

BYLAWS of ConColumbus, 2007

ARTICLE I. NAME

The name of the convention shall be the ConColumbus; hereinafter referred to as ConColumbus, or the Convention.

ARTICLE II. GENERAL PURPOSE

The general purpose of the Convention is to hold a World Science Fiction Convention that shall abide by the World Science Fiction Society (WSFS) Constitution. This will include, but not be limited to:

1. Choosing the recipients of the 2007 Hugo Awards (Science Fiction Achievement Awards)
2. Choosing the location for the (annual – year TBA) World Science Fiction Convention and/or NASFiC
3. Holding the annual WSFS Business Meeting
4. Performing any such other activities as may be necessary or incidental to the above purposes.

This event shall be held in a manner, which does not discriminate with regard to gender, race, religious belief, age, abilities, sexual orientation or national origin.

We recognize that there are similar organizations serving a similar membership in our area. It is in our best interests to assist with the success of all such organizations.

No part of the net earnings of the Convention shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in the by-laws of the incorporation and in any amendments thereto.

II. A. Nonprofit Organization Intent

Operational Limitations. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted (a) by a Corporation exempt from Federal Income Tax under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Legislative or Political Activities. No substantial part of the activities of the Convention shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE III. MISSION STATEMENT

ConColumbus is a nonprofit convention whose purpose is to promote literature and science through the reading and writing of books and through promoting appreciation of art and aiding educational efforts. This goal is primarily reached by presenting the World Science Fiction Convention in 2007 that will provide experiences that promote such learning, appreciation and education.

ARTICLE IV. DEFINITIONS

OFFICERS: The officers of the Convention will be the Chair, Vice Chair, Secretary and Treasurer.

CONVENTION BOARD of DIRECTORS: The Convention Board of Directors is the oversight committee of the convention; the number of directors is to be determined by the Chair and Vice Chair of the Convention.

THE CORPORATION: The Mid-Ohio Science Fiction Society, the incorporating entity, dba ConColumbus.

BYLAWS of ConColumbus, 2007

ARTICLE V. THE CONVENTION

This is a volunteer and not-for-profit organization. As such, no compensation for work done for the Convention may exceed the amount of a receipted expenditure on behalf of the Convention (this may include such things as membership, room, receipted items, etc.)

The Convention is to be a five day event (Wednesday through Monday), held over Labor Day Weekend in 2007.

The face value of all memberships to the Corporation can be recommended by the Chair, but need to be approved by the Board.

No member of the Convention Committee may overspend his or her budget without prior approval of the Convention Board. Any excess expenses over budget are the responsibility of the party designating that expense.

The Chair may not amend an approved budget without consent of the Board and Treasurer.

No membership reimbursements may exceed the value of a standard membership or the amount actually spent.

The Corporation and Convention exist for the improvement and enjoyment of the community. Any actions that endanger those goals are prohibited and can result in the removal of the offender's membership and participation.

VI. OFFICERS OF THE CONVENTION:

Officers: The officers of the convention shall be ONE (1) Chairperson, one (1) Vice Chairperson, one (1) Secretary, and one (1) Treasurer. The number of the Board of Directors shall be determined by the Chair and the Vice Chair.

Term of Office: The Vice Chair, Treasurer, Secretary shall be named by the parent corporation, Mid-Ohio Science Fiction Society. Those officers shall serve at the pleasure of the parent organization.

APPOINTMENT OF THE CHAIR:

The Convention Chair is appointed by the Mid-Ohio Science Fiction Society and has sole executive rights, privileges, immunities, obligations and duties as the principal executive officer for the execution of the convention, subject to the direction of the Board of Directors. She shall be in charge of the business and affairs of the convention. She shall see that the resolutions and directives of the Board of Directors are carried into effect. She shall discharge all duties incident to the office of chair and such other duties which include but is not limited to:

- Choosing, with the Vice Chair.
- Choosing, with the Vice Chair, the members of the Convention Board of Directors, the Convention Treasurer and the Convention Secretary.
- Detailing all the particulars of the Convention as long as those particulars do not break existing corporate regulations or agreements. Corporate regulations may not be broken, but agreements may be cancelled with Corporate Board approval.
- Execute for the convention any contracts, deeds, mortgages, bonds or other instruments which the board of directors has authorized to be executed.
- Call a Corporate Board meeting if an issue requires immediate attention.

REMOVAL OF THE CHAIR

The Chair may be removed only by the Mid-Ohio Science Fiction Society Board of Directors per § VII . 4 of the Mid-Ohio Science Fiction Society By-laws which states:

BYLAWS of ConColumbus, 2007

4. *General removal of Chairperson and/or Treasurer:*

- *The Corporate Board may act to remove a Convention Chairperson and/or Treasurer for malfeasance, misfeasance, and nonfeasance, or any act or omission which incurs the liability of the Corporation.*
- *Any other person having a valid cause for removing these officers must inform the corporate committee in writing. Removal of an officer can be treated the same as any other agenda item at any meeting.*
- *Written notice must be given to the affected officer and notice must be published in the Member Convention's newsletter or in whatever manner the Member Convention uses to communicate with its own Convention Committee.*
- *The vote shall be three-fourths of the voting members present.*

Vice Chair

The Vice Chair shall be appointed by the Chair and shall assist the Chair in the discharge of duties incident to running the convention. In the absence of the chair, or in the event of her inability or refusal to act, the Vice Chair shall act in her place, and when so acting, said Vice Chair shall have all the powers of and be subject to all the restrictions of the Chair. The Vice Chair shall hold office until his unless he is removed from that office under the same procedures as a Board of Director, described hereinafter.

Treasurer

The Treasurer shall be appointed by the Chair and Vice Chair and shall be the principal accounting and financial officer of the convention. (S)he shall report to the Board and have charge and custody of all funds and securities of the convention, and be responsible therefore, and for the receipt and disbursement thereof, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair, Vice Chair, or Board of Directors. The Treasurer shall hold office until his unless he is removed from that office under the same procedures as a Board of Director, described hereinafter.

Secretary

The Secretary shall record the minutes of the meetings of the members of the Board of Directors, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, be custodian of the corporate records and of the seal of the corporation, keep a register of the post office address of each member which shall be furnished to the Secretary by such member, and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair, Vice Chair, or Board of Directors. The Secretary shall hold office until his unless he is removed from that office under the same procedures as a Board of Director, described hereinafter.

ARTICLE VII. BOARD OF DIRECTORS

General Powers: The affairs of the convention shall be managed by its board of directors.

The number of directors shall be originally set by the Chair and Vice Chair, but may only be changed by unanimous consent of the Board. Each director shall serve until said director's resignation or removal in accordance with these by-laws.

Resignation: Any director may resign by filing a written statement with the Secretary of the Convention, but such resignation shall not be effective until such resignation is read to the Board of Directors and entered into the minutes.

Removal from office: Any director may be removed for cause by a vote of three-fourths (3/4) of the directors serving at the time that such vote is taken, it being understood that the director whose removal is being voted upon is disqualified from voting. No director shall be removed from office unless and until:

BYLAWS of ConColumbus, 2007

ARTICLE X. AMENDMENTS OF THE BYLAWS

Amendments of the Bylaws may be proposed as per any agenda item. Consideration of said agenda item at a meeting shall constitute first reading of the proposed change. Approval of this reading must be made by two-thirds of the voting members present. The secretary shall prepare the written notice of the proposed change, which shall be included within the notice of the next meeting. The second reading of the proposed change shall take place at that next meeting. The proposed change must then be approved by three-fourths of all voting members.

ARTICLE XI. DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation, the Officers having the powers of directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, and shall distribute the assets in such a manner, or to such organization or organizations as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as said Officers shall determine. Any of the assets not so disposed of shall be disposed of by the appropriate Court having jurisdiction, exclusively for such purposes as stated above, or to such organization or organizations qualifying as stated above, as said Court shall determine.

BYLAWS of ConColumbus, 2007

1. There is a written motion brought by two (2) directors.
2. The director against whom such motion is brought has received a written notice of the meeting at which such motion will be considered, which notice shall include a statement of the motion to be considered and a recitation for the specific causes for which such motion was brought.
3. The meeting shall be held no more than 30 days after the written motion was brought to the Board for attention.
4. The presiding officer at such meeting shall be a director of the convention other than a member making such motion.
5. Upon removal of any Board member, the Chair, Vice Chair, and the Board shall elect a replacement of that Board Member.

Meetings:

1. The Board of Directors shall be appointed by the Chair and Vice Chair.
2. The quorum for meetings shall be 2 officers and a simple majority plus 1 of the members.
3. The Convention Board shall hold at least three (3) meetings per year.
4. The primary meeting of the year will be held on or before March 15. The major business for that meeting is the current financial status of the convention.
5. All meetings are called either by the Chair or any three agreeing Board members.
6. The Chair presides over each Board meeting.
7. The proceedings of all Board meetings must be recorded.
8. The agenda of each meeting (which is to be set and published to all those attending at least 10 days before the meeting) is set by the Chairman except:
 - a. Any Board member may add items to the agenda, provided that they announce the items at or before the start of business for the meeting. The order of the added items within the published agenda is at the discretion of the Chairman.
 - b. Any person may submit items to a Board member to be added to the agenda.

ARTICLE VIII. Personnel Appointments:

All personnel appointments for any position of division manager, assistant division manager, or department head shall be made by the Board of Directors. The Board of Directors may delegate, to such person or persons as it sees fit, responsibility for the appointment of personnel. Exercise of this power of delegation may, in no manner, affect the final responsibility of the board of directors and the Chair for such appointment.

Dismissal of Personnel:

All personnel appointed by the Board of Directors shall be dismissed on by vote of the Board of Directors; provided, however, that in case of emergency, or where it is required to insure the efficient operation of any activity of the convention, any department head or assistant department head may be suspended and replaced by the Chair until such time as the Board of Directors shall meet. All other personnel appointments for the any activity of the convention may be dismissed and the reason for such dismissal shall be reported to the board of Directors at the earliest opportunity.

ARTICLE IX. THE RELATIONSHIP WITH THE CORPORATION:

The Corporation Board does not have the power to direct the Chair to act in any manner concerning the Convention except to ensure that previously made agreements are upheld.

The Corporation Board does not have the power to remove or change any Convention Board Member or Staff appointments except to rescind the appointment of the Chair, which nullifies all succeeding appointments.

The Corporation Board has made these by-laws and they are in effect, as written, until the Convention Board ratifies them.