

RENO CONVENTION FANDOM, INC. (RCFI)

BYLAWS

Adopted December 18, 2008

I. Purpose and Powers of the Corporation

This corporation is organized for literary and educational purposes, to promote science and science fiction fandom, including (but not limited to) holding conventions, meetings and exhibits.

The Corporation has the general powers allowed by Oregon nonprofit corporation law ORS Chapter 65, or the corresponding provisions of future Oregon law. Notwithstanding the above, the Corporation shall not engage in any activity that is not permitted by §501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, relating to tax-exempt corporations.

The Corporation shall have no members.

II. Board of Directors

1. The Board of Directors makes decisions concerning the legally-required activities of the Corporation, including, but not limited to:
 - a. Appointing the chair and treasurer of any RCFI events;
 - b. Appointing the Officers of the Corporation; and
 - c. Other items relating to the execution of the corporate purpose.
2. All decisions need only a simple majority of the Board unless otherwise stated.
3. Event chairs and treasurers shall be appointed to terms of no more than four years.
4. Event chairs and treasurers of an RCFI event may be removed only by a 2/3 vote of the Board, not including the person being removed.
5. Each Director shall serve a five (5) year term. Directors may be reappointed upon expiration of their term. To qualify as a Director, a person must be at least 18 years of age.
6. To become a Director, a person must:
 - a. Be appointed by the President within the first six months of RCFI incorporation,
or
 - b. Win a majority of the Directors' votes at a duly-called meeting of the Board.
7. The Board of Directors shall consist of the Officers of the corporation, and additionally up to no more than fourteen (14) additional Directors. The Board will fix, by resolution, the exact number of Directors within the above limits. The initial total number of Board members shall be 13, including the officers.

8. The initial Board of Directors shall consist of:
 - Patricia Wells, President
 - Ruth Sachter, Secretary
 - John Lorentz, Treasurer
 - Arthur Chenin
 - Aaron Curtis
 - Vince Docherty
 - Don Glover
 - Colin Harris
 - Mark Herrup
 - Tammy Lindsley
 - Jim Mann
 - Theresa Renner
 - Ben Yalow
9. Directors may be removed by a 2/3 majority vote of the Board of Directors, or as provided in ORS Chapter 65. Notice of such proposed removal must be given to the person whose removal is sought at least seven (7) days prior to the meeting at which the removal is to be voted on.

III. Officers

1. Officers of the Corporation shall be President, Secretary, and Treasurer, and such other officers as the Board of Directors deems necessary.
2. Officers of the Corporation are appointed by the Board of Directors, under standing rules adopted by the Board.
3. Officers shall serve a term specified by the Board of Directors, not to exceed eighteen (18) months unless reappointed by the Board.
4. The initial Officers of the corporation shall be: Patricia Wells, President; Ruth Sachter, Secretary; and John Lorentz; Treasurer. Their terms shall last through the first scheduled meeting of the Board of Directors.
5. Officers may be removed as provided in ORS Chapter 65.

IV. Duties of Officers

1. President:
 - a. The President shall arrange agendas for and preside at meetings of the Board of Directors.
 - b. The President shall have charge of the business of the Corporation in accordance with these Bylaws and the Articles of Incorporation. In all cases the President shall be bound by the policies established by the Board of Directors.
 - c. The President shall sign or otherwise approve all legal documents and contracts.
2. Secretary:
 - a. The Secretary shall maintain records of the proceedings of all meetings and shall discharge other appropriate functions as the President or Board of Directors shall direct.

- b. The Secretary shall carry out official correspondence, preserve written records (except financial records), provide notice of meetings of the Board of Directors, publish the Annual Reports and shall record all votes.
 - c. The Secretary shall have charge of maintaining and supplying copies of the Articles of Incorporation, Bylaws, minutes of meetings, the Annual Report, and other official papers of the Corporation.
 - d. The Secretary shall inform Directors and Officers of the time and place of regularly scheduled board meetings at least fourteen (14) days before each meeting. Notice may be given by e-mail, phone, letter, or posted on the RCFI web site.
 - e. Directors and Officers shall be informed of emergency meetings at least twenty-four (24) hours prior to the meeting.
3. Treasurer:
- a. The Treasurer shall receive, record, and safeguard all monies paid to RCFI.
 - b. The Treasurer shall keep full and accurate books of account of all financial transactions of the Corporation, shall open these books for inspection at any time deemed necessary by the Board of Directors and shall render a financial statement when called upon by the Board of Directors.
 - c. The Treasurer shall pay all bills duly approved by the Board of Directors, and see that appropriate legal and tax forms are filed and taxes, fines, fees or other levies are paid.
4. Other positions may be created and persons appointed thereto by the Board of Directors.
5. All legal instruments and other obligations of the Corporation shall be executed, countersigned, or otherwise approved by the President, and a copy must be provided to the Secretary.
6. The Officers are responsible for maintaining appropriate records to account for all property purchased for, or owned by the Corporation, and for corporate activities in general.

V. Board Meetings

1. The Board of Directors shall hold regular meetings on dates and times set by a vote of the Board. Meetings may be attended in person or by electronic means (speaker phone, IRC or other similar means).
2. The date of a regularly scheduled meeting may be changed by the RCFI President on an emergency basis following consultation with the Board.
3. Directors must be informed by the Secretary of the time and place at least fourteen (14) days before each regular meeting. Notice may be given by email, phone, letter or posted on the RCFI web site.
4. Emergency meetings may be called by request of at least two of the Officers and at least four additional Board members. Directors shall be informed of emergency meetings at least twenty-four (24) hours prior to the meeting. Business conducted at an emergency meeting shall be considered official.
5. Directors may vote by proxies carried by other attendees of the meetings, if they are not themselves able to attend.

6. Quorum for a meeting shall be at least 50% of the membership of the Board of Directors, represented either in person, by phone or electronically or by a proxy held by another Board member.

VI. Annual Report

The Secretary shall prepare and publish the Annual Report of the Corporation, as required under ORS Chapter 65, on or before June 21st of the year following the fiscal year for which the Report is prepared. The Secretary shall solicit, and the other Directors shall supply as necessary, information required for the Report.

VII. Bylaws

The Bylaws of this Corporation may be adopted, amended, or rescinded in whole or in part by at affirmative vote of a two-thirds majority of the Board.