

Bylaws of Leprecon, Inc.

Approved November 13, 2005

1. PRIMARY PURPOSE

Leprecon Inc. is organized primarily to operate an annual science fiction convention in the Phoenix metropolitan area. It may also hold other social functions during the year in connection with and in support of the primary purpose.

2. MEMBERSHIP

2.1. Active and Passive members

2.1.1. Becoming a member

Membership in the organization is conveyed to a person by petition at a quarterly meeting, by obtaining a convention membership or by Board of Directors decree. Membership is open to all persons with an interest in science fiction, fantasy, and/or related topics. The Corporation may refuse to accept memberships for cause.

2.1.2. Term of membership

Membership is considered active until at least one (1) quarterly meeting is not attended. Membership is considered passive until returning to active by attending a quarterly meeting before the next convention. Membership is considered either active or passive unless terminated as indicated below. Proxy letters may be substituted for attendance if necessary.

2.1.3. Termination of membership

Membership may be revoked for disorderly, anti-social, or illegal behavior or other specified cause during or in connection with a convention or other corporate sponsored event. Membership is terminated automatically if the member fails to obtain an attending membership in the annual convention. Membership is terminated involuntarily if a two-thirds (2/3) majority of all active members vote to terminate. Membership is terminated voluntarily if the member sends a signed resignation letter to the Secretary or other designated Board of Directors member. Membership is terminated automatically if the member enters the Art Show with art for sale or enters the Dealers Room with intent to sell merchandise.

2.1.4. Rights of membership

Membership entitles the holder to attend quarterly meetings and vote at such meetings, attend the convention for which a convention membership was obtained, or any other function sponsored by the organization.

2.1.5. Classes of membership

Current classes of membership include Active and Passive. The Corporation may declare other classes of membership as needed.

2.16. Petition for membership

A person may petition for membership at a quarterly meeting by circulating a petition asking to become a member. Active members may sign the petition to indicate that the petitioning person is acceptable as a member. If the petitioning person obtains signatures from at least two-thirds (2/3) of the active members present and submits the petition to the Secretary or designated board member, then the person becomes an active member seven (7) days after the end of that quarterly meeting.

2.17. Convention membership

A person may obtain an attending convention membership by purchasing one through the Treasurer or authorized agent, or by holding a convention position (past or present) that is authorized to receive a complimentary membership.

2.2. Member rights

2.2.1. Active members are eligible to vote for the Board of Directors, to hold positions on the board, to vote for changes in these Bylaws or for any other reason designated by the Board.

2.2.2. There must be at least fifteen (15) active members. Should the number fall below this, the Board of Directors shall appoint new active members as necessary.

2.2.3. Obligations of members

2.2.3.1. Active members must be legally competent in the State of Arizona.

2.2.3.2. Active and passive members must maintain their current mailing address, email address and telephone number with the Secretary.

2.2.3.3. Active members must respond to a ballot.

2.2.3.4. Active members must attend each of the regular quarterly meetings of the Board of Directors or send a written proxy letter.

2.2.3.5. Active and passive members must be an attending member of the annual convention.

3. DIRECTORS

3.1. Composition of the Board of Directors

3.1.1. There shall be five (5) voting Directors.

3.1.2. Three (3) Directors shall be selected by election for three (3) year terms, electing one Director after each Annual Meeting, and taking office at the end of that meeting.

3.1.3. Each person who completes a term as President shall become a Director for a two (2) year term commencing at the end of the Annual Meeting following the completion of the previous convention.

3.1.4. The President (current convention chair) shall be a non-voting member of the Board.

3.1.5. The Vice-President (next convention chair after current) shall be a non-voting member of the Board.

3.1.6. The Assistant Vice-President (following convention chair after next) shall be a non-voting member of the Board.

3.2. Election of Directors

3.2.1. Directors shall be elected by ballot of the active members. Such elections may take place at any scheduled quarterly meeting. Nominations for such elections may be called for at such scheduled meetings. Typically, elections occur at the Annual Meeting usually held in August.

3.2.2. In meetings where nominations and elections are to take place, all active members must be notified one (1) week in advance.

3.2.3. Active members not able to attend meetings where elections are held may vote by notifying the Secretary, the President or the Chairman of the Board in writing of their vote.

3.2.4. 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 the regular term of the Director being replaced. This election shall be within three (3) months of the vacancy.

3.3. Termination of Office

The Secretary shall conduct a recall election when requested by petition of the active members. This election shall be conducted by mail ballot and shall begin within one (1) month of the request. A vote of two-thirds (2/3) of the active members is required for removal. 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. Termination of office is not a termination of active membership. A separate vote would be required to terminate an active membership.

3.4. Rights of Directors

The Board of Directors manages the operation of the corporation by appointing and removing the Operating Officers and monitoring their performance in office. The Directors shall have

exclusive control of any matter which might reasonably be expected to affect more than a single convention.

3.5. Obligations of the Board of Directors

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. Each Director must be legally competent in the State of Arizona, must attend three (3) of the four (4) regular quarterly meetings of the Board of Directors and must meet any other requirements set by the Board for its own operations. Proxy letters may substitute for attendance if necessary.

3.6. Chairman and Vice-Chairman of the Board

The Board of Directors shall elect one of the Directors as a Chairman and one of the Directors as a Vice-Chairman. The Chairman runs the quarterly meetings. The Vice-Chairman runs the meetings in the absence of the Chairman.

4. MEETINGS OF THE BOARD OF DIRECTORS

4.1. Regular meetings of the Board

4.1.1. Quarterly meetings shall be held on the second Saturday of August, November, February and May, these being the second month of each quarter. Active and passive members and members of the Board are responsible for finding out the time and place of the meetings. No notifications are required. Quarterly meetings may be held within 10 days of the above dates if necessary to accommodate the attendance of a majority of the Directors.

4.1.2. Other scheduled meetings may be held at the discretion of the President or the Chairman of the Board as needed. For scheduled meetings other than regular quarterly meetings, all active members, all Directors, and all operating officers shall be provided with the time and place with a minimum of one (1) week notice. This notice shall be distributed as widely as practical before the meeting.

4.1.3. All regular Board meetings shall be open to all interested people.

4.1.4. A quorum is required to make a meeting official. This applies to quarterly, annual, unscheduled or special meetings. A quorum is defined as at least three (3) voting Directors in attendance or by written proxy.

4.2. Unscheduled Board meetings

Unscheduled Board of Directors meetings are those that do not meet the notification requirements for regular meetings. They may be called as desired by the Chairman, 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. Any action taken by an unscheduled meeting must be ratified at the next regular meeting to be valid.

4.3. Annual meeting

Leprecon Inc. shall hold an Annual Meeting each year shortly after the convention. This meeting shall serve as a general report to the convention members on the previous convention and act to set the direction for the next convention. The Annual Meeting shall be one of the regular quarterly meetings. The time and place of the Annual Meeting shall be published in the convention program book.

5. CORPORATE OPERATING OFFICERS

5.1. President

The President is the Chief Operating Officer (COO) of the current convention. S/he supervises the activities of his/her appointed staff. S/he is responsible for the smooth operation of the convention and shall perform whatever duties are necessary to ensure that occurs. The President shall function under the supervision and direction of the Board of Directors and shall make regular reports informally to the Directors and formally and in detail at each quarterly meeting, including the Annual Meeting. The President shall also perform any other duties assigned by state or federal law or by the Board of Directors. The President may not simultaneously hold any other Corporate office.

5.2. Treasurer

The Treasurer is the Chief Financial Officer (CFO) of the corporation. S/he maintains the financial records and accounts of the corporation. S/he is responsible for the proper handling of all corporation assets and shall perform whatever duties are necessary to ensure that occurs. The Treasurer shall function under the supervision and direction of the Board of Directors and shall make regular reports informally to the Directors and formally and in detail at each quarterly meeting, including the Annual Meeting. The Treasurer shall also perform any duties assigned by state or federal law or by the Board of Directors.

5.3. Secretary

The Secretary is responsible for keeping the non-financial records of the corporation. S/he is responsible for maintaining copies of all necessary corporate records and making copies available as necessary. S/he shall perform all duties necessary to ensure proper performance of this function. The Secretary shall function under the supervision and direction of the Board of Directors and shall make regular reports informally to the Directors and formally and in detail at each quarterly meeting, including the Annual Meeting. The Secretary shall also perform any other duties assigned by state or federal law or by the Board of Directors.

5.4. Vice-President

The Vice-President is the COO of the convention following the current convention (next convention). Duties are the same as for President.

5.5. Assistant Vice-President

The Assistant Vice-President is the COO of the convention following the next convention (convention after next). Duties are the same as for President.

6. AMENDMENTS TO THE BYLAWS

6.1. Amendments may be proposed:

6.1.1. By petition;

6.1.2. By resolution of the Board of Directors.

6.2. Amendments may be enacted by:

6.2.1. A two-thirds (2/3) vote of the active members;

6.2.2. A two-thirds (2/3) vote of the Board of Directors.

6.3. Procedures

6.3.1. Amendments must be enacted at a regular meeting. The meeting notice shall announce a vote on a pending bylaws change.

7. DISSOLVING THE CORPORATION

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

8. INTERPRETATION OF THE BYLAWS

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

9. PROCEDURES

9.1. Petition to the Board of Directors

9.1.1. The Secretary shall provide a list of the present active members to anyone requesting it. A processing fee may be charged.

9.1.2. Petitions must contain:

9.1.2.1. The request being made;

9.1.2.2. 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. Unless otherwise specified, signatures of a majority of the active members are required;

9.1.2.3. Petitions are submitted to the Secretary who shall promptly take action as required.

9.2. Mail Ballot

9.2.1. The Secretary shall prepare the ballot specifying the issue to be voted on and instructions for voting.

9.2.2. Anyone interested may include a one-page statement to be mailed with the ballot. Sufficient copies must be provided to the Secretary.

9.2.3. The ballot shall be mailed to all active members.

9.2.4. The Secretary shall allow three (3) weeks for responses to be received. The Secretary shall then tabulate the votes and announce the results.

9.2.5. Any active member who does not respond within the required period shall become a passive member.