

DRAFT CONSTITUTION  
of  
The WORLD SCIENCE FICTION SOCIETY, Incorporated

✓The original text of this draft Constitution was submitted in early 1980 by the Drafting Committee (Robert L. Hillis, Chairman; Laurence C. Smith, Secretary) and printed in Noreascon II Progress Report 4. The Noreascon II Business Meeting considered the text seriatim and adopted amendments to Articles I-VI. The remainder of the draft Constitution was then recommitted to a new committee (Craig Miller, Chairman) with the proviso that no changes were to be made in the text of Articles I to VI. The text that follows is as it stood at the end of the Noreascon II Business Meeting.

-- George Flynn, Secretary, Noreascon II Bus. Mtg. 7

ARTICLE I - Name

The name of this organization shall be the World Science Fiction Society, Incorporated, hereinafter referred to as "the Society".

ARTICLE II - Purposes

The purposes of the Society shall be:

- A. To choose the recipients of the Annual Science Fiction Achievement Awards, also referred to hereinafter as the Hugo Awards;
- B. To choose the locations and Committees for the annual Society convention, hereinafter also referred to as the World Science Fiction Convention or "the Convention";
- C. To attend said Convention;
- D. To provide support, assistance, counsel, personnel, and materiel within its ability to any Committee franchised to hold the World Science Fiction Convention upon such Committee's request;
- E. To provide continuity from year to year for the annual World Science Fiction Convention; and
- F. To perform such other functions as may be necessary or incidental to the above purposes.

ARTICLE III - Registered Office and Agent

The Society shall maintain in the State of Ohio a registered office and a statutory agent at such office, and may have other offices within or without such state.

ARTICLE IV - Membership

**SECTION ONE - QUALIFICATIONS:** The Membership of the Society shall consist of all persons, corporations, groups, clubs, or entities who have purchased attending or supporting memberships in the current World Science Fiction Convention. Membership shall not be denied to any person on the basis of race, creed, color, sex, religion, national origin, or political affiliation.

**SECTION TWO - CLASSES OF MEMBERSHIP:** The Membership of the Society shall be divided into two classes. Class One Memberships shall consist of those Memberships held by or in the name of natural persons. Class Two Memberships shall consist of those Memberships held by or in the name of any entity other than a natural person. There shall be no distinction between classes of Membership except as provided in this Constitution.

**SECTION THREE - VOTING RIGHTS:** All Members of the Society shall be entitled to vote for the Hugo Awards. They shall also be entitled to vote for site selection for future Conventions provided that they meet the requirements set forth in Article XII, Section One of this Constitution. A person may exercise only one vote as to these matters, regardless of the number of memberships held by that person or in that person's name. Class Two

## Article IV, Section Three (Continued)

Members shall not be permitted to vote at meetings of the Membership of the Society.

**SECTION FOUR - TRANSFER OF MEMBERSHIP:** Memberships in the Society are transferable and assignable, and Class Two Memberships may be converted to Class One Memberships in accordance with the rules of the appropriate Convention Committee or with rules established by the Board of Directors of the Society in the absence of other guidelines.

**SECTION FIVE - MEMBERSHIP CERTIFICATES:** No membership certificate shall be issued by the Society.

**SECTION SIX - ANNUAL DUES:** Annual dues in the amount of ten percent of the voting fee at the time of selection of the current World Science Fiction Convention per Membership shall be paid to the Society by each Member, regardless of class of Membership. All dues shall be remitted to the Society in funds of the United States of America. Said dues shall be paid on behalf of the Member by the current and next following World Science Fiction Convention within ninety days of the date said Membership and fees are received by the Convention.

## ARTICLE V - Meetings of Members

**SECTION ONE - ANNUAL MEETING:** An annual meeting of the Members of the Society shall be held for the purposes of electing Directors of the Society, of considering amendments to this Constitution or the Standing Rules, and for such other business as may come before it. This meeting, also referred to hereinafter as the Business Meeting, shall be held during the World Science Fiction Convention in the facilities provided for that Convention. The Board of Directors of the Society shall provide for holding and giving notice of the annual meeting if no Convention is operating in any given year.

**SECTION TWO - SPECIAL MEETINGS:** Special meetings of the Members of the Society may be called by either the Board of Directors or not fewer than five hundred of the Class One Members of the Society.

**SECTION THREE - PLACE OF SPECIAL MEETINGS:** The Board of Directors may designate any reasonable place as the place of meeting for a special meeting called by the Board. If no designation is made, or if the special meeting is otherwise called, then the place of meeting shall be the registered office of the Society or a suitable hall nearby.

**SECTION FOUR - NOTICE OF ANNUAL MEETING:** Written notice of the Business Meeting of the Society shall be published by the current Convention Committee in a Progress Report to the Members published prior to the Convention, and in its Program Book. The notice shall state the time, place, and date of the meeting, and shall reproduce this Constitution as amended, together with any Standing Rules or regulations adopted by the Membership which are in effect at the time of publication, and with the text of all known amendments to this Constitution or the Standing Rules which are to be ratified at this meeting.

**SECTION FIVE - NOTICE OF SPECIAL MEETING:** Written notice stating the place, date, and time of any special meeting of the Members shall be delivered to each Class One Member of the Society not less than fifteen nor more than forty-five days before the date of such meeting. The purpose for which the special meeting is called shall be stated in the notice. If mailed, such notice shall be deemed to be delivered when deposited in an official mail receptacle or with the proper postal authorities in the country where mailed, in a sealed envelope addressed to the Member at such address as appears in the records of the Society with first-class postage (or its equivalent; airmail in the case of Members living on a continent other than that of mailing) thereon prepaid.

**SECTION SIX - QUORUM:** Seven Class One Members of the Society shall constitute a quorum for a regular Business Meeting, fifty Class One Members for a special meeting, in each case excluding the Business Meeting staff. If a

## Article V, Section Six (Continued)

quorum is not present at any meeting, a majority of those Members present may adjourn the meeting to any time without further notice. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting. Withdrawal of Members from any meeting shall not cause failure of a quorum.

SECTION SEVEN - CONDUCT OF MEETINGS: Meetings of the Members and of the Board of Directors shall be conducted in accordance with Robert's Rules of Order, Newly Revised, and with such Standing Rules as may have been adopted.

SECTION EIGHT - STANDING RULES: The Membership of the Society may adopt and amend such Standing Rules as they may deem necessary for the governance of the internal operations of the Society. Such Standing Rules shall continue in effect until altered, suspended, or rescinded by the action of any meeting of the Members, and shall become effective immediately after the end of the meeting at which they were adopted or amended.

SECTION NINE - COMMITTEES: The Members, by motion adopted at any meeting, may designate one or more committees for such purposes and times as the creating motion shall direct. As its final act, each committee shall report on its activities to the Members of the Society in the manner specified in the creating motion or, in the absence of such direction, in any manner the committee deems appropriate.

## ARTICLE VI - Board of Directors

SECTION ONE - GENERAL POWERS: The affairs of the Society shall be managed between annual meetings by its Board of Directors.

SECTION TWO - DIRECTORS: There shall be fifteen Directors of the Society. Twelve of these shall be elected by the Membership as prescribed in Article VI, Section Six of this Constitution; the remaining three shall be selected, one each, by the immediately past, the current, and the next following World Science Fiction Convention Committees.

SECTION THREE - TENURE: Directors elected by the Members of the Society shall serve a term of three years, or until their successors shall have been elected and qualified. Directors selected by a Convention Committee shall serve until one year after the adjournment of the Convention they represent or until their successor shall have been elected and qualified. Directors elected or selected to fill a vacancy caused by any reason except the expiration of a term of office shall serve out only the unexpired portion of their predecessor's term of office. -- Proviso: The first Board of Directors of the Society shall provide among the elected Directors by resolution for a method to determine the length of each individual term. Four of the first elected Directors shall serve a one-year term, four shall serve a two-year term, and four shall serve a three-year term to provide for a rotation of the composition of the Board. If the Directors fail to agree on another method, then said selection of length of term shall be assigned by lot.

SECTION FOUR - REMOVAL: Directors may be removed for cause. The removal process may be initiated by either one-third of the Board or by petition of fifty Class One Members of the Society, delivered to the registered office of the Society. If initiated by the former method, the Board shall constitute the assembly for the purpose of removal from office. If initiated by the latter method, then a trial committee shall be appointed within three weeks of receipt of the petition. The committee shall consist of three Class One Members of the Society: one designated by the petition, one selected by the accused, and a chairman to be designated according to normal procedures by the other two members. The findings of the committee shall be reported within not less than fifteen nor more than forty-five days from its appointment. Should the committee recommend removal, then a mail vote shall be held on the question. The ballot shall be sent to all Class One Members of the Society by first-class mail (airmail in the case of Members living on a continent other than that of mailing), accompanied by the findings of the trial

## Article VI, Section Four (Continued)

committee and any statement of reasonable length that the accused may wish to present in his defense. Ballots to be considered valid and countable shall be returned within thirty days of their first mailing to the Members. Should less than one-third of the votes cast be for removal, the costs of the mailing shall be borne by the petitioners; otherwise, said cost shall be borne by the Society. Bond shall be posted for these costs by the petitioners as a condition of receipt of their petition. A three-fourths affirmative vote shall be required to remove a Director.

SECTION FIVE - QUALIFICATIONS: Directors may be residents of any country, and of any political subdivision within their country. Directors must be Class One Members of the Society. No person shall be eligible to become a Director who has served as a Director for a total of twenty-six months within the preceding thirty-six months, nor who has been a Member of the Society for less than three of the preceding four years. No more than one-half of the Directors elected at any Business Meeting may reside in the same Site-Selection Region as defined in Article XII, Section Two ? of this Constitution.

SECTION SIX - ELECTION: Elected Directors shall be elected by the Class One Members of the Society. In each year, three Directors shall be elected by the Business Meeting, and one Director by mail ballot, for three-year terms. The Business Meeting shall fill existing vacancies for partial terms as may be required. -- Proviso: The Business Meeting at which this Constitution is ratified shall elect, once only, twelve Directors, no more than four of whom may reside in any one defined Site-Selection Region or in any one country not a part of the North American Site-Selection Regions.

I have rewritten this section (the exact text of which as amended was not specified) and cast the nonrecurring portion in the form of a proviso. -- G.F.7

SECTION SEVEN - REGULAR MEETINGS: A regular annual meeting of the Board of Directors shall be held without other notice than this Constitution immediately after, and at the same place as, the annual Business Meeting of the Society. The Board may provide by resolution the time and place for holding additional regular meetings of the Board without other notice than such resolution.

SECTION EIGHT - SPECIAL MEETINGS: Special meetings of the Directors may be called by or at the request of the President of the Board or any six Directors. The person or persons authorized to call special meetings of the Board may fix any reasonable place as the place of meeting for such meetings.

SECTION NINE - NOTICE OF SPECIAL MEETINGS: Notice of any special meeting of the Board shall be given not less than fifteen nor more than forty days before the date of such meeting "meetings" in original -- G.F.7, and shall otherwise comply with the requirements of Article V, Section Five of this Constitution and shall be sent to each Director. Notice of any special meeting may be waived in writing by any person entitled to such notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. No business shall be transacted at any special meeting of the Board except that specified in the notice of the meeting.

SECTION TEN - ATTENDANCE BY CONFERENCE TELEPHONE: Members of the Board of Directors or of any committee of the Board may participate in and act at any meeting of the Board or committee through the use of a conference telephone or other communications equipment by which all persons participating in the meeting can hear each other; provided that a majority of such members consent in writing to the recording of such communications and provided that such recording is in fact made and becomes a part of the official records of the Society. Participation in such a meeting shall constitute attendance in person

## Article VI, Section Ten (Continued)

at the meeting for the person or persons so participating for all purposes including fulfilling the requirements of Sections Eleven and Twelve of this Article.

**SECTION ELEVEN - QUORUM:** Eight Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if fewer than eight Directors are present at such meeting, a majority of the Directors present may adjourn or recess the meeting to another time without further notice. Withdrawal of Directors from a meeting shall not cause failure of a quorum at that meeting.

**SECTION TWELVE - MANNER OF ACTING:** The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the action of a greater number is required by statute, this Constitution, or the Articles of Incorporation of the Society.

**SECTION THIRTEEN - VACANCIES:** Any vacancy of an elected Director occurring on the Board shall be filled by the Board until the next annual Business Meeting of the Society, at which time the vacant seat shall be declared open for election to fill the unexpired term of that seat. Any vacancy of an appointed Director occurring on the Board shall be filled by the Convention Committee having the right of appointment.

**SECTION FOURTEEN - DISQUALIFICATION FROM AWARDS:** No Director shall be eligible for any award of the Society, including but not limited to a Hugo Award. No publication closely connected with a Director shall be eligible for any award of the Society, including but not limited to a Hugo Award.

**SECTION FIFTEEN - COMPENSATION:** Directors shall not receive any stated salary for their services. By resolution of the Board, the expenses of attendance at any special meeting of the Board, if any, may be allowed. Nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity and receiving reasonable compensation therefor.

**SECTION SIXTEEN - STANDING RULES:** The Board of Directors may adopt and amend from time to time such Standing Rules as it may deem necessary for its internal governance. Such Standing Rules shall continue in effect until amended, suspended, or rescinded by the Board.

## ARTICLE VII - Powers of the Corporation

**SECTION ONE - COPYRIGHT:** The Society shall secure and protect registered copyright and/or trademark or service mark to the names "World Science Fiction Society", "World Science Fiction Convention", "Science Fiction Achievement Awards", and "Hugo Awards".

Should "Worldcon" also be included? -- G.F.

**SECTION TWO - TRADEMARK:** The Society shall secure and protect a registered trademark of the design of the Science Fiction Achievement Awards, also known as the Hugo Awards.

**SECTION THREE - ADMINISTRATION:** The Society shall organize and administer the selection and presentation of the Science Fiction Achievement Awards and selection of the future sites for the World Science Fiction Convention in accordance with the provisions of this Constitution.

**SECTION FOUR - PUBLICATION:** The Society shall publish reports on Society matters in accordance with the provisions of this Constitution.

**SECTION FIVE - GENERAL:** The Society shall have the capacity to act possessed by natural persons, but to have the authority to perform such acts as are necessary, convenient, or expedient to accomplish the purposes for which the Corporation was formed.

Text here appears garbled: change "but to have" to "and shall have"? -- G.F.

**SECTION SIX - OTHER PROVISIONS:** No part of the net earnings of this Corporation shall inure to the benefit of, or be distributed to, its Members, Directors, officers, or other private persons, except that the Corporation

## Article VII, Section Six (Continued)

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 this <sup>the</sup> Constitution and in any amendments thereto. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Constitution, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

<sup>In the last three lines, "the Constitution" has been changed to "this Constitution", and "this Corporation" twice to "the Corporation" for uniformity of style. Should "Corporation" be changed to "Society", which is used everywhere else (except in the preceding section's last line)? Note that this section was inserted by the Noreascon II Business Meeting as "Article III", with its placement left to the Secretary's discretion. -- G.F.</sup>

## ARTICLE VIII - Officers

**SECTION ONE - TITLES:** The officers of the Society shall be a President, a Treasurer, a Secretary, and such Assistant Treasurers, Assistant Secretaries, or such other officers as may be elected by the Board of Directors. Officers whose powers and duties are not prescribed in this Constitution shall have such authority and perform such duties as may be prescribed from time to time by the Board.

**SECTION TWO - QUALIFICATIONS AND ELECTION:** Officers of the Society, except for Assistant Treasurers and Assistant Secretaries, shall be elected from among the Directors of the Society. Officers shall be elected annually by the Board at its regular annual meeting. If the election of officers shall not be held at such meeting, then said elections shall be held as soon as possible thereafter.

<sup>Amendment introduced at Noreascon II by Robert E. Sacks and Gregory Costikyan:</sup>

<sup>MOVED, to insert in Article VIII, Section Two, the words "Treasurer, Secretary," after the words "except for".</sup>

**SECTION THREE - TERM OF OFFICE:** Each officer shall hold office until his successor shall have been duly elected and qualified or until his death, disability, resignation, or removal under the provisions of Section Six below.

**SECTION FOUR - VACANCIES:** Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

**SECTION FIVE - CONTRACT RIGHTS:** Election of an officer shall not of itself create contract rights.

**SECTION SIX - REMOVAL:** Any officer elected or appointed by the Board may be removed whenever, in the judgment of the Board, the best interests of the Society would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the officer removed.

**SECTION SEVEN - PRESIDENT:** The President shall be the principal executive officer of the Society. Subject to the direction and control of the Board of Directors, he shall be in charge of the business and affairs of the Society; he shall see that the resolutions and directives of the Board are carried into effect except in those cases where that responsibility is assigned to some other person by the Board; and, in general, he shall discharge all duties incumbent to the office of President and such other duties as may be prescribed by the Board. Except in those cases where the authority to execute is expressly delegated to another officer or agent of the Society or a different mode of execution is expressly prescribed by the Board or by this

## Article VIII, Section Seven (Continued)

Constitution, he may execute for the Society any and all legal documents, contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed, and he may accomplish such execution either under or without the seal of the Society and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board according to the form of the instrument.

**SECTION EIGHT - TREASURER:** The Treasurer shall be the principal accounting and financial officer of the Society. He shall have charge of and be responsible for the maintenance of adequate books of account for the Society; he shall have charge and custody of all funds and securities of the Society, and be responsible therefor, and for the receipt and disbursement thereof; and he shall, in general, perform all the duties incumbent to the office of Treasurer and such other duties as may be assigned to him from time to time by the President or the Board of Directors. In the absence of the President or in the event of his inability or refusal to act, the Treasurer shall perform the duties of the President and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine.

**SECTION NINE - SECRETARY:** The Secretary shall record the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; shall see that all notices are duly given in accordance with this Constitution or as required by statute; shall be the custodian of the Society records and of the seal of the Society; shall keep a register of the address of each Member which same shall be furnished by the Member to the Society; and perform all duties incident to the office of Secretary and such other duties as may be assigned to him from time to time by the President or the Board of Directors.

Should "incident to" be "incumbent to" as with the other officers?

-- G.P. ✓

**SECTION TEN - ASSISTANT TREASURERS AND ASSISTANT SECRETARIES:** The Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board. If required by the Board, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such surety or sureties as the Board shall determine.

## ARTICLE IX - Contracts and Other Instruments

**SECTION ONE - CONTRACTS:** The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized in this Constitution, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authorization may be general or confined to specific instances.

**SECTION TWO - CHECKS, DRAFTS, ET AL.:** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President, the Secretary, or an Assistant Secretary.

**SECTION THREE - DEPOSITS:** All funds of the Society shall be deposited in a timely manner to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

**SECTION FOUR - GIFTS:** The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the Society.

**SECTION FIVE - ORIGINAL RECORDS:** The Society shall keep correct and complete

## Article IX, Section Five (Continued)

books of account and minutes of the meetings of the Members and of the Board of Directors and of committees of the Society. Additionally, all reports of committees of the Business Meeting or of the Board and all filings required of any Convention Committee or bidding committee by this Constitution shall be made a part of the records of the Society.

## ARTICLE X - Committees

SECTION ONE - STANDING COMMITTEES: The following Standing Committees of the Board of Directors, together with the stated purposes of such Committees, are hereby established:

- A. The Business Meeting Committee shall have general jurisdiction over and authority to organize, staff, and operate the Business Meetings of the Society, including the preparation, publication, and serving of all requisite notices, and the designation of the Presiding Officers  "Officer" in original -- G.F.  and other officials of the Business Meetings, subject to the direction and control of the Board of Directors.
- B. The Hugo Awards Committee shall have general jurisdiction over and authority to organize and administer the selection and presentation of the Hugo Awards in accordance with this Constitution.
- C. The Site-Selection Committee shall have general jurisdiction over and authority to organize and administer the selection of future sites for the World Science Fiction Convention in accordance with this Constitution.

Any and all actions of these Committees shall be subject to the direction and control of the Board.  This sentence removed from "C". -- G.F.

SECTION TWO - OTHER COMMITTEES: The Board of Directors, by its resolution, may designate one or more other committees which shall have, to the extent provided by such resolution and not in conflict with the law, and exercise the authority of the Board. The designation of committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, nor any individual Director, of any responsibility imposed upon it or him by statute.

SECTION THREE - COMMITTEE MEMBERS: At least one member of any committee of the Board, including the Standing Committees, shall be a Director of the Society. All members of any committee, including the Standing Committees, shall be Class One Members of the Society.

SECTION FOUR - SITE-SELECTION COMMITTEE DISQUALIFICATION: No member of the Site-Selection Committee shall be directly connected with any bidding committee on the site-selection ballot.

SECTION FIVE - APPOINTMENT: Members of the Standing Committees shall be appointed by the President with the advice and consent of the Board of Directors. Except as otherwise provided in the resolution creating the committee, members of other committees of the Board shall be appointed by the President with the advice and consent of the Board.

SECTION SIX - TERM OF OFFICE: Each member of a committee of the Board shall continue as such until the next annual meeting of the Board and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to be qualified as a member thereof.

SECTION SEVEN - CHAIRMAN: One member of each committee, who shall be a Director of the Society, shall be appointed chairman of each committee by the President.  Should the second "each" be "such"? -- G.F.

Amendment introduced at Noreascon II by Robert E. Sacks and Gregory Costikyan:

MOVED, to delete from Article X, Section Seven, the words ", who shall be a Director of the Society,"

SECTION EIGHT - VACANCIES: Unless otherwise provided in the resolution of



## Article X, Section Eight (Continued)

the Board designating a committee, vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**SECTION NINE - QUORUM:** Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Any committee may conduct and transact any or all of its business in writing, by mail, telephone, telegraph, or otherwise, and any action which is assented to by a majority of the committee in writing shall have the same force and effect as if said action were taken at a meeting at which a quorum was present in person.

**SECTION TEN - REPORTS:** The President may require from any committee interim reports at any time. Standing Committees shall make an annual report to the Board at the annual meeting of the Board. Other committees shall make a final report to the Board upon their termination. All reports required by this Section shall be in writing and shall be made a part of the permanent records of the Society. All reports required by this Section shall be distributed to all Directors of the Society by the Secretary.

**SECTION ELEVEN - RULES:** Each committee may adopt rules for its own governance not inconsistent with this Constitution or with rules adopted by the Board or with the resolution creating the committee.

## ARTICLE XI - CLERK

**SECTION ONE - CLERK:** The Board of Directors shall by resolution appoint a Member of the Society as the Clerk of the Society. The Clerk shall not be an officer of the Society. The Clerk shall be charged with administering Sections Two and Three of this Article, and the name and address of the Clerk shall be published to the Members of the Society in such manner as the Board shall provide by resolution.

**SECTION TWO - DUPLICATE RECORDS:** A duplicate set of certain records shall be kept by the Clerk of the Society. All persons required to keep records of the Society by this Constitution shall forward a duplicate copy of any records designated in this Section to the Clerk. The records he is to keep are:

- A. Minutes of all annual or special meetings of the Board.
- B. Minutes of the Business Meetings and of any special meetings of the Members of the Society.
- C. All final committee reports of committees of the Business Meeting and of the Board.
- D. All annual financial statements of the Society, including balance sheets, income and profit-and-loss statements, and reports filed with the Internal Revenue Service of the United States or its counterpart of equivalent jurisdiction in another country.
- E. All filings required by this Constitution to the Board or by the Board itself of any bidding committee or Convention Committee.
- F. Any other documents which the Board may require by resolution to be kept by the Clerk.

**SECTION THREE - INSPECTION OF RECORDS:** All books and records of the Society kept by the Clerk may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time at the office of the Clerk of the Society. Books and records of the Society, or any portion thereof, may be inspected by mail by any Member mailing to the Clerk a request identifying the records sought with reasonable specificity. The Clerk shall have the authority to charge the Member requesting such records the actual cost of copying and mailing same, and the Clerk shall not be required to transmit any records pursuant to this Section until such charges have been paid. All records mailed by the Clerk shall be sent by registered mail, return receipt

## Article XI, Section Three (Continued)

requested (or the equivalent service in another country), with instructions to deliver to the addressee only, at the cost of the Member requesting such records.

## ARTICLE XII - World Science Fiction Convention

**NOTE:** SECTIONS ONE THROUGH FIVE INCLUSIVE OF THIS ARTICLE ARE TO BE USED INTACT FROM THE CURRENT PUBLISHED CONSTITUTION OF THE SOCIETY. The Sections are: Annual convention; Convention site distribution and rotation; Site selection; Intention to bid; and Requirements to be placed on the site-selection ballot.

∟The intent is presumably to incorporate Article III, Sections 1 to 5, of the current Constitution, which however are not arranged in the indicated order. Those passages referring to administration of site selection by the Convention Committee must be changed to be consistent with the rest of this Constitution. Apparently Sections 6 (NASFiC), 7 (presentations by future bidders), and 8 (collapse of Convention Committee) of the current Article III are to be omitted. -- G.F.∟

**SECTION SIX - FRANCHISE AGREEMENT:** The Board of Directors of the Society shall prepare a franchise agreement to be signed by the President and Secretary on behalf of the Society and by the chief executive officer or officers of the bidding committee on behalf of said committee. The franchise agreement shall be identical for all bidding committees appearing on the same site-selection ballot. The franchise agreement shall:

- A. Grant to the victorious bidding committee the exclusive right to style itself the World Science Fiction Convention.
- B. Grant to a victorious bidding committee the exclusive right to present the Hugo Awards during the calendar year of their Convention in conjunction with the Awards Committee of the Board.
- C. Require a victorious bidding committee to abide by this Constitution and all rules and regulations adopted under and pursuant to its authority.
- D. Require a victorious bidding committee to provide a reasonable amount of space in the official publications and mailings of the Convention Committee for the insertion of the official business of the Society on a gratis basis, and to provide adequate time, space, and facilities for the Business Meeting.
- E. Require a victorious bidding committee to file with the Board quarterly financial reports commencing three months after being selected as a Convention Committee and continuing until a final financial report is published to the Members of the Society in a reasonable manner under the circumstances and filed with the Board.
- F. Require each Convention Committee to retain an independent accountant at least a year before its Convention and publish a financial statement prepared by said accountant within ninety days after its Convention and a final financial statement within a year; and to dispose of surplus funds remaining after accounts are settled for the current Convention for the benefit of the Society as a whole.

∟This subsection is a rewriting of the current Article I, Section 6, which the Noreascon II Business Meeting directed to be inserted here. -- G.F.∟

- G. Require all Convention Committees to file with the Board such other reports on their activities as the Board may direct from time to time by resolution.
- H. Require the victorious Convention Committee to pay a franchise fee in the amount of ten percent of the voting fee at the time of site selection per Member in funds of the United States or equivalent within ninety days of the date said registration or membership fees for the Convention are received by the Committee, which franchise

## Article XII, Section Twelve, Subsection H (Continued)

- fee shall constitute the annual dues of the Members of the Society as provided in Article IV, Section Six of this Constitution. In addition to said fees, said Committee shall also submit a current list of the names and addresses of the members of the Convention whose payment of said fees is being transmitted at any given time.
- I. State that the Board of Directors of the Society shall have the right to enforce this contract or agreement as it shall deem appropriate in the circumstances.
  - J. Contain any other provisions which the Board may from time to time establish by resolution.

**SECTION SEVEN - MEMBERSHIP OF SITE-SELECTION VOTERS:** Members of the Society paying the minimum fee towards membership with their site-selection ballots shall be members of the selected Convention with the right to receive all generally distributed publications. Such members may convert to members with the right of general attendance at the selected Convention and its Business Meeting by paying, within ninety days of site selection, an additional fee, set by the selected Convention Committee, of not more than the minimum voting fee and not more than the difference between the voting fee and the attending fee for new members.

[This is Article I, Section 4, of the current Constitution (adopted at Seacon), which has been inserted in accordance with the wishes of the Noreascon II Business Meeting. (Perhaps the order of Sections Six and Seven should be reversed.) Note that this section may conflict with other parts of this Constitution on the right of supporting members to attend the Business Meeting. -- G.F.]

**SECTION EIGHT - CONVENTION RESPONSIBILITY:** Authority and responsibility for all matters concerning the World Science Fiction Convention, except for those reserved herein to the Society, shall be vested with the Convention Committee chosen to govern each annual Convention, which Committee shall act in the name of its Convention and not in that of the Society.

## ARTICLE XIII - Science Fiction Achievement Awards

**NOTE:** SECTIONS ONE THROUGH SEVEN INCLUSIVE OF THIS ARTICLE ARE TO BE USED INTACT FROM THE CURRENT PUBLISHED CONSTITUTION OF THE SOCIETY. The Sections are: Science fiction achievement awards; General eligibility rules for professional categories to be defined in this Article; Award categories and specific eligibility rules; No award; Nominations; Final ballot; and Tallying.

[This corresponds to the current Constitution's Article II, which has 17 sections. Sections 1 to 11, which give the rules for the individual Hugo categories, apparently are to be combined into two sections; it is not clear whether Sections 12 (additional category) and 13 (name and design) are to be retained. Those passages referring to administration of voting by the Convention Committee must be changed to be consistent with the rest of this Constitution; this should include the elimination of Section 17 (exclusions). -- G.F.]

For clarity, Section Seven is repeated here, since the Section is slightly altered with the existence of this Constitution:

**SECTION SEVEN - TALLYING:** Voters shall indicate the order of their preference for the nominees in each category. If no majority for a single nominee is obtained on the primary tallying, a further tally shall be conducted as follows: the nominee which placed last in the primary tally shall be eliminated, and the ballots listing it as first choice shall be redistributed on the basis of those ballots' second choices, and this procedure shall be repeated until a majority-vote winner is obtained. Tallying of all votes, and all other matters relating to the mechanics of these Awards, shall be the responsibility of the Hugo Awards Committee of the Board of Directors of the Society.

[Should the last sentence be a separate section? -- G.F.]

ARTICLE XIV - Fiscal Year

The fiscal year of the Society shall commence on the first day of October of each calendar year and terminate on the next following thirtieth day of September.

ARTICLE XV - Seal

The design of the Seal of the Society shall be fixed by resolution of the Board of Directors and shall have inscribed thereon the name of the Society and the words "Corporate Seal, State of Ohio".

ARTICLE XVI - Waiver of Notice

Whenever any notice is required to be given under the provisions of the Ohio Revised Code or of this Constitution, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVII - Dissolution

Upon dissolution of this Society, the Board of Directors shall, after paying or making provision for payment of all the liabilities, known and contingent, of the Society, dispose of all the remaining assets of the Society exclusively for the purposes of the Society, and shall distribute said assets in such manner, or to such organization or organizations under the provisions of Section 501 (c)(3) or (c)(7) of the Internal Revenue Code of the United States (or the corresponding Section of any future Code), as the said Board shall determine. 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.

ARTICLE XVIII - Amendments

SECTION ONE - POWER TO AMEND: The power to alter, amend, or repeal this Constitution or adopt a new Constitution shall be vested in the Members of the Society. Such action may be taken at any Business Meeting of the Society.

SECTION TWO - PROCEDURE TO ALTER OR AMEND: Any proposal to alter or amend this Constitution shall require a majority of all votes cast on the question at the Business Meeting at which it is first debated and also ratification by a simple majority vote of those Members present and voting at the next following Business Meeting. Failure to ratify in the manner described above shall void the proposed alteration or amendment.

SECTION THREE - EFFECTIVE DATE OF ALTERATION OR AMENDMENT: Any alteration or amendment to this Constitution shall take effect at the end of the World Science Fiction Convention at whose Business Meeting such action is ratified.

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The above text of the draft Constitution is hereby certified to be as it stood at the end of the Noreascon II Business Meeting, including those alterations which the Secretary was authorized to make.

George Flynn  
George Flynn, Secretary,  
Noreascon II Business Meeting  
August 19, 1981