

## BYLAWS OF NORWESCON

### ARTICLE ONE: NAME

The name of this organization shall be Norwescon, a science, science fiction, and fantasy convention.

### ARTICLE TWO: PURPOSE

To promote science fiction, fantasy, and science through the written word, art, and educational programs, such as the holding of a yearly convention where the public is provided with the opportunity to hear noted writers, scientists, and educators speak on various aspects of the fields of science fiction, fantasy, and science and to participate in discussions, displays, and lectures involving these fields.

Norwescon believes that its mission is to provide to the public the opportunity to be educated on the latest trends in science fiction, fantasy, and science, as science fiction in many cases becomes the science of the future.

The goals of Norwescon are to hold a yearly literary convention with emphasis on its previously stated mission.

### ARTICLE THREE: OFFICERS

#### Section One: Positions

The Officers of Norwescon shall consist of a Chair, Vice-Chair, Convention Services Director, Business Director, Program Director, Special Events Director, Publications Director, Member Services Director, Personnel Director, Secretary, and Treasurer of the Convention. These Officers shall be known as the Executive Team. All members of the Executive team will have voting rights.

#### Section Two: Election of Officers

The Chair and Vice-Chair shall be elected by the Convention Committee voting members as defined in Article Five, Section A. This election shall take place every year prior to the first day of June. All candidates shall have held a position on the Convention Committee at some time within the last five (5) years. In cases of a tie in any position, the election for that position shall be decided by coin flip or similar means. The Chair and Vice-Chair shall then appoint the rest of the Executive Team, who in turn will appoint the Department Heads, who will in turn appoint the Team Leaders and so on. Terms shall be for one (1) year. Appointments to the Executive Team shall be made no later than the first day of July in each year.

### Section Three: Quorum

- A. A quorum for the Executive Team shall consist of seventy-five percent (75%) of its eligible voters. An Executive Team quorum must be present before business is transacted.
- B. A quorum for the Convention Committee shall consist of fifty-seven percent (57%) of its voting members as defined in Article Five, Section A. A quorum of the Convention Committee as defined above must be present before votes can be considered official for business purposes as defined in the Bylaws. Votes for other business may be taken by a simple majority of all Convention Committee members present.

### Section Four: Duties of Officers

- A. The Chair shall be responsible for the planning and overall execution of the convention. The Chair shall preside at meetings of the Executive Team and the Convention Committee. The Chair shall present reports regarding the financial health of the convention to the Convention Committee at least twice annually, and at least three months apart.
- B. The Vice-Chair shall be responsible for the Site Selection Committee and shall act for the Chair during the Chair's absence or unavailability.
- C. The Convention Services Director shall be responsible for the on-site operation of the convention during the convention. The Convention Services Director shall chair the Operations Committee.
- D. The Business Director's responsibilities shall include, but not be limited to, preparation of each Norwescon budget, generating budget status reports and distributing them to the Department Heads at regularly scheduled Convention Committee Meetings, preparing all business, legal, tax, and insurance matters, reviewing and concurring with all contracts prior to execution, preparing financial records and an annual financial report to be published in the post-convention publication each year, and overseeing the Treasurer in the performance of their duties. The Business Director shall chair the Budget Committee. The Business Director shall appoint either the Treasurer or Assistant Business Director as acting Business Director in their temporary absence.  

In the event that the Business Director does not concur with a contract, appeal may be made to the Executive Team by an Executive Team member acting alone, or as an advocate for one or more convention committee members or other affected third party. The Business Director may be overridden by a sixty-seven percent (67%) vote of the Executive Team.
- E. The Program Director shall be responsible for the planning and execution of the Norwescon program including, but not limited to, inviting guests and allocating programming space. The Program Director shall chair the Programming Committee.
- F. The Special Events Director shall be responsible for the execution of certain large events as assigned by the Chair and Vice Chair.
- G. The Publications Director shall be responsible for all publications issued by the convention including, but not limited to, flyers, progress reports, pocket programs, and program books.

- H. The Member Services Director's responsibilities shall include, but not be limited to, registration of members of the convention, maintaining a list of members, preparing membership reports for the Executive Team, and all static member services taking place at the convention.
- I. The Personnel Director's responsibilities shall include, but not be limited to, operation of the Volunteer office, maintaining records of members that volunteer, and arranging social events for those members. The Personnel Director shall, in concert with the various Department Heads, maintain job descriptions of the various committee positions, communicate open committee positions as widely as possible, help recruit for those positions, and provide information concerning training opportunities for Committee members. The Personnel Director shall also act as a mediator in personnel disputes.
- J. The Secretary's responsibilities shall include, but not be limited to, taking notes at all Executive Team and Convention Committee meetings, preparing the notes for distribution as directed by the Executive Team, sending out meeting notices in a timely manner, maintaining the Committee directory and organizational list, and keeping a record of votes taken during all Executive Team and Convention Committee meetings.
- K. The Treasurer shall be responsible for the day-to-day accounting business of the Convention, which shall include, but not be limited to, accounts payable and accounts receivable, assisting the Business Director in the preparation of annual tax documents.

#### Section Five: Terms of Office

No elected Officer and/or Executive Team member may hold more than one (1) Executive Team position simultaneously. All elected officers shall be limited to four (4) consecutive years or part thereof in any one (1) office.

#### Section Six: Duties of the Executive Team

- A. The Executive Team of the outgoing convention will oversee the election of Officers for the new convention.
- B. The Executive Team must meet at least monthly except for the months of June, July and August.
- C. All policy decisions made by the Executive Team shall be disseminated to the Convention Committee as soon as practicable.

#### Section Seven: Removal/Replacement of Executive Team/Convention Committee Members

- A. Any Executive Team member may be removed from their position by a sixty-seven percent (67%) vote of the Convention Committee voting members as defined in Article Five, Section A at a regular or special meeting of the Committee. Notice of and reason for such proposed removal must be given by a Convention Committee Member to the Executive Team and to the person intended to be removed at least one (1) week prior to the meeting at which the

- question shall be voted on. A reasonable attempt shall be made to schedule said meeting at a time and place when the person intended to be removed can attend. Cause for such removal may include, but not be limited to, financial malfeasance, deliberate abrogation of the bylaws, flagrant disregard of members safety, dereliction of duty (which may include, but not be limited to, neglect of job responsibilities), and other major infractions.
- B. Any vacancy on the Executive Team or Convention Committee occurring by reason of death, resignation, or removal shall be filled per Article Three, Section Two. Such an appointee shall serve during the unexpired term of the person whose position became vacant.

#### Section Eight: Conducting Meetings

In the absence of the Chair, the Vice-Chair shall serve as Meeting Coordinator. In the absence of both Chair and Vice-Chair, the Convention Services Director shall serve as Meeting Coordinator. If all of the above are absent, the meeting shall be postponed and/or rescheduled.

#### ARTICLE FOUR: COMMITTEES

Committees shall meet on the call of the Chair or chair of the committee. The committees of Norwescon shall be:

- A. Convention Committee. This committee shall consist of all persons who qualify for a staff membership and have a Convention Committee Registration Form completed, confirmed by the appropriate Executive Team member, and on file with the Secretary.
- B. Site Selection Committee. This committee shall consist of at least the Vice-Chair, who shall chair this committee, the Convention Services Director, Program Director, and Hotel Liaison. This committee shall be responsible for the selection of the site for each convention.
- C. Programming Committee. This committee shall consist of the Program Director, who shall chair this committee, and the Programming Department Heads.
- D. Operations Committee. This committee shall consist of the Convention Services Director, who shall chair this committee, and the Convention Services Department Heads.
- E. Budget Committee. This committee shall consist of at least the Business Director, who shall chair this committee, the Chair, and Treasurer.
- F. Guest of Honor Selection Committee. The voting members of this committee shall consist of the Program Director, the Chair, the Vice-Chair, who shall chair this committee, the Special Events Director, and two representatives elected by the Convention Committee concurrently with the election of Officers. These two representatives shall not be Officers of the Convention as defined in Article Three, Section One. This committee may, from time to time, invite non-voting consultants to participate.
- G. Any other temporary committees required and appointed by the Executive Team and/or the Chair of Norwescon.

## ARTICLE FIVE: VOTING PRIVILEGES

- A. All Convention Committee members as defined in Article Four, Section A, who have opted to be voting members are eligible to vote in business matters which include but are not limited to election of officers, removal of Executive Team members, and bylaw changes.
- B. All Convention Committee members as defined by Article Four, Section A who have opted not to participate in business matters are eligible to participate in popular general votes as determined by the Chair and/or Executive Team with the specific exception of election of Officers, removal of Executive Team members and bylaw changes.
- C. Voting shall be one (1) person, one (1) vote. No proxies allowed.
- D. Votes may be taken in person, by mail, and/or by electronic transmission.

## ARTICLE SIX: POLICIES

The Chair shall, with the assistance of the Executive Team, collect and maintain a set of all established convention policies. These policies shall be available to all Convention Committee members at all Convention Committee meetings. All applicable policies that pertain to Convention attendees shall be available to said attendees during the convention. The Chair shall ensure that a copy of all policies is presented to the Officers of the succeeding convention. All policies of the previous convention shall remain in effect until modified.

## ARTICLE SEVEN: AMENDMENTS

Amendments to these bylaws shall be submitted in writing to the Convention Committee voting members as defined in Article Five, Section A. Upon a majority vote, amendments shall be approved, and then registered with the Secretary of State if required by law.

## ARTICLE EIGHT: LEGAL AND FISCAL AUTHORITY

### Section One: Contract Signing

All Executive Team Members and their duly authorized designees must be able to legally sign contracts in the State of Washington. Only Executive Team members and their duly authorized designees have the authority, subject to Article Three, Section Four D, to sign contracts on behalf of the convention.

### Section Two: Bondability

All signatories to any Norwescon bank account, as designated by the Executive Team, must be able to be bonded in the State of Washington.

### Section Three: Indemnification and Liability

It is the intent of Norwescon to indemnify its directors, officers, agents, and employees to the fullest extent permitted by the Washington Nonprofit Corporation Act as now or hereafter amended. Directors, officers, agents, and employees acting in their official capacities will be indemnified against all liability arising from any proceeding if they acted in good faith and reasonably believed their conduct was in the best interest of Norwescon. Directors, officers, agents, and employees acting outside their official capacities will be indemnified against all liability arising from any proceeding if they acted in good faith and reasonably believed their conduct was not opposed to the best interest of Norwescon.

Directors, officers, agents, and employees will be indemnified for liability arising from a criminal proceeding if they had no reasonable cause to believe their conduct was unlawful.

Norwescon will not indemnify directors, officers, agents, or employees for any liability arising from any action brought against them by, or in the right of, Norwescon, nor will Norwescon indemnify directors, officers, agents, or employees for any liability arising from any proceeding in which they are found to have received an improper personal benefit from Norwescon.

### Section Four: Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### Section Five: Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors or trustees, officers, or other private persons, 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 of this corporation.

### Section Six: Cash Reserve

It is the intent of Norwescon to carry a prudent cash reserve of three years' operating expenses. Operating expenses are defined as the normal expenses needed to run the convention as well as

reasonable capital expenses. When Norwescon reaches that limit, any excess cash shall be distributed to other charitable organizations according to the policies and procedures of Norwescon.

#### ARTICLE NINE: DISSOLUTION

An intentional dissolution of Norwescon must be approved by a seventy-five percent (75%) vote of the entire Convention Committee as defined in Article Four A, consisting of at least thirty (30) filled positions.

#### ARTICLE TEN: LIQUIDATION AND DISTRIBUTION OF ASSETS

Upon dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

#### ARTICLE ELEVEN: MAINTENANCE OF RECORDS

The Executive Team, under the guidance of the statutes of the State of Washington and the Federal Government of the United States of America, shall oversee the maintenance and storage of fiscal and legal records for the period of time required by law. These records will be produced within a reasonable time at a site agreed upon by the Executive Team for inspection by any Convention Committee member of more than three (3) months standing, or a representative of more than five percent (5%) of the membership of the current convention.

Adopted by vote of the Norwescon Executive Team on (N/A).

Adopted by vote of the Norwescon Convention Committee on Saturday, May 21st, 2022.

Attested to:

Chair

Signed

Date

Vice-Chair

Signed

Date

Secretary

Signed

Date