



MANDO MERCS COSTUME CLUB

A NORTH CAROLINA Non-profit Corporation

INTERNATIONAL CONSTITUTION

FY 2022

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ARTICLE I

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, AND POWERS

2.01 Mission

The Mando Mercs Costume Club is dedicated to enriching the lives of individuals through the teaching of visual arts through professional costume and prop craft based on the Star Wars franchise, and through public performance and exhibition 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 educational and charitable 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 by not limited to:

- A. TO ORGANIZE charter and supervise the art and cultural education clubs to be known as Mandalorian Mercs clans.
- B. TO COORDINATE the activities and standardize the administration of Mandalorian Mercs clans.
- C. TO EDUCATE through the establishment of teaching programs and dissemination of information on professional theatrical costume and prop design from the STAR WARS™ franchise.
- D. TO UNITE the clans in the bonds of friendship, good fellowship, and mutual understanding.
- E. TO ENCOURAGE service to the community without personal financial reward, and promote the high ethical standard established by the organization.
- F. TO PROMOTE awareness and relief for the poor and distressed, primarily children and families through community engagement and public exhibition of visual art.

- G. TO ENGAGE 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 non-profit purposes, 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 International 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.

(a) Nonprofit 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.

(b) Exempt Activities Limitation. Notwithstanding any other provision of this constitution, no minister, 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 minister, 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 this Constitution.

(c) 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 times.

- 1. No officer, member, affiliate, employee, or agent may represent the Corporation in policy matters without the approval of the International 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 Voting Membership Classes

The membership of this association shall consist of Mando Mercs Costume Club regions, clans, and certain classes of individual membership as approved by the international command council.

There will be three(3) classes of voting membership within the Mando Mercs Costume Club:

- 1. Regions:** Mando Mercs Regions, duly chartered under the provisions hereof, shall be members of this association.
- 2. Clans:** Mando Mercs Clans, duly chartered under the provisions hereof, shall be members of this association.

3. **Official Member:** A member in good standing who has fulfilled the age, costume approval requirements, and is eligible to seek any office in this club, region, or association and the right to vote on all matters requiring a vote of the membership. Official Members shall have full access to all online resources, club livery, and events.

3.02 Non-Voting Membership Classes

There will be five(5) classes of non voting membership within the Mando Mercs Costume Club:

1. **Foundling Member:** A limited member in good standing who is ineligible to seek any office in this club, region, or association and granted no voting privileges on any matters requiring a vote of the membership. Foundling Members shall have limited access to online club resources, limited roles, and access to club events, and shall be allowed to purchase a limited amount of club livery.
2. **Supporting Member:** A limited member who has made a specific monetary contribution to MMCC and is ineligible to seek any office in this club, region, or association, and granted no voting privileges on any matters requiring a vote of the membership. Supporting Members shall have greater access to online club resources, club livery, and events but are limited in roles.
3. **Auxiliary Member:** A limited member in good standing who has paid an annual due for membership and is ineligible to seek any office in this club, region, or association and granted no voting privileges on any matters requiring a vote of the membership. Auxiliary Members may act as handlers during costumed events, organize non-costume clan events, and be appointed to any international administrative team.
4. **Trainee Member:** A member in good standing who is the minor legal child of an Official Member parent or guardian. Trainee Members are ineligible to seek office in this club, region, or association and are granted no voting privileges on any matter requiring the vote of the membership. Trainee Members shall have access to all online resources, club livery, and events.
5. **Honorary Member:** An individual, organization, or municipality who has been nominated and found to have met certain qualifications that warrant recognition as an honorary member. Honorary Members are ineligible to seek any office in this club, region, or association, and granted no voting privileges on any matters requiring a vote of the membership. The classifications of, and criteria for Honorary Membership are:
 1. **Honorary Member:** An individual who has contributed their time, skills, and talents to developing the STAR WARS™ franchise in some special way.
 2. **MMCC Ally:** An individual or organization who has made a significant contribution of support to the MMCC mission.
 3. **MMCC Enclave:** A municipality who has made and/or shown significant support to the MMCC mission.

Any person over the age of thirteen (13) is eligible for Foundling or Supporting membership provided the requirements for such membership classes have been met.

Any person eighteen (18) years of age or older is eligible for Foundling, Supporting, Auxiliary, Official, and Honorary membership provided the requirements for such membership classes have been met.

Any child or legal charge of an official member under eighteen (18) years of age is eligible for trainee membership provided the requirements for such membership are met.

Honorary membership is conferred upon an individual by approval of the MMCC Public Relations office and/or MMCC Mandalore. Persons awarded Honorary Membership status are non-voting and may not hold any elected office or appointed positions within the association.

No person shall be admitted as a member without the person's consent. Upon consent, membership within the association is at the full discretion of Mandalore.

3.03 Non-Voting Affiliates

The international command council may approve classes of non-voting affiliates with rights, privileges, and obligations established by the council. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the association. The council or a designated committee of the council, 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 international 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.

3.04 Dues

Any dues for members or affiliates shall be determined by the international command council.

ARTICLE IV **INTERNATIONAL COMMAND COUNCIL and OFFICERS**

4.01 Number of Ministers

Mando Mercs Costume Club shall have a board of ministers of at least 4 and no more than 15 ministers. Within these limits, the board may increase or decrease the number of ministers serving on the board, including for the purpose of staggering the terms of ministers. This board of ministers shall be known as the International Command Council. Ministers, unless otherwise named, shall be known as Ministers.

4.02 Officers

The officers of this association shall be the Mandalore, Immediate Mandalore-Emeritus, Prime Minister, Archivist, Exchequer, and such other officers as may be designated by the International Command Council.

4.03 Membership Requirement

Each minister of this association shall be an Official Member of a chartered Mando Mercs region or clan. Neither the Mandalore, Prime Minister, Archivist, Exchequer, Al'verde, or Ver Al'verde, may simultaneously hold additional offices within the International Command Council, Region or Clan Commands.

4.04 Powers

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

4.05 Terms

- (a)** Mandalore shall serve as Chairperson of the ICC with a lifetime term.
- (b)** Archivist, and Exchequer shall serve a two-year term with no term limit on successive terms.
- (c)** Prime Minister shall serve a two-year term and no more than two consecutive terms. A third term may be served as long as a one-term break exists between the second and third terms.
- (d)** Ministers shall serve a two-year term and no more than two consecutive terms. A third term may be served as long as a one-term break exists between the second and third terms.
- (e)** The immediate Mandalore-Emeritus shall serve a two-year term with the possibility of serving a subsequent term if so passed by a majority vote of the ICC.
- (f)** The term of these offices shall be considered to begin January 1 of the first year in office and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.
- (g)** International command council elections and appointments shall be staggered so that no more than half the council is elected in any one election cycle.
- (h)** region al'verde and region ver al'verde shall serve a term of two years which shall begin at the close of the region command election cycle.
- (i)** Except as provided hereinafter, in the event of a vacancy in any office, the International Command Council may fill such a vacancy for the remainder of the term.
- (j)** In the event of a vacancy in the office of the Mandalore arising from retirement, the reigning Mandalore may appoint their successor and confirm with a majority council vote.
- (k)** In the event of a vacancy in the office of Mandalore arising by death, resignation, disability rendering the person unable to perform the duties of the office, the prime minister, shall act as Mandalore and shall perform the duties of, and have the same authority as, the Mandalore until such time as said vacancy is filled by an election of the official membership.

(l) In the event of a vacancy in the office of prime minister arising by death, resignation, disability rendering the person unable to perform the duties of the office, or by any other reason whatsoever, the senior most region al'verde shall act as prime minister and shall perform the duties of, and have the same authority as, the prime minister until such time as said vacancy is filled by the International Board of Directors for the remainder of the term.

(m) In the event of a contingency arising which has not been provided for above, the international command council may fill such vacancy for the remainder of the term.

4.06 Qualifications and Election of Ministers

In order to be eligible to serve as a minister on the international command council, the individual must be 18 years of age, an official member not in a probationary, suspended, or administrative leave status, and other such requirements as may be established from time to time in the bylaws. Ministers may be elected at any council meeting by the majority vote of the existing international command council. The election of ministers to replace those who have fulfilled their term of office shall take place in November of each year.

4.07 Election and Appointment

(a) Unless an inheritor is named by the outgoing Mandalore, the office of Mandalore shall be elected by the Official Membership in a poll on the Mandalorian Mercs Costume Club official forums.

(b) The office of Prime Minister shall be elected by a closed conclave vote in a poll on the Mandalorian Mercs Costume Club official forums.

(c) The offices of Archivist and Exchequer shall be appointed by Mandalore.

(d) International Command Council non-officer ministers shall be elected by a vote of the official membership in a poll on the Mandalorian Mercs Costume Club official forums.

(e) The international command council may fill vacancies due to the expiration of a minister's term of office, resignation, death, or removal of a minister or may appoint new ministers to fill a previously unfilled council position, subject to the maximum number of ministers under this constitution.

4.08 Removal of Elected Ministers

Unless automatically disqualified through disciplinary sanctions, a minister may be removed by a 2/3 vote of the entire international command council then in office, if:

(a) the minister is absent and unexcused from two (2) or more meetings of the international command council in a twelve-month period, or absent and unexcused from three (3) or more meetings of the international command council in a single term of office. The Mandalore is empowered to excuse ministers from attendance for a reason deemed adequate by the Mandalore.

The Mandalore shall have the power to excuse themselves from the council meeting attendance provided they give a seven (7) day notice prior to the meeting.

(b) for cause and on approval of the Mandalore, if before any meeting of the council at which a vote on removal will be made the minister in question is given electronic or written notification of the council's intention to discuss their case and is given the opportunity to be heard at a meeting of the council.

4.0.9 Removal of Appointed Ministers

The Archivist and/or Exchequer may be removed by the Mandalore on written notice from the Mandalore to either party, and the corporation. Such notification shall make the respective position vacant unless the notice specifies a future effective date.

4.0.10 Removal of the Mandalore

Mandalore may be removed by a special unanimously passing ICC vote, and two-thirds ($\frac{2}{3}$) passing vote of the official membership.

4.11 International Command Council Meetings.

Regular and special meetings of the International Command Council shall be called and conducted pursuant to the by-laws.

4.12 Voting Privileges

Each minister of the International Command Council shall have one (1) vote on each question requiring action of the board.

4.13 Compensation for Council Service

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

4.14 Compensation for Professional Services by Ministers

Ministers 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 **REGIONS**

5.01 Region Commands

The territory of chartered Mando Mercs clans shall be divided into region commands and administrative units as provided in the by-laws.

ARTICLE VI **CLANS**

6.01 Chartering Clans

Except as otherwise provided herein, the International Command Council shall have full power and authority to organize and charter all clans, under such rules as regulations as it may prescribe.

Subject to the provisions of this constitution and by-laws and policies established by the International Board of Directors, from time to time, all clubs shall be autonomous.

A Mando Mercs clan shall be considered chartered when its constitution has been officially issued pursuant to the procedures established, from time to time, by the International Command Council. The acceptance of constitution by a Mando Mercs clan shall be a ratification of, and agreement on its part to be bound by, the constitution and by-laws of this association and a submission by said Mando Mercs clan to have its relationship with this association interpreted and governed by this constitution and by-laws according to the laws in effect, from time to time, in the state of incorporation of the association.

6.0.2 Eligibility for Clan Membership

Only persons of legal majority who have passed the Mando Mercs costume approval process or is the legal charge of a current member of a Mando Mercs clan and has passed the Mando Mercs costume approval process may be granted membership in any duly authorized Mando Mercs clan.

ARTICLE VII **AMENDMENT OF THE CONSTITUTION**

7.01 Amendment

The constitution may be amended only at a regular meeting of the international command council by an amendment resolution approved by the Conclave of Regions prior to the meeting. No amendment shall be reported to the international command council for a vote unless it has first secured approval of the conclave through the following method:

(a) Any amendment to the constitution may be proposed by an official member to their respective region al'verde or region ver al'verde.

(b) region al'verde shall introduce amendments to the constitution as resolutions to conclave of regions where such resolutions shall be discussed for a time before being voted on in closed

conclave within the Mandalorian Mercs Costume Club official forum.

(c) Amendment resolutions must pass a 2/3 majority in a closed conclave vote; at which time they shall be submitted to the international command council who shall discuss and cast a vote at the next scheduled international command council meeting.

(d) Once submitted to the council, amendments to the constitution may be adopted by approval of two-thirds (2/3) of the international command council.

7.02 Notice

Any proposed amendment must be published on the MMCC website, forum, or in BATTLECRY Magazine, or other official publication of the association, at least thirty (30) days prior to the international command council meeting at which it is to be voted upon.

MMCC International By-Laws

MANDO MERCS COSTUME CLUB

A NORTH CAROLINA NON-PROFIT CORPORATION

ARTICLE I

Names, Emblems, and Logos

The names, emblems, logos and other insignia of this association and Mando Mercs clans chartered thereunder may not be used, published or distributed by any Mando Mercs clan member or any Mando Mercs region or by any entity (legal or natural, in corporate or any other form) organized and/or controlled by any Mando Mercs clan, Mando Mercs clan member, members or any Mando Mercs region, for any purpose except those expressly authorized by the provisions of the constitution or by policies of the international command council; any no other individual or entity (legal or natural, in corporate or any other form) may use the names, emblems, logos and other insignia of the association and Mando Mercs clans chartered thereunder without such written consent and license as shall be required by the International Command Council.

ARTICLE II

International Elections

2.01 International Command Council Elections

The election of ministers to the International Command Council shall begin on November 1st of the current year. The prime minister shall be elected every two years, the archivist and exchequer shall be appointed every two years, and ministers shall be elected every two years. Elections shall take place within a secret poll on the Mando Mercs Costume Club official forum.

2.0.2. Candidacy Requirements for Prime Minister

- (a) A candidate for the office of prime minister shall:
 - i. Be an Official Member of no less than twenty four (24) months;
 - ii. Not currently in probationary, suspended, or administrative leave status
 - iii. Have completed or are completing a term as a Clan Command or Region Command officer by election or appointment.
 - iv. Secure the nomination of a Region Al'verde or Region Ver Al'verde;
 - v. or if the candidate is currently serving Region Al'verde or Region Ver Al'verde, has secured the nomination of a currently seated minister of the International Command Council.

2.0.3. Candidacy Requirements for International Minister

- (a) A candidate for the office of international minister shall:

- i. Be an Official Member of no less than twelve (12) months;
- ii. Not currently in probationary, suspended, or administrative leave status;
- iii. Have successfully completed their most recent term or is successfully completing a current term as a Clan Command officer (1 year) or Region Command officer (2 years) by election or appointment, or have successfully completed one (1) calendar year as an administrative cabinet officer.;
1. A special waiver may be granted by Mandalore, at their discretion, for any nominee that does not meet this specific criteria.
- iv. Secure the nomination of an Official Member

2.0.4 Nomination Requirements for Candidates

- (a) Nominations will only be considered valid if they are sent to and received by the MMCC Archivist via MMCC official forum Private Message within the designated nomination period.
 - i. An announcement stating the open and close of the nomination period will be made in-writing on the MMCC official forum no less than 14 days before the nomination period;
 - ii. Nominations must state the following information: member name (Real and MMCC forum handle), clan or stronghold, member catalog number, the single office to which the candidate is being nominated;
 - iii. An official member may nominate one (1) candidate for minister in an election cycle where ministers are to be elected.
 1. In the event a candidate is nominated by multiple official members, the first nomination shall take precedence.
 - iv. In the case of prime minister elections, unless otherwise stated in these bylaws a Region Al'verde and/or Region Ver Al'verde may nominate only one (1) member from within their respective region as a candidate per-election cycle.
 - v. Nominations received after the nomination period will be considered invalid;
 - vi. A record of all nominations, valid and invalid, shall be kept and archived by the Archivist's office.

2.0.5 Representation

- i. No two (2) or more official members of the same clan may serve, simultaneously, as official member-elected international command council ministers. In case any minister shall move into any such clan in which an official member-elected minister currently resides, their term in office shall terminate on November 1st of the current year, and an emergency election called where a successor shall be elected to finish the remaining term.

- ii. The Mandalore, archivist, and exchequer may simultaneously serve from the same region or clan as any other minister of the international command council.
- iii. No elected minister may simultaneously serve as an elected or appointed region or clan command officer.
- iv. Currently sitting elected clan or region command officers may be allowed to complete their terms of office as long as the term ends within 60 days of assuming the role of ICC minister.

ARTICLE III Duties of Officers

3.01 Mandalore

The Mandalore shall be the chairperson and chief executive officer of the corporation, holding no other offices within the association. The Mandalore shall lead the international command council in performing its duties and responsibilities, including, if present, presiding at all meetings of the international command council, and shall perform all other duties incident to the office or properly required by the international command council. As the chief executive, the Mandalore shall appoint an administrative cabinet of officers to carry out the day-to-day business of the association. As the highest authority within the association, executive prerogative is vested with Mandalore.

3.02 Prime Minister

The Prime Minister shall be the vice-chairperson of the international command council, and governing minister of the conclave of regions, holding no other offices within the association. In the absence or disability of Mandalore, the Prime Minister shall perform the duties of Mandalore. When so acting, the Prime Minister shall have all the powers of and be subject to all the restrictions upon Mandalore. The Prime Minister shall have such other powers and perform such other duties prescribed for them by the international command council or the Mandalore

3.03 Archivist

The Archivist shall keep or cause to be kept a book of minutes of all meetings and actions of ministers and committees of ministers, holding no other offices within the association. 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 and this constitution. The Archivist shall cause notice to be given of all meetings of ministers and committees as required by the International Constitution & Bylaws. The Archivist shall have such other powers and perform such other duties as may be prescribed by the international command council or the Mandalore. The Archivist may appoint, with approval of the council, an administrative officer(s) to assist in performance of all or part of the duties of the Archivist

3.04 Exchequer

The Exchequer shall be the lead minister for oversight of the financial condition and affairs of the corporation, holding no other offices within the association. The Exchequer 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 ministers or officers, the Exchequer 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 international command council on a timely basis or as may be required by the international command council. The Exchequer shall perform all duties properly required by the international command council or the Mandalore. The treasurer may appoint, with approval of the council a qualified fiscal agent or administrative officer(s) to assist in performance of all or part of the duties of the treasurer

ARTICLE IV Committees

4.01 Standing Committees

The Mandalore shall appoint, with the approval of the international command council, the following standing committees of no fewer than three members of which shall report to said council at its regular meetings:

- (a) Finance
- (b) Program
- (c) Governance
- (d) Membership Development
- (e) International Advisory

4.02 Special or Ad Hoc Committees

From time to time, the Mandalore may appoint, with the approval of the international command council or executive committee, such special committees as may be necessary in the judgement of the Mandalore or council. However, no expense of said special committees shall be paid unless authorized by the council or the executive committee.

4.03 Chairperson Vacancies

The Mandalore shall designate the chairperson of each committee they appoint and shall have power to fill all vacancies in any committee so appointed, subject to approval of the council or the executive committee.

4.04 Appointments Limitation

In exercising any power of appointment granted in these bylaws or constitution with respect to membership on any committee, the Mandalore may include past international officers of the association among such appointees, but in no event shall the total of such past international officer committee appointments exceed six (6) in number in any one fiscal year. All such appointments of past international officers shall be for terms of one (1) year only, but successor Mandalores may reappoint any past international officer, subject to such total number limitation, to serve on any committee.

ARTICLE V

International Command Council Meetings

5.01 Regular Meetings

The international command council shall have a minimum of one (1) regular meeting each calendar year at time and place as called by Mandalore. Council meetings shall be held upon seven (7) days' notice by first-class mail, electronic mail, internet messaging, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, internet messaging, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

5.02 Special Meetings

Special meetings of the council may be called by Mandalore or any five (5) other ministers of the international command council. A special meeting must be preceded by at least 2 days' notice to each minister of the date, time, and place, but not the purpose, of the meeting.

(a) **Waiver of Notice:** Any minister may waive notice of any meeting, in accordance with North Carolina law.

5.03 Business Transacted by Mail

The international command council may transact business by mail (including letters, electronic mail, facsimile transmission, or cable), provided that no such action shall be effective until approved in-writing by three-fourths (3/4) of the entire number of the members of said board. Such action may be initiated by the Mandalore or any five (5) members of said board, but votes thereon, to be valid, must be received by the international office within thirty (30) days after the original mailing thereof, which mailing shall be by an expeditious method.

5.04 Manner of Acting

(a) **Quorum.** A majority of the ministers 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.

(b) **Majority Vote.** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the ministers present at a meeting at which a quorum is present shall be the

act of the council.

(c) Hung Council Decisions. On the occasion that ministers of the council are unable to make a decision based on a tied number of votes, the Mandalore or Exchequer in the order of presence shall have the power to swing the vote based on their discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, the constitution or these bylaws, ministers may participate in a regular or special meeting through the use of any means of communication by which all ministers participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

5.0.5 Executive Committee

The Mandalore, archivist, exchequer, and prime minister, by and with the approval of said council, shall be the Executive Committee of said council, which committee may act for and on behalf of said council only when the members of the council are not together in one location or assembled in session. No council action shall be altered, amended or rescinded by the Executive Committee.

The presence of four (4) members of said committee shall constitute a quorum at any meeting thereof. The act of a majority of such members shall be an act of the committee. Said committee may transact business by telephonic conference call or other internet communication methods, provided four (4) members participate therein and vote of a majority of the members participating shall be considered an act of the committee.

ARTICLE VI International Accounts

6.0.1 Fiscal Year

The fiscal year of this association shall be December 1 through November 30.

6.02 Annual Budget

The exchequer shall prepare and submit an annual budget to be voted upon at the first annual meeting of the council.

6.0.3 Audit of Accounts

The international command council shall provide for an internal annual audit of the books and accounts of the association, or audit by certified public account If state and/or federal laws require such audits to be performed.

6.0.4 Annual Financial Statement

The international command council shall prepare, annually, a condensed financial statement, which shall be made available to any Mando Mercs Clan upon request.

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 International Command Council.

7.02 Checks, 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 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a minister or former minister, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a minister of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a minister or former minister made a party to a proceeding because he or she is or was a minister of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the international command council in the specific case, upon receipt of (I) a written affirmation from the minister, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the minister, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in this constitution.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a minister is entitled to mandatory indemnification under this article to the same extent as a minister. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a minister, consistent with North Carolina Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the council or by contract.

ARTICLE VIII

Region Organization

8.01 Jurisdiction for Forming Regions

Geographic areas shall be divided into regions and administrative units as provided for by the international command council.

8.02 Minimum Region Requirements

On formation, a region shall consist of a minimum of 3 clans or 1 clan and 3 strongholds of at least twenty-one (21) official members, unless otherwise approved by a 2/3 vote of the international command council.

8.03 Re-drawing Regions

Any single region which desires to become two or more regions shall submit to the international command council a re-drawing proposal approved by a majority vote of the respective clans within the region. Re-drawing proposals shall be considered by the international command council provided that each proposed new region shall contain at least 3 Mando Mercs clans, or 1 Mando Mercs clan and 3 strongholds. In considering approval of any re-drawing proposal, the international command council may give weight to any factors it deems proper and may require such additional number of clans, strongholds, and/or official members per region as it deems possible.

In the event the international command council approves such re-drawing proposal, it shall become effective at the close of the council meeting in which it was approved; PROVIDED, however, that delegates from clans which will comprise the new region shall elect a region al'verde, ver al'verd, and adopt a constitution and bylaws at a meeting held after said council approval and prior to the next scheduled council meeting.

8.04 Conclave of Regions

The entirety of all global region commands shall constitute the conclave of regions. Each region Al'verde and Ver Al'verde shall cast one (1) vote on each question requiring an action of the conclave of regions. The prime minister shall be the presiding minister of the conclave of regions and shall introduce such policies and procedures to be voted upon and adopted by the conclave.

8.05 Conclave of Regions Powers

Subject to the provisions of the constitution and bylaws, policies and procedures of the international command council, the conclave of regions shall provide oversight on all region affairs, and may choose such officers, hold such meetings, and exercise such other administrative powers as are provided in its respective region constitutions.

8.06 Removal

At the request of the majority of the conclave of regions, a special meeting of the conclave may be called for the purpose of removal of the prime minister. Regardless of the manner in which the prime minister is selected or elected, the prime minister may be removed for cause by an affirmative vote of 2/3 of the entire number of region al'verde and ver al'verde.

This vote may only be overturned by Mandalore's executive prerogative.

An al'verde and/or ver al'verde may be administratively removed from their position by a majority vote of the ICC, for cause as presented by the Prime Minister.. Such votes shall be the outcome of a properly conducted performance investigation by the prime minister.

In the event of administrative removal from office, an emergency election shall be called to fill the vacancy.

8.07 Region Command

Each region shall have a region command composed of the region al'verde as commanding officer, ver al'verd as executive officer, and the following who will be appointed under procedures provided in the respective standard region constitution & bylaws: the region ver'sol, magister, command ru'cabur, and other such club members as may be provided for in the respective region constitution and bylaws. The respective district shall provide in it's district constitution and bylaws the duties of said offices to be established by the international command council.

8.08 Region Command Meetings

Meetings of the region command shall be held under such rules as the respective region constitution and bylaws shall provide. In all such meetings, the voting privilege shall extend to

the region al'verde, region ver al'verde, ver'sol, magister, command ru'cabur, and may be extended to such of the other members of the region command as the respective region constitution and bylaws shall designate.

8.09 Election and Vacancies

Election of the region al'verde and Vice-Commander shall be governed under procedures provided in the respective standard region constitution and bylaws. Vacancies in any office of region command shall be filled in accordance with the procedures provided in the respective standard region constitution and bylaws.

ARTICLE IX Duties of Region Command Officers

9.01 Region Al'verde (Commander)

Under the general supervision of the International Command Council, they shall represent the MMCC in their respective region. In addition, they shall be the chief administrative officer in their respective region and shall have direct supervision over the Ver Al'verde, Ver'sol, region-specific duties of the Magister, Command Ru'cabur, and such other command members as may be provided for in this region constitution and by-laws. Their specific responsibilities shall be to:

- (a)** Promote the Mandalorian Mercs Costume Club and all activities of the association.
- (b)** Preside, when present, over region command and other region meetings as defined in Article V. During any period they are unable to so preside, the presiding officer at any such meeting shall be the Ver Al'verde, but if they are also not available, the region officer chosen by the attending members shall preside.
- (c)** Promote harmony among the chartered MMCC clans.
- (d)** Exercise supervision and authority over command officers and region committee appointees as is provided in this region constitution.
- (e)** Be an active member of the Conclave of Regions.
- (f)** Ensures every clan in the respective region operates under a duly adopted clan constitution and bylaws.
- (g)** Review of the strengths and weaknesses of the clans in the region, identifying the existing and potential weak clans and establishing plans to strengthen them.
- (h)** Ensure that each MMCC clan in the region be communicated to by the Al'verde or other

region officer regularly throughout the year to facilitate successful administration of the club, and that a report be submitted each quarter to the International Headquarters.

(i) Deliver, in a timely manner, at the conclusion of their term in office, the general and/or financial accounts, funds and records of the region to their successor in office.

(j) Oversee region disciplinary investigations, hearings, and appeals.

(k) Perform such other functions and acts as shall be required of them by the international command council.

9.01 Region Ver Al'verde (Vice-Commander)

The Ver Al'verde, subject to the supervision and direction of the Al'verde, shall be the chief administrative assistant and representative of the Al'verde. Their specific responsibilities shall be, but not limited, to:

(a) Promote the Mandalorian Mercs Costume Club and all activities of the association.

(b) Perform such administrative duties assigned by the Al'verde.

(c) Be an active member of the Conclave of Regions.

(d) Participate in region command meetings, and conduct meetings in the absence of the Al'verde, and participate in regional meetings as appropriate.

(e) Assist the Al'verde in the review of the strengths and weaknesses of the clans in the region, identifying the existing and potential weak clans and establishing plans to strengthen them.

(f) At the request of the Al'verde, supervise other region committees within the respective region.

(g) Participate in the planning of the next year including the region budget.

(h) Familiarize themselves with the duties of the Al'verde so that, in the event of a vacancy in the office of the Al'verde, they would be better prepared to assume the duties and responsibilities of said office as the acting Al'verde until the vacancy is filled according to these by-laws and rules of procedure.

(i) Conduct a region quality assessment and collaborate with the region officers and other committee chairpersons, during their term as Ver Al'verde to develop a plan for membership growth, leadership development, operational improvement to be presented and approved by the Al'verde during their term.

(j) Manage region public relations and social media outlets.

(k) Perform such other functions and acts required of them by the Al'verde, region command, or international command council.

9.03 Ver'sol/Region (Secretary-Treasurer)

They shall act under the supervision of the Al'verde. Their specific responsibilities shall be to:

- (a)** Promote the Mandalorian Mercs Costume Club and all activities of the association
- (b)** Perform such duties of the office, including but not by way of limitation, the following:
 - 1. Keep an accurate record of the proceedings of all meetings of the command.
- (c)** Liaise with MMCC Quartermaster office to oversee creation and distribution of regional livery/merchandise.
- (d)** Make reports to the region command as the Al'verde or region command may require.
- (e)** Pay the bills of the region.
- (f)** Keep accurate books and records of account, and minutes of all region command meetings, and permit inspection of the same by the Al'verde, any region command member and any clan (or any authorized agent of any of them) at any reasonable time for any proper purpose. Upon direction of the Al'verde or the region command, they shall furnish any such books and records as requested to any auditor appointed by the Al'verde on consultation with the MMCC Archivist.
- (g)** Secure bond for the faithful performance of their duties in such sum and with such sureties as may be required by the Al'verde.
- (h)** Deliver, in a timely manner, at the conclusion of their term in office, the general and/or financial accounts, funds and records of the region to their successor in office.
- (i)** Report to MMCC International all known violations of the use of the association's name and emblem to the MMCC Quartermaster.
- (j)** Perform such other functions and acts required of them by the Al'verde, region command, or international command council.

9.04 Region Magister

The Magister is the region's arbiter, advisor of MMCC's disciplinary codes of conduct to Region Command, and a member of the MMCC International Tribunal. Their responsibilities include:

- (a)** Promote the Mandalorian Mercs Costume Club and all activities of the association.

- (b) Acts as arbiter in disputes between the region and clan, or between clans within the region.
- (c) Advises region command and clan command on disciplinary procedural matters.
- (d) Liaise with the Judicial Officer on region disciplinary matters.
- (e) Is an active part of MMCC International Tribunal as stated in the MMCC Tribunal Statute.
- (f) Serves as an impartial advocate for members during regional disciplinary proceedings.
- (g) Serves as Al'verde command parliamentarian, maintaining order and decorum at the respective meetings.

9.0.4 Command Ru'cabur

The Command Ru'cabur, subject to the supervision and direction of the Al'verde, shall be the morale and welfare officer and historian for the region. Their responsibilities include:

- (a) Promote the Mandalorian Mercs Costume Club and all activities of the association.
- (b) Aids in maintaining a high level of "Esprit De Corps" throughout the region.
- (c) Encourage clans within the region to provide regular family events.
- (d) Aid clans in the development of community support programs and activities within the region.
- (e) Communicate with clans on changes to MMCC International membership benefits and entitlements.
- (f) Develop activities to celebrate regional history and milestones.
- (g) Perform other functions and acts as may be required by the Al'verde or region command.

ARTICLE X Clan Membership

10.01 Clan Organization

Mando Mercs Clans may be organized and chartered in any defined geographic area, including those in which an established clan, or clans, may exist, with the consent of the region command and/or the approval of the international command council. The area within which a clan or clans are to be chartered shall be defined and subject to change as above provided.

10.02 Clan Name

Each clan shall be known by a unique name chosen by the clan's proposed membership at the time of application.

10.03 Application Procedure

Application for a Mando Mercs Clan constitution may be made to this association by any group, club or assembly in a manner designated by the international command council in its council policy.

10.04 Obligations of a Clan

Each Clan, to remain in good standing, shall:

- (a) Maintain a minimum of five (5) official members
- (b) Provide its membership with one (1) annual invasion event
- (c) Submit regular reports to the association's headquarters as may be called for by the international command council.
- (d) Abide by the constitution, bylaws, and policy of the international command council.
- (e) Attempt to resolve all disputes arising at the clan level according to the Clan Alternative Dispute Resolution Procedure set out, from time to time, in the policy of the international command council.

10.05 Suspension/Cancellation of Charter

Any chartered clan which shall fail to meet any obligation to this association may, at the discretion of the international command council, and in consultation with the region al'verde, have its constitution suspended or revoked.

- (a) Mandalore may, with just cause, suspend a clan charter for a maximum of ninety (90) days. At the conclusion of the suspension the ICC may vote to continue the suspension for an amount of time deemed necessary by the ICC.

10.06 Clan Resignation

Any chartered clan may resign from this association and said resignation shall become effective upon acceptance thereof by the international command council. The international command council may withhold acceptance, however, until all indebtedness has been paid, all clan funds and property have been properly disposed of, the clan constitution has been returned, and all right to use the names "Mandalorian Mercs", "Mandalorian Mercs Costume Club", "Mando Mercs", "Mando Mercs Costume Club", "MMCC", the emblem, logos and other insignia of this association has been surrendered.

10.07 Categories

Each individual member of a Mando Mercs clan, on approval of the international command council, shall be classified in one of the following categories: Official or Honorary. All categories shall have the rights, privileges, and obligations as set forth in accordance with the policies of the international command council. All categories of members, with the exception of honorary, shall be required to pay such dues as are determined by the international command council, and engage in conduct reflecting a favorable image of the Mando Mercs Costume Club.

10.08 Dual Clan Membership

No person shall simultaneously hold membership in more than one Mando Mercs clan.

ARTICLE XI Fees and Dues

11.01 Fees and Dues

- (a) Official Membership requires approval of a Mandalorian costume created to the requirements and specifications set forth, from time to time, by the international command council.
- (b) An annual due of fifteen dollars USD (\$15) shall be paid to the international command council for Auxiliary Membership.
- (c) An annual minimum contribution of five dollars USD (\$5) shall be paid to the international command council for Supporting Membership.

ARTICLE XII Rules of Order and Procedure

(a) Unless otherwise provided by the constitution and bylaws, or by the respective region or clan constitution and bylaws, or by the rules adopted for a meeting, or by local statute or common law, all questions of order or procedure with respect to any meeting or action of this association, its international command council, any committee appointed hereunder, any region or organization, or committee operating thereunder, and any Mando Mercs clan or organization or committee operating thereunder shall be determined in accordance with *ROBERT'S RULES OF ORDER NEWLY REVISED*, as revised from time to time.

(b) The international command council shall be empowered to establish, from time to time, rules of procedure for hearing complaints, disputes or claims arising from provisions of the Constitution and Bylaws, international council policy or matters arising at the region or international level.

(c) The members of the association shall pursue all complaints, disputes or claims in accordance with the terms and conditions of said rules of procedure and agree to be bound by the decision thereof.

(d) Each region and Mando Mercs clan shall adopt a constitution and bylaws which shall be

consistent with the international constitution and bylaws, as amended from time to time, and the policies of the international command council. All such region and clan constitutions shall be subject to interpretation according to the laws in effect, from time to time, in the state of incorporation of the Mando Mercs Costume Club.

ARTICLE XIII

Counterterrorism and Due Diligence

13.01 Counterterrorism and Due Diligence Policy

(a) In furtherance of its exemption by contributions to other organizations, domestic or foreign, Mando Mercs Costume Club shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

(b) Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Mando Mercs Costume Club willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

(c) Mando Mercs Costume Club shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE XIV

Miscellaneous

14.01 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 international command council, a record of all actions taken by the international 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 and Bylaws as amended to date.

14.02 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 minister, officer, employee, affiliate, or member of a committee with council-delegated powers.

14.04 Nondiscrimination Policy

The officers, ministers, 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 XV Amendments to the Bylaws

15.01 Amendment

The bylaws may be amended only at a regular meeting of the international command council by an amendment resolution approved by the Conclave of Regions prior to the meeting. No amendment shall be reported to the international command council for a vote unless it has first secured approval of the conclave through the following method:

- (a)** Any amendment to the bylaws may be proposed by an official member to their respective region al'verde or region ver al'verde.
- (b)** region al'verde shall introduce amendments to the bylaws as resolutions to conclave of regions where such resolutions shall be discussed for a time before being voted on in closed conclave within the Mandalorian Mercs Costume Club official forum.
- (c)** Amendment resolutions must pass a 2/3 majority in a closed conclave vote; at which time they shall be submitted to the international command council who shall discuss and cast a vote at the next scheduled international command council meeting.
- (d)** Once submitted to the council, amendments to the bylaws may be adopted by approval of two-thirds (2/3) of the international command council.

15.02 Notice

Any proposed amendment must be published on the MMCC website, forum, or in BATTLECRY Magazine, or other official publication of the association, at least thirty (30) days prior to the international command council meeting at which it is to be voted upon.

15.03 Effective Date

The Constitution and Bylaws shall become effective upon the adjournment of the international command council meeting at which the same is adopted, unless such amendment shall express a later effective date.

CERTIFICATE OF ADOPTION OF CONSTITUTION AND BYLAWS

The above stated International Constitution and Bylaws of Mando Mercs Costume Club were approved by the Mando Mercs Costume Club international command council on 10/04/2021, to be considered in-force on 01/01/2022, and constitute a complete copy of the Constitution and Bylaws of the corporation.