

SFCON, Inc. Bylaws

Version 2.00 Amended

Revised November 04, 2005

SECTION 1: Name

This corporation shall be named SFCON, Inc. ("SFCON" or "the Corporation").

SECTION 2: Purposes and Activities

- A. SFCON shall be a non-profit corporation organized for educational, literary, artistic and charitable purposes to:
1. act as the business entity of CONduit, a science fiction and fantasy convention and other CONduit-related events;
 2. promote science fiction and fantasy through CONduit and CONduit-related events;
 3. promote the sciences as they relate to CONduit-related science fiction and fantasy events as deemed appropriate.
- B. The interpretation and implementation of the purposes stated above shall be at the discretion of the SFCON Board of Directors ("the Board").

SECTION 3: Board of Trustees

- A. SFCON shall have at least three (3) and no more than seven (7) corporate trustees who shall constitute the Board of Trustees of the Corporation ("Trustees"). A Trustee shall hold this position in perpetuity unless a statement of intent is not received as per Paragraph B, below.
- B. Annually, before or at the Annual Corporate Meeting of the Board ("Annual Meeting"), the Secretary must confer with each Trustee and receive from each in writing (electronic or paper) a statement of intent to continue as a Trustee. If no such statement is received from a Trustee by the end of the Annual Meeting, that position shall be considered vacant and handled as per Paragraphs D and E, below.
- C. Trustees may resign by giving written notice (electronic or paper) to the Secretary. Resignations are effective upon delivery unless otherwise specified in the notice or by the Board.
- D. In the event that fewer than three (3) Trustees exist, the first order of business at the next regular meeting of the Board shall be the selection of a number of new Trustees sufficient to bring the Corporation into compliance with Paragraph A, above. Vacancies that do not result in fewer than three (3) Trustees may be left vacant at the discretion of the Board.
- E. The selection of new Trustees shall be handled as per Section 6 Paragraph B, below.
- F. One (1) Trustee shall be designated by the Board as the Registered Agent for the Corporation. The Board may, at its discretion, change this designation from time to time as deemed necessary.
- G. Trustees may meet in emergency session, as determined by a majority vote of all current Trustees, to exercise trustee powers which include, but are not limited to:
1. removing the PRESIDENT per Section 7 Paragraph B Subparagraph 2, below; and
 2. dissolution of the Corporation by majority vote of all the current Trustees.

SECTION 4: Corporate Officers

- A. The SFCON Corporate Officers ("Officers") shall consist of a President, a Financial Oversight Officer, a Secretary, Computer Services Officer and other such Officers as may be deemed necessary for the proper functioning of the Board and the Corporation.
- B. Any member of the Board may hold more than one Office at any given time and may be concurrently a Trustee and an Officer; A member of the Board who is both a Trustee and an Officer, or who holds more than one Office, shall have only one (1) vote on the Board.
- C. Officers shall be elected at the Annual Meeting as per Section 6 Paragraph B, below, with the term beginning at the close of that meeting and ending at the close of the following Annual Meeting.
- D. Officers may resign by giving written notice (electronic or paper) to the SECRETARY. Resignations are effective upon delivery unless otherwise specified in the notice or by the Board.
- E. Any Office, except PRESIDENT, FINANCIAL OVERSIGHT OFFICER, and SECRETARY, may be left vacant by the Board. If the Offices of PRESIDENT, FINANCIAL OVERSIGHT OFFICER, or SECRETARY becomes vacant, they must be filled at the next regular meeting of the Board.
- F. The TRUSTEE who has held office the longest shall act as Interim PRESIDENT in the event the position of PRESIDENT is left vacant. The term of the Interim PRESIDENT shall last until the close of the next regular meeting of the Board.
- G. Other Officer vacancies, occurring for any reason, may be filled at the next regular meeting for the remaining portion of the term of the Office.
- H. The PRESIDENT is the Chair of the Board and shall preside at all meetings at which s/he is present. The President's duties shall include:
 - 1. assuming general and active supervision over the property and business affairs of the Corporation;
 - 2. appointing and supervising agents and advisors, other than those appointed by the Board, and discharging same;
 - 3. signing, executing, and delivering in the name of the Corporation powers of attorney, contracts and other obligations;
 - 4. performing all duties customarily within the scope of PRESIDENT; and
 - 5. performing other such duties as the Board may from time to time prescribe.
- I. The FINANCIAL OVERSIGHT OFFICER, whose duties shall include:
 - 1. act as liaison between CONduit treasurer and the Board on all financial matters
 - 2. be a signatory on all CONduit accounts;
 - 3. supervise and audit the accounts of CONduit and of all related sponsored events;
 - 4. process all appropriate financial disclosures and taxes, and assuring their prompt and timely filings and/or postings;
 - 5. perform all duties customarily within the scope of FINANCIAL OVERSIGHT OFFICER; and
 - 6. performing other such duties as the Board may from time to time prescribe.
- J. The SECRETARY is the Secretary of the Board, whose duties shall include:
 - 1. notifying all members of the Board and all interested parties of the scheduling of all meetings as per Section 10 Paragraph E, below;
 - 2. handling any proxy votes as per Section 6, below.
 - 3. keeping minutes of all meetings and discussion sessions of the Board;
 - 4. distributing copies of said minutes to all members of the Board;
 - 5. publicly posting copies of said minutes as appropriate and as

- required by applicable laws and Corporate procedures;
 6. accepting resignations from members of the Board, and making appropriate notifications regarding such resignations;
 7. performing all duties customarily within the scope of SECRETARY; and
 8. performing other such duties as the Board may from time to time prescribe.
- K. The COMPUTER SERVICES OFFICER, whose duties shall include:
1. oversee the creation and maintenance of all sfcon and CONduit websites;
 2. coordinate the maintenance and registration of all necessary domains and other registrations associated with the websites and/or databases of sfcon and CONduit;
 3. creation and maintenance of all sfcon and CONduit databases;
 4. act as liaison with service hosts and others related to sfcon and CONduit computer services; and
 5. advise the Board on establishment of policies concerning websites and database use; and
 6. performing other such duties as the Board may from time to time prescribe.
- L. The Board may, by two-thirds (2/3) majority vote, remove vacant or create additional Offices which shall have such duties as designated at the time at which they are created.

SECTION 5: Board of Directors

- A. The Board shall consist of the Trustees, Officers, the chair of the CONduit Organizing Committee and two (2) representatives from the CONduit Organizing Committee. The CONduit Organizing Committee is defined as the organizing committee (commonly known as "ConCom") of CONduit. Membership in the Corporation shall consist of the members of the Board.
- B. All members of the Board must be of legal age on or before the day of election to the Board.
- C. The business and affairs of the Corporation shall be managed by the Board. By majority vote, the Board may adopt such rules, regulations, and policies and conduct all business functions referred to herein or otherwise not requiring more than a majority vote.
- D. The Board may delegate any of its powers as it deems necessary and appropriate and shall define the general and/or specific circumstances and length of time for the exercise of such delegated power.

SECTION 6: Meetings and Voting

- A. Meetings:
1. All meetings of the Board shall be open to the public unless the PRESIDENT calls for a closed meeting.
 2. A quorum of members of the Board is necessary for transaction of business or voting in any meeting. A quorum is defined as a simple majority of all current members of the Board.
 3. The Board shall hold regular meetings at least quarterly to discuss the various dealings of the Corporation. The Board may meet more frequently, as needed, provided at least forty-eight (48) hours' advance public notice is given. The third quarter meeting shall be the Annual Meeting as required by law.
 4. Regular meetings shall be defined as the quarterly meetings of the Board and any special meetings of the Board for which at least

forty-eight (48) hours' advance public notice is given.

5. The Board may meet informally for discussion sessions without advance notice; no business may be transacted at any such session.
6. The board may, by two-thirds (2/3) majority vote, suppress publication of minutes.
7. Proposal for discussion of changing, amending or replacing these Bylaws shall require advance notification of all interested parties of at least fourteen (14) days prior to any such discussion, per Section 10 Paragraph E, below.

B. Voting for Officers and Trustees:

1. Officer and Trustee candidates ("Candidates") may announce their intentions by posting them to the Board's official electronic mailing list ("the Board List"), or by announcing their intentions at the voting meeting at which any such vote shall be taken.
2. Voting for Candidates shall be done by all persons present at the meeting where such vote is to take place.
3. Those present shall have one vote each. All voting shall be by written ballot. Election to any office shall be by simple majority of votes cast.
4. A proxy vote may be cast on behalf of a member of the Board by the SECRETARY provided such proxy vote is received by the SECRETARY in writing (electronic or paper) before the meeting at which the proxy vote is to be cast. Presence at the meeting of the Board member casting a proxy vote shall invalidate the proxy vote.
5. A voting meeting may be held concurrently with a Board Meeting.

C. Voting on Business:

1. Members of the Board shall have one vote each. All business shall be transacted by majority vote of attending members of the Board unless otherwise outlined herein or by internal corporate policy.
2. A proxy vote may be cast on behalf of a member of the Board by the SECRETARY provided such proxy vote is received by the SECRETARY in writing (electronic or paper) before the meeting at which the proxy vote is to be cast. Presence at the meeting of the Board member casting a proxy vote shall invalidate the proxy vote. A proxy vote shall not be counted as a member to constitute a quorum.
3. Objection to business transacted at a Board Meeting is waived by attendance at such a meeting unless such objection is stated in the minutes. Any right to objection is waived on the 10th day following posting of the minutes to the Board List unless such objection is received in writing (electronic or paper) by the SECRETARY by 11:59pm on that 10th day.

SECTION 7: Censure and Removal

A. All members of the Board are subject to censure as follows:

1. A member of the Board may be censured by the Board by simple majority vote.
2. The ConCom may request censure of a member of the Board by presenting to the Board a written (electronic or paper) list of grievances and the totals of a censure vote taken at the Organizing Committee's meeting. The Board may reject the request for censure if, by majority vote, they deem the allegations spurious, unsubstantiated or insignificant.
3. Request for censure results in the requirement that the Board discuss the matter at the next regular meeting, and that an appropriate course of action be determined at such meeting.

B. All Trustees and Officers are subject to removal as follows:

1. The Board may remove a Trustee by two-thirds (2/3) majority vote of all current members of the Board and a majority vote of the all the current Trustees, provided the Trustee to be removed has been given notice of at least fourteen (14) days and the opportunity to respond.
2. The Trustees may remove the PRESIDENT by majority vote of all the current Trustees.
3. At any given meeting, the Board may remove only a single Officer. This removal shall be by two-thirds (2/3) majority vote of all the current members of the Board, provided the Officer to be removed has been given notice of at least fourteen (14) days and the opportunity to respond.

SECTION 8: Charitable Activities

SFCON may actively support educational and charitable activities that fall under its stated purposes in Section 2, above. The Board shall designate support of these activities through various forms as deemed appropriate by the Board.

SECTION 9: Communication

- A. The use of electronic communication is considered sufficient for all corporate communication requirements, including advance notice of meetings and votes, unless otherwise specified by applicable laws.
- B. Any member of the Board may request notification in an alternate format or via a different method. Any such request must be made in writing (electronic or paper) to the SECRETARY, who shall make a reasonable effort to accommodate such requests.
- C. The official website ("Website") for SFCON is <http://www.sfcon.org/> and all public corporate documents, as required by applicable laws, are publicly available there.
- D. The Board List is a public electronic mailing list. Any interested party may subscribe to the Board List. Any such subscription shall be subject to generally-accepted electronic mailing list rules of etiquette and conduct.
- E. For the purposes of notification of meetings, "interested parties" are those who are current subscribers to the Board List at the time of any such notification. Notification may be posted to additional electronic mailing lists and/or on the Website as deemed necessary and/or appropriate by the Board.

SECTION 10: Severability

If any part of these Bylaws is found to be legally unenforceable, the rest shall remain in force.

SECTION 12: Changes, Amendments or Replacements

These Bylaws may be changed, amended or replaced by a two-thirds (2/3) majority vote of all current members of the Board, and such a vote may not be undertaken without prior discussion and advance notice (per Sections 6 and 10, above).