

# **Chicago Worldcon Bid By-Laws**

(as amended and approved, November 10, 2018)

## **Article I. Declarations**

### **Section 1. Name**

The corporation shall be known as Chicago Worldcon.

### **Section 2. Registration**

Chicago Worldcon is registered in the State of Illinois (Corp MST 71885534).

### **Section 3. Purpose**

The Chicago Worldcon corporation is organized for literary and educational purposes, including the holding of meetings, lectures, multimedia showings, art shows, exhibits, and conventions concerning science fiction and fantasy, and to carry on any business in the furtherance of the forgoing and not inconsistent with the constraints applied by Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

## **Article II. Members**

### **Section 1. Membership Dues**

Members shall be considered to be in good standing if they have paid the full membership fee. The full membership fee is \$400, or \$350 if paid in full by July 15, 2018.

### **Section 2. Rights and Responsibilities**

Members may attend annual and special general meetings and may vote in elections or on motions before the meeting.

### **Section 3. Transfer of Membership**

Members may transfer their membership to another person by notice in writing to the Secretary, with approval of the members by majority of members (see Article II, Section 5).

### **Section 4. Convention or Event Members**

Conventions or other events organized by the Corporation may have their own memberships. These are not to be considered or confused with membership in the Corporation.

## **Section 5. Member Nominations**

After the Bid Filing Meeting (February 2020) of the corporation, new members will require nomination from two existing members, and then must be accepted by a majority of members present at the next annual or special meeting. Acceptance of new members (including transfer of membership requests) will be done at the meetings before elections or by-law changes.

**5.1** The general meeting held November, 2018 will be considered the charter meeting of the corporation, for the purpose of approving bylaws and determining membership qualification.

## **Section 6. Resignation**

Members may resign from the corporation by notification in writing to the Secretary of the corporation.

## **Section 7. Expulsion of Members**

If a member, by their actions, is substantially interfering with the efforts of the Corporation, the membership may expel that member. Where practical, expulsion will be conducted according to Robert's Rules of Order, including the following steps:

**7.1** The motion of expulsion will be referred to a committee of investigation for report to the next general or special meeting of the membership of the corporation.

**7.2** The meeting at which the expulsion is then considered will review the evidence presented by the committee of investigation or by other members. The member subject to the motion will be permitted to speak to the meeting.

**7.3** The motion of expulsion shall require a two-thirds vote of a quorum of voting members to be passed.

**7.4** If the membership deems it necessary, all of the above requirements can be waived and a member of the corporation can be expelled immediately with a four-fifths vote of all voting members of the corporation.

## **Article III. Meetings and Publications**

### **Section 1. Annual Meetings**

Annual meetings will be called by the Secretary of the Corporation. Annual meetings will be held to elect officers and to receive their reports.

**1.1** Meetings will normally be held on the second weekend of November in the Chicago area. The Board of Directors may change the date or location with the appropriate period of notice, as specified in Article III Section 2.

## **Section 2. Meeting Notice**

**2.1** The Secretary will notify the members of the Corporation with a minimum of thirty calendar days about the time and location of the meeting.

**2.2** Motions, by-law amendments, removal elections, and other new business must be submitted to the Secretary not less than ten calendar days before the meeting. Motions submitted after this deadline will not be considered by the meeting unless the members present vote to agree to consider the motion.

## **Section 3. Special Meetings**

**3.1** The Board of Directors may direct the Secretary to call a special meeting as needed.

**3.2** The Secretary will also be directed to call a Special Meeting at the written request of an absolute majority of the members of the Corporation. If an absolute majority of the members also specifies a time and location, this will be the time and location of the meeting.

**3.3** At the written request of two-thirds of the members, the 30-day notice period will be waived for special meetings.

## **Section 4. Open Meetings**

**4.1** All meetings of the Corporation and the Board of Directors will be open to the public, except in exceptional circumstances, to be determined by the Board of Directors.

**4.2** If the Board of Directors determines that a meeting, or a portion of a meeting, is to be held without being open to the public, then the reason for making the meeting private will be made public.

## **Section 5. Quorum**

**5.1** A Quorum is defined as a simple majority of the voting members of the corporation.

**5.2** Elections of Directors and Officers, amending/approving the Corporation Bylaws, and Motions of Expulsion require a quorum of voting members of the Corporation to be present at the meeting.

**5.3** A quorum will be considered to include members participating remotely and/or by proxy.

## **Section 6. Proxies**

Proxies may be submitted in writing (electronic mail is acceptable) at the beginning of a meeting. Proxies entitle the holder to vote on behalf of a non-present member. Proxies may specify how the holder will vote in certain elections or on certain motions, or else may allow the holder to vote however they deem appropriate.

## **Section 7. Remote Participation**

The Corporation will make reasonable efforts to accommodate the participation of members not physically present, through teleconference or other means determined to be feasible by the Board of Directors.

### **Section 8. Publications**

The minutes of the annual and special meetings, the financial statements, and the budget of conventions, projects, and events will be made available to the public on the Corporations web site.

## **Article IV. Directors and Officers**

### **Section 1. Directors**

The Corporation shall have seven Directors to supervise the business of the Corporation.

**1.1** Directors shall normally be elected for terms of two years.

**1.2** If more than half the directors are to be elected at any annual meeting of the Corporation, then up to half (rounding up) of the total number of Directors will be elected for a two-year term, and the remainder will be elected for a one-year term.

**1.3** The Directors of the Corporation will approve the budget of any convention, event, or project of the corporation, and will set a spending limit for any chosen manager.

**1.4** In all cases, no officer of the Corporation may spend, or commit to spend, more than \$50,000 without the approval of the Directors.

**1.5** Directors must be members of the Corporation. The number of Directors shall not exceed the number of members of the Corporation.

### **Section 2. Officers**

The Corporation shall have three elected officers who are authorized to manage the day-to-day operations of the corporation.

#### **Section 2.1. President**

**2.1.1** The President shall be the chief executive officer of the Corporation and shall be responsible for management of its business.

**2.1.2** The President must be an elected director of the Corporation.

**2.1.3** The President will chair the meetings of the Corporation and of the Board of Directors. However, the President may select a deputy for this purpose, as outlined in Article IV, Section 6.

#### **Section 2.2. Treasurer**

**2.2.1** The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall

**2.2.1.a** receive, disburse, and account for all funds and assets of the Corporation.

**2.2.1.b** present an accurate and complete statement of the financial status of the Corporation to each annual meeting of the Corporation.

**2.2.1.c** keep a record of each member of the Corporation, including the name, address, and membership status.

**2.2.2** The Treasurer need not be a member or director of the Corporation. Holding the office of Treasurer does not automatically grant the right to vote as a member or director.

**2.2.3** The financial reports of conventions, events, and projects will be the responsibility of the convention, event, and project managers, and will be incorporated into the financial statements of the Corporation.

**2.2.4** The Treasurer may, if required by the board or by law, hire paid assistants or professionals to prepare required financial statements or other reports.

### **Section 2.3. Secretary**

**2.3.1** The Secretary shall be an officer of the Corporation for purposes of law. The Secretary shall

**2.3.1.a** keep the minutes of meetings and all other legal papers and records of the Corporation.

**2.3.1.b** file such reports as may be required by law.

**2.3.2** The Secretary need not be a member or director of the Corporation. However, holding the office of Secretary does not automatically grant the right to vote as a member or director,

### **Section 3. Convention, Event, and Project Managers**

**3.1** The Corporation shall select managers of conventions, events, or other projects to supervise specific activities of the corporation.

**3.2** The election of a convention, event, or project manager by the membership of the Corporation shall constitute the memberships approval of the convention, event, or project.

**3.3** The convention, event, and project managers need not be a member or director of the Corporation. Holding the office of one of these managers does not automatically grant the right to vote as a member or director.

### **Section 4. Deputies**

Each officer of the corporation may name deputies to perform their responsibilities in their absence. The officer remains responsible for the actions of the deputy in the conduct of the business of the corporation.

### **Section 5. Acting Officers**

The Board of Directors may appoint acting officers to replace those who have resigned, died, or been removed from their positions. Acting officers will be replaced by election at the next annual or special meeting of the Corporation.

### **Section 6. Election**

**6.1** The Directors, President, Treasurer, and Secretary of the Corporation will normally be elected for terms of two years (except as noted in Article IV, Section 1.2).

**6.2** Convention, event, and project managers will normally be elected or appointed for the duration of the project, or for a fixed period determined by the Board of Directors prior to the election, or for four years, whichever is less.

**6.3** If an officer is appointed to replace another who has resigned, died, or been removed, then at the next annual or special meeting of the Corporation, a new officer will be elected to serve the remainder of the specified term of office.

**6.4** Any vacancies on the Board of Directors will be filled at the next annual or special meeting of the Corporation.

### **Section 7. Removal from Office**

7.1 The members of the corporation may remove any officer of the Corporation at an annual or special meeting. A two-thirds vote of the members present is required to remove an officer or director from their position.

7.2 Removal of Board Officers and Board Directors can be done by the Board of Directors. A two-thirds votes of the Board of Directors is required to remove an officer or director from their position.

### **Section 8. Meetings of Directors**

The Directors of the Corporation will meet at least twice a year, at a time determined by the board, or by the President if the Board has not chosen a usable date. The Board of Directors will present an annual report to the membership of the Corporation at the annual meeting.

## **Article V. Amendment**

### **Section 1. Process**

These by-laws may be amended by the membership at any annual or special meeting of the Corporation.

### **Section 2. Supermajority Required**

By-law amendments require a minimum vote of two-thirds of the voting members of the corporation to be accepted.