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Bylaws

Bylaws Of Baltimore-Washington Area Worldcon Association, Inc.

Effective December 16, 2017

ARTICLE 1 PURPOSES AND LIMITS.

- **1.1 Purposes.** The purposes of the Baltimore-Washington Area Worldcon Association, Inc. (the "Corporation") are:
 - 1.1.1 To promote knowledge of and interest in the science fiction and fantasy genre in all its forms, including (but not limited to) literature, theater, film, television and art.
 - 1.1.2 To sponsor and promote events and conventions to increase interest in and awareness of science fiction and fantasy.
 - 1.1.3 To engage in other activities of a charitable, educational or literary nature, as permitted by section 501(c)(3) of the Internal Revenue Code of the United States of America.
- **1.2 Limits.** The Corporation shall be limited to doing only those acts permitted by its Articles of Incorporation (the "Charter") and by the Non-Stock Corporation Law (otherwise known as Subtitle 2. Nonstock Corporation of Title 5, Special Types of Corporations of the Corporations and Associations Article of the Annotated Code of Maryland, 2007 Replacement Volume, as amended and known herein as the "Act") under which it is incorporated, and by section 501(c)(3) of the Internal Revenue Code.

ARTICLE 2 MEMBERSHIP AND DUES.

- **2.1 Membership.** The Members of the Corporation (herein referred to as the "Members") shall be composed of Active Members and Associate Members.
 - 2.1.1 To become a Member a person applies to any member of the Executive Board. Upon receipt of any applications for membership, the Board shall have the names listed in the meeting notice for the next meeting of the corporation. Any Member may provide information for the Board's consideration before or at the meeting. The Board will approve or disapprove each application upon a majority vote of the Board following that meeting.
 - 2.1.2 The Board may revoke a membership for cause after notifying the corporation members of their intention in the notice for the next meeting of the corporation. The Board will remove a Member upon a 3/4 vote of the Board following that meeting.
 - 2.1.3 Active Members shall have full Membership privileges, including the right to vote, to hold office, and to receive notice of all meetings of the Corporation. To become an Active Member, an applicant must pay any established assessments and the Active Member dues for the current period to the Treasurer.
 - 2.1.4 Associate Members shall have the right to receive notice of and to attend meetings, but shall not have the right to vote or hold office. To become an Associate Member, the applicant must pay the Associate Member dues for the current period to the Treasurer.
 - 2.1.5 No person shall be denied Membership in this Corporation or participation in any of its activities because of race, sex, religion, age, disability, or national origin.
 - 2.1.6 Each Member shall provide to the Corresponding Secretary a current mailing address, email address, and primary telephone number. Members are encouraged to provide other convenient means of contacting them, such as fax number, alternative e-mail address, or alternative telephone number.
- **2.2 Dues and Assessments.**

- 2.2.1 Dues shall be fixed by the Board, and ratified by the Active Members. Dues for Associate Members may not exceed half the amount set for Active Members in the same fiscal year. All renewals of Membership are assessed at the Annual Meeting and are due and payable by December 31.
- 2.2.2 Assessments may be levied against the Active Membership as required by the needs of the Corporation if so voted by the Board and ratified by the Active Members. New Active Members must pay any previously levied assessments in addition to their dues. Assessments are interest-free loans to the Corporation that shall be repaid upon approval of the Board and ratification by the Active Membership.
- 2.2.3 Active or Associate Members whose dues or assessments are delinquent for two months shall no longer be Members of the Corporation. For a period of two years following termination of Membership, upon payment of the current year's dues and any established assessments for Active Member, Membership shall be immediately reinstated.

ARTICLE 3 MEETINGS OF THE CORPORATION.

- **3.1 Annual Meetings.** The annual meeting shall take place in November each year, unless otherwise set by the Board. The annual meeting shall be held for the purpose of electing Officers, for the adoption of a budget, and for the transaction of such other corporate business as may come before the meeting.
- **3.2 Regular Meetings.**
 - 3.2.1 Regular meetings of the Members of the Corporation shall be held at least once every calendar quarter for the transaction of such corporate business as may come before such meetings.
 - 3.2.2 A regular meeting may be called by a majority vote at any meeting of the Corporation. The call for any meeting shall provide for the time and location for the meeting to be held.
 - 3.2.3 A regular meeting may be called by the President or by the Executive Board at any time if either (1) there are no regular meetings scheduled during the next quarter, or (2) the location provided by a call under Section 3.2.2 of this Article shall become unavailable at the time specified in the call.
- **3.3 Special Meetings.**
 - 3.3.1 Special meetings of the Members may be called by the President, by the Executive Board, or by one-third of the Active Members. The call for a special meeting shall state the purpose or purposes of the meeting. Business transacted at all special meetings of the Corporation shall be confined to the purpose or purposes stated in the notice of the meeting.
 - 3.3.2 If there has been no meeting of the Corporation during the preceding calendar quarter, a special meeting may be called by any Active Member, who shall have the power to place matters normally reserved to the Executive Board among the purposes of the meeting.
- **3.4 Place of Meetings.** Corporation meetings normally shall be held in the State of Maryland within the greater Baltimore/Washington metropolitan area. Meetings may be held elsewhere upon proper notice and the approval of a majority of those present and voting at a meeting of the Corporation. The Executive Board is authorized to establish procedures for attendance by Active Members electronically.
- **3.5 Notice of Meetings.** Written notice of each meeting of the Members shall be given to all Active and Associate Members. Notice shall be sent to the email address supplied by that Member to the Corresponding Secretary at least seven (7) calendar days prior to the meeting.
- **3.6 Waiver of Notice.** Any notice of a meeting required to be given under these Bylaws may be waived in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein to such notice.
- **3.7 Quorum.** The lesser of fifteen (15) Active Members or one-half (1/2) the total Active Membership, including two members of the Board, shall constitute a quorum at all meetings of the Corporation. If less than a quorum is present at the time for which the meeting was called, the meeting may be adjourned until a time certain by a majority vote of the Members present, without any notice other than by announcement at the meeting, until a quorum shall attend. If a quorum is present at that time certain, any business may be transacted which might have been transacted if the meeting had been held as originally called. Persons attending electronically under procedures established by the board shall count toward the quorum.
- **3.8 Conduct of Meetings.** Meetings of the Corporation shall be presided over by the President, the Executive Vice President, or the Vice President. If none of these is present, the members attending shall select a presiding officer. The Recording Secretary shall act as Secretary of such meetings. In the absence of the Recording Secretary, the presiding officer shall appoint a person to act as Secretary of the meeting. The rules contained in *Robert's Rules of Order, Newly Revised* shall govern the meetings of the Corporation in all

cases to which they are applicable and in which they are not inconsistent with these Bylaws or with any special rules of order of the Corporation.

- **3.9 Voting of Members.** At all meetings of the Corporation every Active Member in attendance and entitled to vote shall have one (1) vote. All elections and questions shall be decided by a majority of the votes cast at a duly constituted meeting. If the presiding officer of the meeting shall so determine, or upon the request of ten (10) percent of all Active Members present, a vote may be taken upon any election or matter by secret ballot. The Executive Board is authorized to establish procedures for voting by Active Members electronically.

ARTICLE 4 EXECUTIVE BOARD.

- **4.1 Powers.** The management of all business, property, and affairs of the Corporation shall be vested in the Executive Board (the "Board"). The Board shall consist of the Officers listed in Article 5. The Board may exercise all of the powers of the Corporation and do all lawful acts, consistent with the statute, the Charter, and these Bylaws.
- **4.2 Board Meetings.** Meetings of the Board may be called by the President with or without advance notice. Meetings may also be called at the written request of a majority of the Board.
- **4.3 Place and Time of Board Meetings.** The Meetings of the Board shall be held at such times and places, within or without the State of Maryland, as shall from time to time be determined by the Board. The Executive Board is authorized to establish procedures for attendance electronically.
- **4.4 Quorum and Action.** A majority of the Board shall constitute a quorum for the transaction of business. At any duly held meeting at which a quorum is present, the affirmative vote of a majority of those voting shall be the act of the Board on any question, except where the act of a greater number is required by these Bylaws, by the Charter, or by statute.
- **4.5 Consents.** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all Members of the Board consent to such action in writing, and such writing or writings are filed with the minutes of the proceedings of the Board.
- **4.6 Action at Corporation Meetings.** The President may at his discretion place questions that would normally be decided by the Board before the Active Members at a Corporation meeting. If the question is passed by the same proportion of Active Members as would be required of Board Members at a meeting of the Board, it shall have the effect of a decision by the Board.

ARTICLE 5 OFFICERS.

- **5.1 Officers.** The Corporation shall have a President, an Executive Vice President, a Vice President, such additional Vice Presidents as provided in paragraph 5.5, a Corresponding Secretary, a Recording Secretary, a Treasurer, a Comptroller if provided in paragraph 5.9, and (upon election under paragraph 5.11.1) one or more Convention Chairs. A person may hold more than one office in the Corporation, provided the duties thereof can be performed consistently by the same person. However, neither the President nor any of the Convention Chairs shall hold office as Treasurer, Comptroller, or similar financial authority on either the Board or the Convention Committee (defined in section 6.4). All Officers shall be Active Members of the Corporation.
- **5.2 President.** The President shall be the chief executive officer of the Corporation. The President shall have general charge and supervision of the business and activities of the Corporation; and, in general, shall have all the powers and shall perform all the duties of the office of a president of a corporation and such other powers and duties as from time to time may be assigned by the Board or the Members.
- **5.3 Executive Vice President.** The Executive Vice President shall, at the request of the President or in the President's absence or inability to act, perform the duties and functions of the President. He shall have such other powers and duties as from time to time may be assigned by the Board or the President.
- **5.4 Vice President.** The Vice President shall, at the request of the President or in the President's and Executive Vice President's absence or inability to act, perform the duties and functions of the President. The Vice President handles correspondence with governmental offices and maintains the Corporation's standing with the State of Maryland. The Vice President shall have such other powers and duties as from time to time may be assigned by the Board or the President.
- **5.5 Additional Vice Presidents.** The Board may create additional Vice President positions having such descriptive titles as may be assigned by the Board. Persons elected by the Active Members as such additional Vice Presidents shall be officers of the Corporation and members of the Executive Board. Vice Presidents shall have such powers and perform such duties as may be assigned by the Board.

- **5.6 Corresponding Secretary.** The Corresponding Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law and, in general, shall perform all duties incident to the office of a secretary of a corporation, and such other duties as may from time to time be assigned by the Board or the President.
- **5.7 Recording Secretary.** The Recording Secretary shall keep the minutes of the meetings of the Members and the Board and of all committees; shall be the custodian of the records of the Corporation; and shall perform such other duties as may from time to time be assigned by the Board or the President.
- **5.8 Treasurer.** The Treasurer shall have care of and be responsible for all funds, securities, receipts and disbursements of the Corporation and shall deposit, or cause to be deposited, in the name of the Corporation, all monies or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board; shall render to the Board, as requested but at least annually, an account of the financial condition of the Corporation; and, in general shall perform all duties incident to the office of a Treasurer of a Corporation. The Treasurer shall function as the Comptroller unless the Board creates a separate office of Comptroller.
- **5.9 Comptroller.** The Board may create the office of Comptroller separate from the office of Treasurer. A person elected by the Active Members as Comptroller shall be an officer of the Corporation and member of the Executive Board. The Comptroller shall be the chief financial officer of the Corporation. The Comptroller shall chair the budget committee, submit budgets for the approval of the Board, prepare all required Federal and State tax forms, and monitor the financial condition of the Corporation. He shall have such other powers and duties as from time to time may be assigned to him or her by the Board or the President.
- **5.10 Convention Chair.** The Convention Chair (or Chairs) shall chair the Convention Committee (defined in section 6.4), and serve as a member of the Executive Board. The Convention Chair shall hold office until the Board terminates the Convention Committee, or until the Board removes the Convention Chair under Article 5.11.3.
- **5.11 Election, Tenure and Removal of Officers.**
 - 5.11.1 Officers shall be elected at the annual meeting (except for the Convention Chair, who shall be elected at a meeting called by the Board for this purpose). The Board shall nominate a slate of candidates. Additional nominations may be made by the Active Members present at the Annual Meeting. Any candidate nominated must be an Active Member and consent to that nomination in person or in writing. If there is more than one candidate for a position, the vote shall be by written preferential ballot. The President shall appoint three Active Members to serve as tellers to tally the results of any written ballot.
 - 5.11.2 All officers (other than the Convention Chair) shall serve from the adjournment of the meeting at which they are elected until the adjournment of the following annual meeting.
 - 5.11.3 The Board may remove any officer of the Corporation by a three-quarters (3/4) vote of the full membership of the Board.
 - 5.11.4 Should an office become vacant through the disability or removal of the officer, the President shall appoint an Active Member to serve in that office until such time as the Board shall have nominated a replacement and an election held to fill that position at a meeting of the Corporation.

ARTICLE 6 COMMITTEES.

- **6.1 Committees.** Except as otherwise provided, the President shall appoint Active Members to chair standing or ad hoc committees, and the Committee Chairs shall appoint Active Members to serve on their committees.
- **6.2 Audit Committee.** The Audit Committee shall consist of at least five (5) Active Members, at least two (2) of whom are not Board members. The Committee members shall be elected, have tenure, and be removed according to the procedures in section 5.11. The majority of the Audit Committee shall constitute a quorum at a duly constituted meeting. The Committee shall provide an audit for the Corporation and exercise such other powers as may be directed or delegated by the Board from time to time. The Audit Committee shall keep minutes of its proceedings and report same to the Board.
- **6.3 Budget Committee.** The Budget Committee shall be chaired by the Comptroller and shall meet at least annually to prepare a budget to propose to the Membership at the Annual Meeting.
- **6.4 Convention Committee.**
 - 6.4.1 The Convention Committee is responsible for managing a bid to host a convention, and for managing the convention should the Corporation win the right to host that convention. The Convention

Committee may include persons who are not also Active or Associate Members of the Corporation.

- 6.4.2 The appointment of Convention Committee members having signature authority on financial accounts, or having final budget approval authority, shall be ratified by the Board within ninety (90) days of their appointment.
- 6.4.3 Assessments may be levied by the Chair of the Convention Committee against the Convention Committee members as required by the needs of the Committee. Such assessments must be ratified by the Board within ninety (90) days of the original levy. These assessments are interest-free loans to the Convention Committee that shall be repaid only from assets raised by the Convention Committee for the use of that committee at such time as determined by the Chair of the Convention Committee.

ARTICLE 7 INDEMNIFICATION OF OFFICERS.

■ 7.1 Liability and Indemnification of Officers.

- 7.1.1 The Corporation shall indemnify every officer of the Corporation, or member of a committee, against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or committee member in connection with any action, suit or other proceeding, including the settlement of any such suit or proceeding if approved by the then Board to which he may be made a party by reason of being or having been a Corporation officer or committee member, whether or not that person is an officer or committee member at the time such expenses are incurred.
- 7.1.2 The officers and committee members shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation that they are duly authorized to make, and the Corporation shall indemnify and forever hold each such officer or committee member free and harmless against any and all liability to others on account of any such contract or commitment.
- 7.1.3 Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or committee member of the Corporation, or former officer or committee member of the Corporation, may be entitled.
- 7.1.4 The officers and committee members shall be liable to the Corporation for any negligence, willful misconduct, or actions committed in bad faith, but shall not be liable for mistakes of judgment if made in good faith.

■ 7.2 Actions by Board Members.

- 7.2.1 Good Faith. The Board Members shall exercise their powers and duties in good faith to promote the interests of the Corporation.
- 7.2.2 Financial Interest. No contract or other transaction between the Corporation and one or more of its Board Members, or between the Corporation and any corporation, firm or association in which one or more of the Board Members are Board Members or officers, or are pecuniarily or otherwise interested, is either void or voidable because such Board Member or Board Members are present at the meeting of the Board, or any committee thereof, which authorizes or approves the contract or other transaction, if the conditions specified in the following subparagraphs exist:
 - (1) The fact of such common Board Memberships, offices, or interests is disclosed or known to the Board, noted in the Minutes, and the Board authorizes, approves, or ratifies such contract or other transaction in good faith by a vote sufficient for the purpose; and
 - (2) The interested Board Member abstains from the vote in which the contract or other transaction is authorized, approved, or ratified; and
 - (3) The contract or other transaction is commercially reasonable to the Corporation at the time it is authorized, ratified, approved or executed.

- 7.3 Liability Insurance. The Board is authorized to obtain in its discretion liability insurance for officers.

ARTICLE 8 FINANCE.

- 8.1 Fiscal Year. The fiscal year of the Corporation shall begin January 1st and end December 31st.
- 8.2 Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board.

- **8.3 Annual Report.** A summary of the financial operation of the Corporation describing major activities, officers and employees of the Corporation, which has been verified by the Corporation's Audit Committee, shall be on file at the principal offices of the Corporation. The Executive Board shall direct when and by whom the Annual Report shall be prepared.
- **8.4 Accounting Practices.** The Corporation shall utilize generally accepted accounting principles and practices in managing its finances.
- **8.5 Bonding.** All persons who are authorized to withdraw from the Corporation's accounts may be bonded, the Corporation to pay the premium on such bond.

ARTICLE 9 RESIDENT AGENT AND OFFICES.

- **9.1 Resident Agent.** The Executive Board (defined in section 4.1) shall appoint a resident agent within the State of Maryland to accept service of process in any action relating to the Corporation. The names and mailing addresses of the officers and the resident agent shall be registered with the Maryland Department of Assessments and Taxation. An updated list of said officers and resident agent shall be provided to the Department of Assessments and Taxation as required every year. The Board shall promptly file notice of a change in resident agent.
- **9.2 Offices.** The Board shall select a principal office of the Corporation within the Baltimore/Washington metropolitan area. The Corporation may have such other offices and places of business within or without the State of Maryland as the Board shall determine.

ARTICLE 10 MISCELLANEOUS.

- **10.1 Amendments.** These Bylaws may be amended at a regular or special meeting of the Board by a 2/3 vote of all the Board members. Amendments to these Bylaws shall be ratified by a majority vote of the Active Members attending the meeting of the Corporation for which the Board has announced the vote on the proposed amendments.
- **10.2 Conflict.** These Bylaws are subordinate and subject to all provisions of the Charter and to the provisions of the Act. All of the terms hereof, except where clearly repugnant to the context, shall have the same meaning as in the Charter or the Act. In the event of any conflict between these Bylaws and the Charter, the provision of the Charter shall control; in the event of any conflict between the Bylaws and the applicable Sections of the Act, the provisions of the Act control.
- **10.3 Severability.** In the event any provision or provisions of these Bylaws shall be determined to be invalid, void or unenforceable, such determination shall not render invalid, void or unenforceable any other provisions hereof which can be given effect.
- **10.4 Waiver.** No restriction, condition, obligation or provisions of these Bylaws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.
- **10.5 Captions.** The captions contained in these Bylaws are for convenience and ease of use only, are not part of these Bylaws, and are not intended in any way to limit or enlarge the terms and provisions of these Bylaws.
- **10.6 Gender, Etc.** Whenever in these Bylaws the context so required, the singular number shall include the plural and the converse; and the use of any gender shall be deemed to include all genders.
- **10.7 Service Mark Acknowledgements.** The terms "Worldcon" and "World Science Fiction Convention" are service marks of The World Science Fiction Society.