the election period, winners will be announced to the region by the Clan Administration Officer. All Regional Commander duties and powers will be turned over to the winner as necessary.
3. Outgoing and incoming Regional Commanders are allowed 1 week of "Turn Over" post-elections. All information, assets, special instructions, and command items are to be turned over to the incoming Regional Commander. Incoming Regional Commanders may elect to replace Regional Staff as necessary. Outgoing Regional Commanders failing to complete the Turnover process may be reported to the Clan Administration Officer for investigation and possible filing of charges.
4. If a member of a unit suspects impropriety in a review or subsequent election within their unit, a written appeal must be submitted to the Clan Administration Office, who may intervene or audit an election.
5. All MMCC administrative officers are appointed by their respective Command Council Officer, each of whom must be confirmed verbally by the Mandalore prior to taking office. No such confirmations are required at the Regional or Clans level.

Conclave Minister Elections

On those years when Conclave Minister elections are held, Regional Commanders will have 7 days supply a list of Conclave Minister nominations to the Clan Administration Officer (CAO). The CAO will then open up an election thread in which the Alor'ad of each clan will have 14 days to ask questions of the candidates and place a vote for the candidate they feel is the best choice for the position.

Emergency Elections

In the event a Regional Commander or Clan Alor'ad is unable to continue in office for any reason, that region or Clan must notify the MMCC Clan Administration Officer via PM on the MMCC official forum, and conduct an immediate emergency election for a replacement. The election will follow the schedule of 7 days for nominations, and 14 days for voting. These time frames may be altered by the Clan Administration Officer as necessary. During this time period, the unit's Executive Officer (Clan: Ver'alor, Region: Ver'sol, or other officer as appointed by CAO) assumes the role of the acting Alor'ad or Regional Commander, until the elections are completed.

1. If there is no Executive Officer or both the Commanding Officer and Executive Officer resign or are deemed unable to serve, the MMCC Clan Administration officer will assume the nominal role of Commanding Officer or Leader for that clan/region, and will administer the election until it is completed. A determination of inability to serve may be deduced from either voluntary self-removal or a period of 30 days of unresponsiveness to communications from the MMCC or its members.

Recall Elections

Any unit of the MMCC may address problems in leadership by calling for a recall election of their elected leader. A recall election against a Clan Alor'ad requires a request be made by a majority of official members within the respective Clan. A recall election against Regional Commander requires a request be made by a majority of Clan Alor'ad within the respective region. Recall election requests must be made within the first four(4) months preceding a Clan Leadership Election, or within the first 8 months of a Regional Commander Election. Recall requests must be submitted to the Clan Administrative Officer via PM on the Official MMCC forums.

1. If a request for a recall election is made, the Clan Administration Officer will assess the merit of the request. If the CAO determines the complaint has merit, the Clan Ver'alor (Executive Officer) will temporarily assume leadership of the Clan. If the Clan Ver'alor is unable to assume the duties of interim Alor'ad, or the complaint includes the Ver'alor, then the CAO, or their designated representative, will temporarily assume command of the Clan in question until the recall election concludes.
 - a. For regional level complaints, the regional Ver'sol will be appointed by the CAO to temporarily assume Regional Leadership. If the Ver'sol is unable to assume duties of interim Regional Commander, or the complaint includes the Ver'sol, the

- CAO, or their designated representative, will assume command of the region in question until the recall election concludes.
2. The Clan Administration Officer will open a forum for 7 days to discuss the charges. After this, a poll will be opened for 7 days and a vote taken of the members of that unit, with no minimum number of voters required. A recall vote must pass by at least two-thirds of the vote, in which case the officer(s) is removed from office immediately. Otherwise, the officer(s) retains the office. If a recall election does result in a removal from office, the CAO will administer an emergency election as described above.
 3. No officer may be subject to a recall election more than twice in a single term.
 4. Other appointed officers serve at the discretion of the elected official who appointed them, and are subject to being relieved of duty once the officer who appointed them is no longer in office. The incoming officer will have the option of retaining or replacing them.
 5. With any election, in the event of a tie, the poll will be reopened for three additional days in hopes that uncast votes will break the tie.
 6. In the event of no nominees or an unbreakable tie, the Command Council will deliberate for 7 days and vote for 7 days to appoint a new interim leader for the unit in question until regular elections are held.

Vote of No Confidence (VoNC)

Sometimes it is necessary to remove unit commanders for dereliction of duty, serious offenses, or issues with a majority of unit members that cannot be resolved. However, before a Clan Alor'ad or Regional Commander can be removed by the Council, certain steps must be taken.

1. If the no confidence call is NOT due to misbehavior, ill-conduct, or dereliction of duty; a request for mediation must be made.
2. Mediation requests involve the regional Magister, Alor, and Clan/Stronghold Officers. The Mandalore may join the mediation on request by either party. A statement of "No Confidence" must be submitted by a majority of the unit members. This statement must include a summary of transgressions by the unit commander, as well as supporting evidence. This statement must then be signed by a majority of unit members.
3. Mediation will take place via MMCC official forums or teleconference with the unit commander, unit officers, unit members, regional Magister and Alor. The goal of such mediation is to see if it is possible

to salvage the relationship between the unit commander and the respective membership.

4. If at the end of mediation, it is found that there can be no repair of the Officer/member relationship, the unit commander is removed and the unit will be placed in command of the respective unit executive officer
5. If Moderation has a successful outcome, then the unit commander will remain at that post until such time as they are succeeded through annual leadership elections, or resign from the post.
6. If within a 6-month time frame following the mediation, the unit commander takes actions unbecoming to the office, or further strains relationships between them and the members, then they will be promptly removed from office and emergency elections will be called.

Section 6: Merchandise & Branding

This set of standards includes any item, print, or paraphernalia that bears the Mandalorian Mercs name, logos, or URL.

1. Any items bearing the words "Mandalorian Mercs", "Mandalorian Mercs Costume Club", "Mando Mercs Costume Club", or "MMCC", the Mandalorian Mercs Logo, MMCC Clan/Region/Brigade/Team logos, or the club URLs are considered representative of the Mandalorian Mercs club. Such proposed items are to be submitted to the Quartermaster (QM), who shall be responsible for the review and approval of any proposed merchandise of the MMCC or any unit, or subdivision therein. The QM may impose additional regulations governing the production and/or distribution of such merchandise and make them available to the MMCC. In the case of questionable material, the Mandalore has final word on approval.
2. Mandalorian Mercs items must be free of vulgarity or offensive imagery.
3. Mandalorian Mercs items must be as free of copyrighted material as possible (including use of unmodified LFL photos or artwork).
4. MMCC Merchandise may only be sold to members of the appropriate membership tier for which the item was created, at a predetermined price that includes flat shipping. Quartermaster and/or Lucasfilm Ltd. Sales to other LFL affiliated clubs may occur for special items considered as "Multi-club" (e.g. combined club parade entry, charity event, or group appearance), however items must be cleared by the

MMCC Quartermaster and affiliated club Merchandise officers before production/sales.

5. Clans may create fund-raising items as needed for clan operating costs and special projects. Any fund-raising item must be cleared through the Quartermaster and art team. All funds related to fundraising must be documented and submitted to the Ver'sol for that clan's region within thirty (30) days of the conclusion of the sale.
6. Mandalorian Mercs branded merchandise must not be sold anywhere open to the general public unless expressly approved by the Quartermaster after consultation with the Mandalore and Lucasfilm LTD.
7. Mandalorian Mercs items must not be tied to any outside commercial entity or venture without the express permission of Lucasfilm Ltd.
8. Mandalorian Mercs items must not misrepresent or misidentify its user/wearer in any role other than as a member or supporter of the Mandalorian Mercs Costume Club. No shirt will bear the label "Security" or "Staff" unless created with the full permission of an event organizer and labeled specifically for that event only.
9. Mandalorian Mercs items specifying a unit, program, or social society of the club are allowed and encouraged. All such items are still subject to the same rules that apply to MMCC merchandise.

Section 7: Unit Definitions

Region

The largest subdivisions of the MMCC are the Regions, which generally cover large areas distinguished by geography, time-zone, or other characteristics or borders. A Region has no specific population requirements, but is specifically created by the Command Council as-necessary. Regions are governed by a Regional Commander (RC), who is elected by the Clan Alor'ad within the regional borders.

Stronghold

A "Stronghold" is a geographical area within a Region. The "Stronghold" is responsible for giving members who are not assigned to a clan, a place where they can seek guidance, advice, and report their activities. Regional Commanders oversee all Strongholds within their Regions, and are charged with the administrative and disciplinary duties within the Stronghold as-necessary. Official Members within a Stronghold can order generic MMCC marketing materials as well as coordinate and attend "Invasion" and educational events to grow the MMCC presence within their local area. Strongholds are given an official MMCC discussion board within the appropriate region, to facilitate communication between members of the

Stronghold. Official Members within a Stronghold can submit invasion reports to their Regional Commander, who will forward those to the Clan Administration Team for recording.

Stronghold logos and livery are considered temporary, and not intended for use on MMCC merchandise or PR materials outside of requirements of the Command Council. Once a Stronghold meets the requirements to become an officially chartered MMCC Clan (Chapter) the Stronghold logo is replaced with the newly chartered Clan's logo.

Clan

A "Clan" is the largest local unit or chapter of the MMCC within the club's regions, consisting of a minimum seven (7) official members and headed by an elected "Alor'ad" (Commanding Officer). Clans are responsible for holding member meetings, providing official members with events, administering organizational votes throughout their official membership, and carrying out the policy prescribed in the MMCC Bylaws and Codex (charter) as well as those passed down by the Command Council and Mand'alor.

1. A clan may form when there are sufficient Official Members within a Stronghold area, or when there is a sufficient justification for one existing clan to break off into multiple clans.
2. Member affiliation with a Clan is normally based upon geographical boundaries and the member's primary residence. A member can request to be placed in another Clan if they feel closer to that Clan and it is more feasible to regularly attend events with that Clan. If approved by the Alor'ad of the member's original Clan as well as the adopting Clan's Alor'ad, the member may switch affiliations.
3. Applicants for new Clan status must complete the Clan Application Form in which they list their new Clan name, roster of members from the MMCC membership catalog, territorial boundaries, Clan logo, majority-attended event, Clan bylaws, and a brief statement of purpose outlining the reasons for their Clan to be formed. The form will also list the administrative staff of the Clan, including an Alor'ad (CO), Ver'alor (XO), and Ruus'alor (Sgt. at Arms), will work with the MMCC PersO, CAO, and CTO in helping to make sure their Clan members are properly listed and updated in the MMCC's records and website.
4. The Clan application form must be submitted to the Clan Administration Officer (CAO). The CAO will verify that the Clan applicant has met all necessary requirements to become a chartered MMCC Clan. The CAO will then present the application to the

Mandalore for final approval. Approval is granted unless overridden by an executive order by the Mandalore.

5. If approved by the Mandalore, the new Clan undergoes a six-month probationary period, during which it must demonstrate that it can operate as an independent body. After the six-month period, the Command Council will vote to approve the Clan officially. It is required that when a new Clan forms from within an existing Clan that approval first be sought from the existing Alor'ad. Clan Alor'ad are free to adopt reasonable local policies and procedures in accordance with the MMCC Charter, Bylaws, policies, and procedures as needed, so long as they are supported by the local membership and do not conflict with the MMCC's policies and procedures. Alor'ade may appoint additional Ruus'alor when the Clan reaches a certain number of official members.
6. Clans that fall under the minimum number of members required to apply for Clan status will have a grace period of one year to return the membership level to or above the minimum. Clans that fail to retain the minimum required membership level may be subject to losing Clan status and all Official Members will become part of the greater Stronghold area and report directly to the Regional Commander.

Section 8: Policy and Procedures

1. Policy and Procedures are additional rules, policies, and procedures to manage regular operations, provide guidelines and instruction. The Policy and Procedures set expectations of actions and behaviors in and for the MMCC and its members and work in unison with the MMCC Codex & Bylaws. The Policy and Procedures are found in the document titled Policy and Procedures.
2. Amendments, alterations, or repeal of the Policy and Procedures may be proposed by Official Members to the Governance & Finance Committee.
3. The Governance & Finance Committee will review, accept/reject, and draft any proposed changes to the Policy and Procedures.
4. Completed proposals will be presented by the Governance Committee to the Command Council for confirmation.
5. Amendments to the Policy and Procedures require a simple majority of the voting Command Council officers to pass confirmation.
6. If passed, the proposal is presented to the Mandalore to be signed into effect, or vetoed. Proposals signed into effect are incorporated into the Policy and Procedures, and is effective immediately upon receiving Mandalore's signature.

Section 9: Amendments to the Bylaws

- A task force of the Governance & Finance Committee, supervised by the committee chairperson, shall oversee and manage amendments to the Bylaws. The task force shall be called the Governing Document Review Board (GDRB).
 - Amendments to the Bylaws may be proposed by any Official Member to the GDRB directly or via their Regional Commander at any time.
 - Draft proposals will be submitted to the Command Council for review. During review, the proposal may be further revised by the GDRB with suggestions from the Command Council. Command Council members are authorized to share works in progress with their respective unit members for additional input. Completion of revisions is due no later than 10 days following submission of the draft.
 - Upon reaching a satisfactory state of completion of the proposal, signified by passing a two-thirds majority vote by the GDRB, Governance Committee will present the completed proposal to the Command Council for confirmation.
 - Proposals then require a two-thirds majority of the voting Command Council officers to pass confirmation.
 - If passed, the proposal is presented to the Mandalore to be signed into effect, or vetoed. Proposals signed into effect are incorporated into the Bylaws, and is effective immediately upon receiving Mandalore's signature.
 - Amendments that do not pass a vote by the Governance Committee, confirmation by the Command Council, or vetoed by the Mandalore may not be voted on by that respective body again for a period of one year from the close of the relevant vote, unless new documented circumstances arise which may influence a discussion and vote. Allowance for a new vote within that 12 month window requires the agreement of the Mandalore, Command Council, and committee chairperson.
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CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Mando Mercs Costume Club were approved by the Mando Mercs Costume Club Command Council on XX, XX, 2017 and constitute a complete copy of the Bylaws of the Corporation.

Archivist, Mando Mercs Costume Club

Date: _____