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CORPORATE MINUTES OF THE PUBLIC BOARD MEETING OF Board of Directors, Blackspire

I. Call to Order

A meeting of the Board of Directors of Blackspire was held on Month 05, 31st day, 2026 at 6:01pm in the “Board of Directors” voice channel of the Official Kingdom of Blackspire Discord server.

The meeting was called to order by Morgan Brown, at 6:01pm, followed by a statement from the Oregon Nonprofit Corporation Handbook stating that this is an official meeting and regardless of not being physically in person, official business may be transacted and the directors who participate are considered present, in person, at the meeting.

A quorum was achieved, allowing the proceedings to commence.

The following directors were present:

Sarah Strohmeier (Aurora) - BoD President
Marcus Chatfield (Brodar) - Operations Officer (Monarch)
Ray Sullivan (Keriz) - Assistant Operations Officer (Regent)
Morgan Brown (Emmering Rook) - Financial Officer (KPM)
Cody Sanders (Theorem) - Adjudication Chief (KGMR)
Cian McCarron (Vladimir) - Director of Records Management
Chaunda Smith (Tara Redgrave) - Treasurer
Christopher Hyde (Faclan) - Secretary
Wicke (Wicke) - Webminister
Bailey Boaz (Galinmorn)



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Absent:

Talieson (Talieson Solmon)

Jacob Cooksey (Brago)

II. Old Business / Updates to same

IIa) OLCC Update

A short update but we are ready to begin signing documents with the OLCC commission and therefore need Morgan and Marcus' help to do so as they are the Kingdoms Legal signees. Morgan would like to get it ready for its use at PacWar

ACTION ITEMS:

- Moving forward with the Kingdom Monarchy to get our OLCC exemption.

IIb) Corpora Committee Update

Here is the document that was discussed.;

[Bylaws Rewrite Draft for BOD Review 5.31.2026](#)

To get full context I encourage you to view the document itself.

The main talk was over the six main sections and how they are being adjusted to fit the legal advice we were given to ensure we are in compliance. Blackspire formally operated as if we had Statutory members which we do not have so a lot of adjustments were needed. While this was accepted at this meeting further clarifications and adjustments shall be made when needed.

- + 1) Governance, Board of Directors, and Officers

A rewrite to place all the information related to these positions in one section for easier reference. The Webminister would also go here in future edits. This also confirms that BoD needs to be careful about potential conflict of interests and not endorsing candidates, campaigns, bills or other political activity without specific guidelines and governance related to our Mission. For example, pride events are approved, but if we were given a donation from a



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specific political party we would need to decline. Additionally, our Board members can not accept gifts - these could easily be seen as bribes.

+ 2) Participants and Voting Eligibility

Firstly the term 'member' is being changed to Participants to make language more clear in the bylaws. The key point was that we do not have Statutory members - rather, we have different levels of participants; a normal participant who has signed a waiver and joins at park days, a dues paid participant who has paid the bi-annual fee, and finally, a Voting-Eligible Participant who is both dues paid and has been to at least one general meeting and six total sponsored events/park-days. Only Voting-Eligible Participants are allowed to participate in the internal votes of the organization. However, none of the previously mentioned participants have governance power over the organization. They may recommend and request changes, but the BoD must approve it first in accordance with national, state, and corporation law. However, the BoD also cannot veto or otherwise throw aside a proposal from the Voting-Eligible Participants unless it may be a threat to the corporation.

Finally, this section talks about changes to the disciplinary and suspension process, where two members of the Disciplinary Committee (Operations Officer, Financial Officer, Adjudication Chief) can enact, overturn, or modify a suspension of a member as long as it complies with the Corporation's government policy. This is from the Rules of Play and is not modified, and currently our Disciplinary Process requires the BoD to approve all decisions made by the Disciplinary Team if they will affect the organization in some way. Appeals have been made private instead of public on recommendation from our counsel, and will go directly to the entire BoD instead of only the Disciplinary Team for review.

+ 3) Elections

Clearing up some language for when BoD elections are held; Operations Officer, assistant Operations Officer, and Safety officer every six months (Third and fourth weekend of Feb/Aug). Financial Officer and Adjudication Chief also six months but offset (first and second weekends of Nov/May). This is exactly as previously written, it was simply consolidated to one section to avoid confusion in election timing. In addition, electronic voting shall be used exclusively going forward rather than paper ballots to ensure accuracy. Lastly, this section updated voting methods for elections to Simple Majority instead of Simple Plurality taken individually, and allows for alternate voting formats to be chosen and used, as long as sufficient notice is given to



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the voting participants and followup items are predetermined, such as using Tiedman's Ranked Pairs if choosing to use Ranked Choice voting, etc.

+ 4) Meetings

Essentially making clear what a BoD meeting will potentially entail; legal, disciplinary, financial, contractual, or sensitive organization matters. When the minutes will be available (within 4 weeks (doing my best!)). And how as a Board led corporation the BoD retains authority over this Kingdom though they require a majority vote within the Board to make any sweeping change and it must be in line with Oregon law.. Which has always been the case in Blackspire.

As well as the BoD stuff it also explains how general participant meetings operate. How they take place (at least) once a month. How the voting eligible participants may vote to recommend bylaw amendments or organizational policies as well as expenditures, which are still subject to ratification by the BoD. As well as the more normal items like items need to be brought up at least a month in advance, can't be brought up again for six months if already voted on, and how items that could go against Oregon law or otherwise place the organization in a risky position will be handled. This is all as written previously, just condensed and reformatted for ease of reading.

+ 5) Subsidiary Groups

Talking about all our lovely holdings that must be within 150 miles of Salem Oregon - our Kingdom limit! It also goes over the process of making a new subsidiary/holding for those curious. This section combined sections on Principalities and Freeholds into one header for ease of reading.

+ 6) Dissolution

Of the entire organization! Which can only take place firstly be a unanimous vote by the BoD - as well as comply with all applicable Oregon Laws. If the Board does decide to dissolve, no member or participant may receive or be distributed funds or assets of the organization, they must be donated to other Charities as defined in this section.. The big addition here was that the BoD must unanimously decide to dissolve the organization - everything else remains the same and is as it was written with our original Articles of Incorporation and our previous Bylaws.

Some of the bigger questions and concerns raised during the discussion of this document were;



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- What prevents the Board from just veto-ing an item just because they don't like the person or proposal?

The Board can only veto if the proposal is a direct threat to the legal status of the organization. It would then need a detailed reason as to why for the populace to view. Otherwise the BoD is obligated to ratify items that come through from the Voting-Eligible Participants. Language was added to ensure that items brought by the voters must be brought before the Board for ratification, to ensure the populace will always have a chance for their will to be known.

- This seems like a lot of power being shifted from the Participants to the BoD, why?

The legal council we received was that as an elected Board lead organization we needed to have it much more clear in writing who had authority in the Kingdom to do certain things. The power each group had has actually been like this for years; it is just much more concrete in the writing now.

- Is there still the potential to have Statutory members?

Technically yes but it would introduce many potential issues; reaching quorum would be much more difficult which means it would be very hard to get anything passed. For example in the last six months only one ballot would have reached quorum - only it would have passed. The others would have failed by virtue of not having enough voters participating. In addition, any statutory member could request the personal information of any other statutory member from the BoD and we would be required to hand it over which the BoD believes is terrible for member privacy and really wants to prevent as an option.

ACTION ITEMS:

- It was voted on by the BoD to approve the draft - Cian moved and Bailey seconded.

Yes - Cian, Bailey, Marcus, Ray, Wicke, Chris

No - Chaunda, Sarah, Cody

Abstain -

Motion passed.

Ilc) Closure and dissolution of the Special Investigation Committee (SiC)

Wicke was the head of the SiC and did a fantastic job with their position. Sarah and Chris also assisted them. The investigation into Falcon is now complete and the report was handed to the



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BoD on the 4th of May. There was a seven page document with the main findings handed to the BoD to do with as they wish and now that the investigation is complete the information saved in the google drive will be removed from online. Put onto a physical drive for if it is ever needed again. And now the SiC is dissolved. The Board voted to send the issue to the Disciplinary Team to take next steps, with a recommendation from the Disciplinary Committee before it was dissolved.


ACTION ITEMS:

The SiC will be dissolved and its report is in the BoDs hands to do with as they wish.


IId) Additional Role Charters to ratify and vote on.

These needed to wait until the SiC was complete as Falcon was an Alternate Board Member. But with the SiC dissolved there are two new role charters to be added to the drive.

BoD Member;

 11 Board Member Role Charter

Alternate Board Member;

 12 Alternate Board Member Role Charter

BoD member is defining the responsibilities of the BoD itself and Alternate BoD members is a position for former members of the Board who act mainly in an advisory position and to help new Board members better settle into their role.

ACTION ITEMS:

- Both Charters were passed unanimously.

IId) DRM budget discussion

Cian currently does not have a budget request ready so this will be tabled until one is complete.

ACTION ITEMS:

- Tabled for later review



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Ile) Banking change status

The OnPoint accounts have been closed and Blackspire is now all on Chase - woo! The Kingdom's money is now all in Chase with additional Rho accounts for PacWar and Winterbash use. A reminder, using the Rho account for a subsidiary is optional - but the finances must be kept up to date so there is no delay in the Kingdom's legal banking requirements. If this is not met the holdings will be required to digitize their records and finances so as to ensure the Kingdom shall not be held liable. Our legal compliance is required so we don't lose our 501c3 status.

ACTION ITEMS:

- None - just be sure holding records are being kept up to date.

IIf) Disciplinary Policy Implementation Status

It has been fully adopted and implemented with a vote from the Board. If you wish to review the policy it is in the public corpora folder. With the new appeals process, the Disciplinary Process document may need to be adjusted but it will be announced if/when that is.

ACTION ITEMS:

- None - except potential edits with the new grievance process.

Ilg) Pacwar Update

Good news and medium news! The co-crat also stepped down but Kayle Sherheart stepped up to take their place. A meeting will take place Tuesday (6/2/26) with the PacWar team to help nail down information and a rough schedule - the date and porta potties are however ready to go! The generation is still being discussed, however, and recently the PacWar team came into possession of 50 lbs of stew meat. Woo! One of the hopes of the event is to make it entirely cashless if possible, Wicke happy to help, and if anyone would like to help clean or check on the site with work day will be Sunday August 23 at 2-4 PM.

Loading is also willing to help at gate - thanks Loading!



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ACTION ITEMS:

- Rough outline of the schedule as well as locking down the generator.

III. New Business

IIIa) Health advisory proposal

An offer from Antony Loinhearted to help assist the Kingdom in drafting some policies or procedures to make sure we all stay safe and healthy! Both physically and legally. Ray gives his support as both work in the public health sector and knows Antony does good stuff!

ACTION ITEMS:

- Once our OLCC exemption is complete Antony will be reached out to for any future assistance.

IIIb) Social media Policy

Currently it's not super clear which social media platform (Facebook/discord) is the one we are using more of our 'official' source, and they may occasionally have different items posted on them. The website was previously ratified as the official source for information, but as it does not allow for discussion, other platforms are maintained for discourse options.. As such, Bailey suggests a policy to make it clear and unambiguous our stance on platforms. Cian is also happy to help make a bot to make cross-posting more convenient but we need to get a policy written up first.

ACTION ITEMS:

- Bailey moved and Cian seconded to create a Social Media Committee to determine moderation guidelines chaired by Bailey open to populace applications to create Social Media Policy. Please type yes, no, or abstain to vote

Yes - Chris, Wicke, Morgan, Cian, Bailey, Ray, Chaunda, Sarah, Cody, Marcus.

No -

Abs -



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Yes: 10 No: 0 Abstain: 0 Motion passes

IIIc) Mission Statement Rework

The original mission statement for our organization has been updated a few times but is still not well defined for the purposes of verifying our charitable status and goals. Wicke therefore is working on a new one! Here is the original plus the suggested new version - and it is indeed in all caps;

Old: 501C3 NPO SOCIAL GROUP THAT ENGAGES IN MEDIEVAL FANTASY LIVE ACTION ROLE PLAY, FOAM BOFFER SWORD COMBAT, ARTS AND SCIENCES, COMPETITIONS AND TOURNAMENTS, FUNDRAISING, ARMOR CONSTRUCTION, CAMPOUTS AND FEASTS, LEADERSHIP, AND MENTORING.

New: Blackspire is a 501(c)(3) nonprofit that builds community through medieval fantasy live-action roleplay, foam combat, arts, and immersive events. We promote leadership, mentorship, and skill-building while giving back through partnerships, fundraising for other nonprofits, awareness initiatives, and service projects such as food drives.

The new version not only makes it clear what kind of organization we are but also shows some of the events we work with like Food Fight, Amtpride, and Anti-relic auctions. Rather than activities that are participant only. This would make us look better for potential grants (Oregon Community and Benton Community foundations for example) as we are showing deliverables and will improve our elevator pitch.

ACTION ITEMS:

- Cody moved and Cian seconded to adopt the new mission statement as written. Please type yes, no or abstain to vote.

Yes - Morgan, Bailey, Chris, CHAUNDA, Cody, Marcus, Wicke, Sarah, Ray, Cian

No -

Abs -

Yes: 10 No: 0 Abstain: 0. Motion passes



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IIIId) Fundraising / Donation guide and possible committees

While something the BoD would normally spearhead Morgan would like the Kingdom's help. As such she would like to head a committee who would work on a framework and rules to pursue those actions. Being fundraising and receiving donations both acquiring and what to do with the funds once received.

The group could be something like a Park Improvement Committee to get equipment or advertising for the holdings in the kingdom. The goal would be to use these funds to improve the Kingdom as a whole.

ACTION ITEMS:

- Cian moved and Chris seconded to create a Donations & Funds Committee to write a proposed policy covering donations, creation of funds for the group, and define how those funds are distributed for the Board to review chaired by Morgan. Please type yes, no or abstain to vote.

Yes - Bailey, Wicke, Chris, Marcus, Cian, Ray

No - Cody, Chandra

Abs - Sarah

Yes: 7 No: 2 Abstain: 1. Motion passes

IIIe) Holding Election Notification Policy

BOD Proposal: Holding Election Notification Requirements

This is a proposal to clarify how Holdings/Subsidiaries will inform the Kingdom when their officers of various offices both leave and new ones take their place. This is to help us not only keep records straight but also let us turn off Rho cards, if the holding uses Rho, for those officers leaving. As well as a slight future proof that if more responsibilities or actions happen at a local level in the future this will also help ensure that the Kingdom knows who is responsible for those actions. Needed to be added to the policies before it can go into the Constitution and Bylaws.





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ACTION ITEMS:

- Cian moved and Chris seconded to adopt Holding Election Notifications into Policies as appropriate. Please type yes, no or abstain to vote.

Yes - Cian, Morgan, Bailey, Ray, Marcus, Wicke, Chaunda, Chris, Sarah, Cody

No -

Abs -

Yes: 10 No: 0 Abstain: 0. Motion passes

III f) Non-Retaliation language Update

This is similar to the mission statement rework but for a different reason. Clarification is not needed, it is more so an entire rewrite as our Kingdom disciplinary process has changed and so we need to shift the process language. As it's not an entirely BoD led process anymore, some changes were needed to ensure the protection of those other teams as well.

Current Text:

13.3.1 Retaliation against a member of the Amtgard community for making a good faith report of potential Amtgard-related policy violations or local, state, or federal law is prohibited and will not be tolerated. The Board of Directors will review complaints of retaliation, and any attempted or actual retaliatory action may subject the violator to disciplinary action. Members of the Amtgard community who believe that they have been retaliated against in violation of this policy may submit a written or oral complaint to local park or Kingdom officials, who may refer the complaint to the Board of Directors for review and disposition.

Proposed Replacement Text:

13.3.1 Retaliation against a member of the Amtgard community for making a good faith report of potential Amtgard-related policy violations or local, state, or federal law is prohibited and will not be tolerated. Members of the Amtgard community who believe that they have been retaliated against in violation of this policy may submit a Grievance using the Kingdom Grievance submission guidelines to report suspected Retaliation, to be investigated under Code of Conduct section 6.



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However several Participants pointed out potential issues with this as with an entirely new team and process what could be defined as 'retaliation' may be nebulous. In addition there were concerns that those leading or part of the investigation committees could have grievances filed against them after the process is complete.

ACTION ITEMS:

- Tabled for the moment for refinement by Cian and Wicke.

IIIg) Rions contestation of the May 16th ballot

The concerns and potential refuting of the ballot centered on how there was not a 14 day notice on the items to be voted on. As well as a more general concern about the Participant classes losing their voting power in the Kingdom. However;

<https://blackspire.org/2026/05/03/notice-of-special-membership-meeting/>

There was 14 day notice before the vote itself for this meeting where it was discussed. Which is something within the BoDs power (and the participants as well if they have enough of the voting block) to host. The decision to vote on the items passed in the BoD by 81.63% in favor and were therefore on the ballot for voting.

The worry about losing voting power is indeed a large change, but it has been one that has been in the works for a year at least. And as we do not, and have not had, Statutory members the participants have not really had the ability to greatly affect the Corporation. The language in our policies and bylaws are just being clarified to make it clear we are a board lead organization. Which we have been for years just not as clear as we are making it not for legal compliance and audit security.

Due to the distrust, confusion, and large amount of recent changes several participants would like a second opinion from another lawyer about all that has been said. And were curious as to how much one would cost. The original lawyer cost \$2,884, Blackspire currently has \$13,604.98 in the main checking account, \$5,000 in savings, \$5,500 in Winterbash, \$6,000 in PacWar, and \$1,042.90 in the Rho account. With that known two proposals happened quickly;



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- Cody proposed and Chaunda seconded that the Board authorize a search for a second opinion from a different legal counsel to review the Governance Review and Recommendations document from Rational Unicorn. Please type yes, no, or abstain to vote.

Yes - Wicke, Ray, Chaunda, Cody

No - Bailey, Cian, Chris, Marcus, Morgan

Abs -

Yes: 4 No: 5 Abstain: 0. Motion doesn't pass

Despite not passing, the BoD will take several of the concerns raised in this meeting back to the lawyer we already have a report with and ask them about said concerns. But that was not the subject of this part of the meeting - that was the legality and ratification of the May 16th ballot. So another proposal was put forward.

- Bailey moved and Cian seconded to ratify the results of the May 16th Ballot. Please type yes, no or abstain to vote.

Yes - Morgan, Bailey, Cian, Chris, Wicke, Marcus, Chaunda, Ray

No - Cody

Abs -

Yes: 8 No: 1 Abstain: 0. Motion passes

ACTION ITEMS:

- The May 16th ballot was ratified and the BoD is looking for recheck / secondary legal opinions on changes that have been put forth.

VI. Closing (10:53 pm)

The next BoD meeting will be Monday the 29th of June. Starting at 7pm with a hard cut off time of 9pm. As well as this the July BoD meeting was decided to be on July 13th with the same start and end time.



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Minutes submitted by: Christopher John Hyde

____CJ Hyde____
Secretary Signature

____Christopher John Hyde____
Secretary Full Name

Approved by:

Chairperson Signature

Chairperson Full Name