

LepreCon, Inc. Bylaws

Adopted ___

1. NAME

1. The name of this corporation shall be LepreCon, Inc., herein referred to as “LepreCon”.

2. OFFICES

1. The principal office of LepreCon shall be located in the State of Arizona.
2. LepreCon may have other offices as the Board of Directors may determine or as the affairs of LepreCon may require from time to time.

3. OBJECTIVES AND PURPOSES

1. LepreCon is organized to conduct science fiction conventions and other science fiction related events in the Phoenix metropolitan area.
2. It may also hold other social functions during the year in connection with and in support of the primary purpose.

4. DEDICATION OF ASSETS

1. The properties and assets of LepreCon are irrevocably dedicated to charitable purposes.
2. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, Director or officer of LepreCon.
3. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Internal Revenue Service Code Section 501(c)(3).

5. MEMBERS

1. Becoming a member
 - a. Membership is open to all persons with an interest in science fiction, fantasy, and/or related topics.
 - b. Applicants must present a request for membership to the board, either verbal or in writing, at one of the quarterly membership meeting.
 - c. If the Board approves the application, the applicant becomes a General Member, effective at the next quarterly membership meeting of LepreCon.
2. General conditions and privileges of membership
 - a. Membership Status
 1. An Active Member is a General Member who has attended at least three (3) of the previous four (4) Quarterly General Meetings and is up to date with their dues.
 2. An Passive Member is a General Member who has not attended at least three (3) of the previous four (4) Quarterly General Meetings and/or is not up to date with their dues.
 - b. Access to Membership

1. Membership in LepreCon is open to any interested natural person, without restriction of age or citizenship.
 2. A Membership in LepreCon can be terminated by action of the Board of Directors.
 3. Memberships are non-transferable.
- c. Rights of Members
1. Active Members are eligible to vote for the Board of Directors, to hold positions on the board, to be a corporate officer, to vote for changes to these Bylaws, or for any other reason designated by the Board.

6. DUES

1. All Active Members are responsible for paying dues, either Annual Dues or Lifetime Dues as the member may elect. Dues are not refundable or transferable.
 - a. Annual Dues are \$10 per year, payable at the first meeting of the calendar year.
 - b. Lifetime Dues are \$150.

7. REVOCATION/DENIAL OF MEMBERSHIP

1. Membership in LepreCon may be revoked for the following reasons:
 - a. conviction of violation of civil or criminal law.
 - b. actions that endanger LepreCon.
 - c. violation of the Bylaws of LepreCon.
2. Membership in LepreCon may be denied for the same reasons as revocation.
3. Membership may also be denied if the reasons for a previous revocation of membership are still considered by the Board to be valid.
4. Membership may not be denied on the basis of gender, race, creed, or sexual orientation.

8. MEETINGS

1. Membership Meetings
 - a. General Membership Meetings shall be held at least once per quarter, in February, May, August, and November, unless the membership approves a change of date.
 1. The August Membership Meeting will be deemed to be the Annual Membership Meeting.
 2. The time and place shall be published in the convention program book.
 - b. Special Membership Meetings may be held at other times, as approved by the board.
 1. Notice of each Special Membership Meeting shall be sent to each Notifiable Member not less than seven (7) days before the special meeting.
 2. Notifiable Members are all Active Members and all General Members who have attended a meeting within the past year and who have a current valid means of notification on file.
 3. Valid means of notification include audio, electronic means or postal mail.
2. Board Meetings
 - a. Board Meetings shall be held at least once per quarter, in January, April, July, and October, unless the board approves a change of date.
 1. All regular Board Meetings shall be open to all interested people.
 2. No notifications need to be sent to Active or Passive members in advance of Board Meetings.

- b. **Unscheduled Board Meetings** are those that do not meet the notification requirements for regular meetings.
 - 1. They may be called as desired, as long as a majority of the Directors are present. These meetings may be held informally over the telephone, online or in person, so long as a majority of the Directors are contacted and a majority opinion is reached on the question(s) under consideration.
 - 2. Any action taken at an **Unscheduled Meeting** must be ratified at the next regular meeting to be valid.
- 3. A quorum is required to make any meeting official. This applies to all meetings, whether General or Special Membership or Board meetings.
 - a. A quorum is defined as at least two-thirds (2/3) of the voting Directors either in attendance or by proxy.
- 4. General Members may send in a proxy in lieu of their attendance at a Membership Meeting.
 - a. All proxies, whether written or telephonic, must be submitted to the Secretary and to the Chair or Vice-Chair of the Board prior to the start of the meeting.
 - b. Proxies are not valid for voting purposes.

9. DIRECTORS

- 1. **Composition of the Board of Directors**
 - a. There shall be five (5) Directors.
 - b. Directors shall be selected by election for two (2) year terms, electing three (3) Directors after one Annual Meeting, and two (2) after the following Annual Meeting. This rotation begins with the Annual General Meeting in August 2021. Directors take office at the end of that meeting.
- 2. **Election of Directors**
 - a. To be eligible for a position on the Board of Directors, a candidate must be an Active Member at least 19 years of age.
 - b. Directors shall be elected by ballot of the Active Members. Elections occur at the Annual Membership Meeting.
 - c. In meetings where nominations and elections are to take place, all Active Members must be notified one (1) week in advance.
 - d. Active Members not able to attend meetings where elections are held may vote by notifying the Secretary or the Chairman of the Board in writing of their vote.
 - e. If there is a vacancy on the Board, the Board of Directors may appoint a Director to fill the vacancy until a replacement can be elected for the remainder of that Director's regular term. This election shall be within three (3) months of the vacancy.
- 3. **Termination of Office**
 - a. The Secretary shall conduct a recall election when requested by petition of the active members.
 - 1. This election shall be conducted by mail ballot and shall begin within one (1) month of the request.
 - 2. A vote of two-thirds (2/3) of the active members is required for removal.
 - 3. In the event that the recall election involves the Secretary position, then the Chairman of the Board shall assume the Secretary's duties for the recall election.
 - 4. Termination of office is not a termination of Active Membership.
 - 5. A separate vote would be required to terminate an Active Membership.

4. Rights of Directors
 - a. The Board of Directors manages the operation of the corporation by appointing and removing the Operating Officers and monitoring their performance in office.
 - b. The Directors shall have exclusive control of any matter which might reasonably be expected to affect more than a single convention.
5. Obligations of the Board of Directors
 - a. The Directors shall exercise reasonable care in the management of the corporation and shall consider the opinions and concerns of the active and passive members in any decision.
 - b. Each Director must be legally competent in the State of Arizona, must attend three (3) of the four (4) General Membership Meetings, and must meet any other requirements set by the Board for its own operations. Proxies may substitute for attendance if necessary.
6. Chairman and Vice-Chairman of the Board
 - a. The Board of Directors shall elect one of the Directors as a Chair and one of the Directors as a Vice-Chair.
 - b. The Chair runs the quarterly meetings. The Vice-Chair runs the meetings in the absence of the Chair.

10. CORPORATE OPERATING OFFICERS

1. Treasurer
 - a. The Treasurer is the Chief Financial Officer (CFO) of the corporation.
 - b. The Treasurer must be an Active Member of the organization and at least 19 years of age.
 - c. The Treasurer maintains the financial records and accounts of the corporation.
 - d. The Treasurer is responsible for the proper handling of all corporation assets and shall perform whatever duties are necessary to ensure that occurs.
 - e. The Treasurer shall function under the supervision and direction of the Board of Directors, making regular reports informally to the Directors and formally and in detail at each quarterly Membership Meeting, including the Annual Meeting.
 - f. The Treasurer shall also perform any other duties assigned by state or federal law or by the Board of Directors.
2. Secretary
 - a. The Secretary must be an Active Member of the corporation.
 - b. The Secretary is responsible for keeping the non-financial records of the corporation.
 - c. The Secretary is responsible for maintaining copies of all necessary corporate records and making them available as necessary, and shall perform all duties necessary to ensure that occurs.
 - d. The Secretary shall function under the supervision and direction of the Board of Directors, making regular reports informally to the Directors and formally and in detail at each quarterly Membership Meeting, including the Annual Meeting.
 - e. The Secretary shall also perform any other duties assigned by state or federal law or by the Board of Directors.
3. Convention Chair
 - a. Each Convention Chair is the Chief Operating Officer (COO) for the convention to which they were elected to run.
 - b. A Convention Chair must be an Active Member of the corporation and at least 19 years of age.

- c. A Convention Chair is responsible for the smooth operation of the convention and shall perform whatever duties are necessary to ensure that occurs.
- d. A Convention Chair shall function under the supervision and direction of the Board of Directors, making regular reports informally to the Directors and formally and in detail at each quarterly Membership Meeting, including the Annual Meeting.

11. AMENDMENTS TO THE BYLAWS

1. Amendments may be proposed
 - a. By petition.
 - b. By resolution of the Board of Directors.
2. Amendments may be enacted by
 - a. A two-thirds (2/3) vote of the active members.
 - b. A two-thirds (2/3) vote of the Board of Directors.
3. Procedures
 - a. Amendments must be enacted at a regular Membership Meeting.
 - b. The meeting notice shall announce a vote on a pending bylaws change.

12. DISSOLVING THE CORPORATION

1. The Corporation shall be dissolved by vote of three-quarters (3/4) of the active members.
2. This vote must be held by mail and must be conducted within one (1) month of a petition requesting it.

13. INTERPRETATION OF THE BYLAWS

1. The Board of Directors shall have the authority to make binding interpretations of these Bylaws in any case where the Bylaws are ambiguous.

14. PROCEDURES TO PETITION TO THE BOARD OF DIRECTORS

1. Petition
 - a. The Secretary shall provide a list of the present active members to anyone requesting it. A processing fee may be charged.
 - b. Petitions must contain
 1. The request being made.
 2. The dated signatures of the required number of active members. All signatures must be dated within one (1) month of the time the petition is submitted.
 - c. Unless otherwise specified, signatures of a majority of the Active Members are required.
 - d. Petitions are submitted to the Secretary who shall promptly take action as required.
2. Ballot
 - a. The Secretary shall prepare the ballot specifying the issue to be voted on and instructions for voting.
 - b. Anyone interested may include a one-page statement to be mailed with the ballot. Sufficient copies must be provided to the Secretary.
 - c. The ballot shall be mailed either via electronic means or postal service to all Active Members.
 - d. The Secretary shall allow three (3) weeks for responses to be received. The Secretary shall then tabulate the votes and announce the results.

3. Any Active Member who does not respond within the required period shall become a Passive Member.