

# Bylaws of the Ann Arbor Science Fiction Association, Inc.

Revised as of 19 July 2009

## Article I: Name

The name of the corporation shall be the ANN ARBOR SCIENCE FICTION ASSOCIATION, INC. and shall be abbreviated "AASFA" or AASFA, Inc."

## Article II: Purposes

The purposes for which the corporation is organized are as follows:

1. The sponsorship of conventions of science fiction aficionados and professionals for their mutual convenience and benefit.
2. The promotion of the reading and appreciation of science fiction and fantasy literature and entertainment.
3. The provision of a center for communications and the coordination of the activities of science fiction and fantasy aficionados <in Southwestern Michigan> while in general maintaining informal ties with other science fiction fantasy fans and organizations around the world.
4. The organization and sponsorship of such social functions as the membership of this corporation shall desire.
5. The acquisition, operation, and subsequent disposal of such properties as may be necessary to fulfill the above purposes.

## Article III: Offices

Section 1. *Principal Office.* The principle office of the corporation shall be the address of the president of the corporation and shall be located in the County of Washtenaw, State of Michigan.

Section 2. *Registered Office.* The corporation shall have and continuously maintain in the State of Michigan a registered office, and a registered agent whose address is identical with such registered office, as required by the Michigan Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Michigan, and the address of the registered office may be changed from time to time by the Board of Directors.

## Article IV: Members

Board of Directors and Associate Members. The membership of the corporation shall consist of a Board of Directors, from whose number the officers of the corporation shall be chosen, and an advisory body of Associate Members which shall be responsible for selecting a majority of the people who shall serve as Directors of the corporation.

## Article V: Associate Members

Section 1. *General Powers.* The Associate Members shall act as an advisory body for the corporation and are empowered to select a majority of the people who shall serve as Directors of the corporation.

Section 2. *Qualifications.* An Associate Member shall be anyone who meets both of the following qualifications:

- A. has worked six hours or more at one of the two most recent conventions sponsored by this corporation as a member of the convention committee, convention staff, or convention volunteer (a.k.a. “gofer” or “gopher”) as verified by the records of those conventions;
- B. has, during the last twelve months, attended two or more of the official functions referred to as ConFusion convention committee meetings, Stilyagi Air Corps business meetings, Stilyagi Air Corps bar meetings, or Stilyagi Air Corps parties.

## **Article VI: Board of Directors**

Section 1. *General Powers.* The affairs of the corporation shall be managed by its Board of Directors.

Section 2. *Number and Tenure.* The number of Directors shall be seven. Each Director shall hold office for a period of one year and until his/her successor shall have been selected. The procedure for selecting Directors shall be as follows:

- A. Prior to the end of February of each year the existing Board of Directors shall select three people, either from within or without the currently existing Board of Directors, to serve as Directors of the corporation for the next year and shall inform the Associate Members of the Board’s choices;
- B. Prior to the end of March of each year the Associate Members shall elect four people to serve as Directors of the corporation for the next year and shall inform the Board of the choices that the Associate Members have made.

Section 3. *Regular Meetings.* A meeting shall be held prior to the end of February of each year for the purposes of selecting three people to serve as Directors of the corporation for the next year, and for the transaction of such other business as may come before the meeting. Within a period of no more than two weeks after the Associate Members have informed the Board of their choices for Directors, a meeting shall be held for the purposes of recognizing the new Board of Directors, electing officers, and for the transaction of such other business as may come before the meeting.

Section 4. *Special Meetings.* Special meetings may be called by or at the request of the President or, in the President’s absence, the Vice President. Any Director may request that the President or, in the President’s absence, the Vice President, call a special meeting.

Section 5. *Place of Meetings.* The Board of Directors may designate any place, either within the State of Michigan or within the means of all the Board of Directors, as the place of meeting for any regular meetings or special meetings called by the Board of Directors.

Section 6. *Notice of Meetings.* All directors shall be notified of the place, day, and hour of any meeting. Such notice shall be of a sufficient time period to allow all Directors to participate.

Section 7. *Quorum.* A quorum shall consist of five members of the Board of Directors of the corporation.

Section 8. *Vacancies.* Any vacancies occurring in the Board of Directors shall be filled as follows:

- A. in the event that the Director to be replaced was selected by the previous Board of Directors, the current Board of Directors shall select that person's replacement;
- B. in the event that the Director to be replaced was elected by the Associate Members, the Associate Members shall elect that person's replacement;
- C. a replacement on the Board of Directors shall hold office for the duration of the term of office of their predecessor;
- D. after a vacancy in the Board of Directors has been filled, the new Board of Directors may choose to change the officers of the corporation for the remainder of the Board's tenure.

Section 9. *Removal.* Any Director, either elected by the Associate Members or appointed by the Board of Directors, may be removed by a minimum five-to-two vote of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby. Should any Board Member fail to attend three Regular Meetings during a single term of office, a vote to remove them from office shall be initiated at the third such meeting. For purposes of this vote only, the members present at the meeting shall be considered to constitute a quorum.

Section 10. *Online Motions and Votes.* Motions and votes may be taken online, provided a method is used which is within the means of the Board members and the following procedures are followed.

- A. A good faith effort shall be made to notify all Board members before the motion is posted.
- B. Votes shall be tallied once one of the following conditions is met: either 24 hours have passed from the posting of the motion or all members who have not explicitly declared themselves unavailable have cast their vote.
- C. Board members who participate in the discussion count toward satisfying the quorum requirements.

## **Article VII: Officers**

Section 1. *Officers.* The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. *Election, and Terms of Office.* The officers of the corporation shall be elected annually by the Board of Directors at the regular meeting held in accordance with Article VI, Section 3. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall be duly elected.

Section 3. *Removal.* Any officer elected or appointed by the Board of Directors may be removed by a minimum five-to-two vote of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. *Vacancies.* A vacancy in any office because of death, resignation, removal, or otherwise may be filled by the Board of Directors from among the existing members of the Board for the unexpired portion of the term.

Section 5. *President.* The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. S/he shall preside at all meetings and may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. *Vice President.* In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. *Secretary.* The Secretary shall keep the minutes of the meetings in one or more books provided for that purpose and may keep audio tape recordings of any meetings at the discretion of the Board. S/he shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall keep a register of the post office address of each member of the Board of Directors which shall be furnished to the Secretary by each member. The Secretary shall keep a roster of the Associate Members. S/he shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to her/him by the President or by the Board of Directors.

Section 8. *Treasurer.* If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws. S/he shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her/him by the President or by the Board of Directors.

## **Article VII: Contracts, Checks, Deposits, and Funds**

Section 1. *Contracts.* The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. *Checks, Drafts, etc.* All checks, drafts, or 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 from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or the President of the corporation.

Section 3. *Deposits.* All funds of the corporation shall be deposited from time to time in the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. *Gifts.* The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the corporation.

Section 5. *Disbursement of Assets.* The Board of Directors shall oversee the disbursement of the corporation's assets throughout their term of office, guided by the stated Purposes of the corporation (Article II) and allowing, in their collective considered opinion and to the best of their abilities, for a prudent carryover of funds to remain available for the continued operation of the corporation.

## **Article IX: Books and Records**

The corporation shall keep correct and complete books and records of account, and shall keep at its registered or principal office a record giving all the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

#### **Article X: Fiscal Year**

The fiscal year of the corporation shall begin the first day of April and end on the last day of March in each year.

#### **Article XI: Dues**

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by its members.

#### **Article XII: Amendments to the Bylaws**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a minimum five-to-two vote of the Board of Directors. Any changes to the bylaws must then be ratified by a majority of the Associate Members voting on the issue.

#### **Article XIII: Dissolution**

Section 1. The voluntary liquidation or dissolution of the corporation can be achieved by a minimum five to two vote of the Board of Directors and agreed to by a majority of the Associate Members voting on the issue.

Section 2. In the event of the liquidation or dissolution of the corporation, whether voluntary, involuntary, or by question of law, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all assets of the corporation by distribution of said assets to such charitable causes as the Board of Directors shall deem suitable.

#### **Article XIV: Indemnification**