

Bylaws for Thanksgiving Science Fiction Society

1. Mission Statement - Thanksgiving Science Fiction Society (TSFS) is an organization for people who are interested in science fiction, speculative fiction, fantasy, and related genres (SF/F) in all forms. TSFS's primary goals are to provide a community interested in listed media, and to:

- a. promote SF/F, with particular attention to materials of and by women creators;
- b. provide forums for interested people and their friends to share their interest in SF/F;
- c. promote SF/F within the general populace.

2. Regular Meeting; definition - Unless the organization directs more frequent meetings, the regular meetings of TSFS shall occur:

Meetings at a minimum of once a month in September and October (or once monthly two months prior to Chessiecon, should the time of Chessiecon change), to serve as planning meetings for Chessiecon; one in December (or, within a month after Chessiecon, should the time of Chessiecon change), to serve as a debrief of Chessiecon; otherwise, once a calendar quarter, as is convenient for the membership.

Meeting times and locations shall be announced in advance, by electronic or print means, eg, e-mail list, website or newsletter. Emergency changes may occur and are to be announced via all appropriate channels.

In the following paragraphs, when "confidentiality of member data" is mentioned it means that the names, street addresses, e-mail addresses and other contact data of all members shall not be provided to any outside individual or organization, by any means or form, e.g., sold, traded, lent, or given, except as necessary and provided for by law or contract. Further, such data shall not be made available to other members, except as:

- a. Such data specifically released by individual members for inclusion in a membership directory, should the organization decide to issue one, and,
- b. Individual membership data shall be provided to an Officer or Trustee as necessary for the performance of their duties as Officer or Trustee. In this case, said Officer or Trustee shall safeguard the member data as previously outlined.

3. TSFS shall recognize two levels of membership:

- a. An associate member is someone who has paid the appropriate dues, and has not been asked to vacate a business meeting or been removed from the convention Chessiecon for cause. An associate membership of TSFS has the following benefits and privileges:

- a.1. Receives the TSFS newsletter, should the membership decide to issue one;
- a.2. Receives (and can choose to be included in) the TSFS Membership Directory, should the membership decide to collate and issue one;
- a.3. Is allowed to attend the annual convention, with the current working title of Chessiecon.

- b. A voting member is someone who has paid the associate membership dues, and who has either: a) been a founding member of the corporation or b) further attended at least two business meetings of the corporation in the previous calendar year, has not been asked to vacate a business meeting or been removed from the convention Chessiecon for cause, and has indicated in writing to the corporation a desire to become a voting member. Such membership will take effect when the corporation receives the written request. A voting membership of TSFS has the following benefits and privileges:

- b.1. The benefits and privileges of an associate membership;
- b.2. The right to vote on financial, organizational, and business issues affecting TSFS;
- b.3. Is eligible to be an officer or trustee of TSFS;
- b.4. Receives special discounts or benefits arranged for organization members.
- c. A founding member is a person who has attended one or more of the foundational business meetings for the organization, and who has paid the \$20 capitalization fee.

4. Voting

- a. After the acceptance of the by-laws of the corporation, the following rules shall apply:
- b. Non-Bylaw changing proposals must be announced at the meeting prior to the vote and announced through all official communication methods in the intervening period. Amendments to such proposals may be offered up to an appropriate deadline decided by the officers of the corporation, which may be the business meeting at which such a proposal is voted on.
- c. Bylaw changes must be announced at a business meeting two meetings prior to the vote. The first business meeting following the proposal must include time to review and discuss the proposal, and any proffered amendments must be voted on at this time. At the second business meeting following proposal, the proposition must be voted on without alteration. The proposal, with any accepted amendments, must be announced through all official communication methods in the intervening periods.
- d. A written proposal for vote must be provided to the Secretary and an exact copy to the President or Vice-President at the meeting where the proposal is made, and that exact text provided by e-mail to the appropriate corporation officers, if at all possible.
- e. Quorum. For a vote to be valid a minimum of 2 officers/trustees and 25% of the voting membership must cast votes on the issue. Vote may be cast by members attending the meeting in-person, by electronic means (video chat), or by proxy. Proxy ballots may be cast by giving a vote on paper (including email which can be printed) to the person running the meeting prior to when the vote is taken. Proxy ballots must include the member's full name, information identifying each issue, and the member's vote. Proxy ballots may be designate the vote as "only as explicitly directed" on each issue, as "vote the designee's conscious" on each issue, or any mix the absentee member writing out the proxy ballot directs. A good faith effort will be made to gather proxy ballots.
- f. A proposal passes if a simple majority votes yes.
- g. An emergency vote may occur to accomplish organization business at a regular organization meeting under the following circumstances:
 - g.1. The proposer must make a good faith effort to inform the membership of the upcoming vote and must document their efforts at the time of making the proposal.
 - g.2. A $\frac{3}{4}$ majority of votes by members must be cast in favor at the meeting to allow the emergency vote.
 - g.3. An emergency vote passes if a $\frac{3}{4}$ majority of votes cast on the issue are in favor. Proxy ballots will be accepted with the same restrictions as for regular votes. A minimum of 25% of the current membership, must cast votes on the issue for the vote to be valid.
- h. Elections for Officers and one trustee position shall be held regularly at the January meeting or first January regular business meeting of a calendar year.

5. Trustees

- a. Oversight of the organization shall be vested in a board of three trustees, unless the membership shall feel it necessary to provide a

larger number. If such is felt necessary, additional trustees shall be added to the board in pairs.

b. A trustee shall be a founding member, or shall have been a voting member in good standing for not less than two continuous years prior to assuming the office of trustee. Trustees may serve for any number of terms.

c. Excepting the founding trustees, a trustee serves for an approximately three-year term, beginning said term immediately following the meeting at which the trustee was elected, and ending at the January meeting providing the vote for replacement. One founding Trustee shall instead serve a one-year term, and another shall instead serve a two-year term.

d. Trustees shall have access to corporation records on demand, but shall maintain the confidentiality of the membership data, except as necessary to the performance of their duties. All trustees must keep records of correspondence and samples of materials used in the performance of their office and make these available for review by the membership, should the membership request such by majority vote at a regular business meeting. All trustees must insure that all data relevant to their office is backed up regularly offsite.

6. Officers

a. An officer of TSFS must be a voting member of TSFS in good standing, as outlined above.

b. TSFS shall have four or five officers, elected by the membership for a term of approximately one year to begin immediately following the meeting at which the officers were elected, and ending at the January meeting providing the vote for replacement. Officers may serve for any number of terms. An individual may not hold more than one office at a given time, except as noted in paragraph c.5., below. Candidates must announce their desire to run at or before the November Chessiecon. Candidates are encouraged to submit platform and qualification statements in writing to the Secretary in time for the December newsletter, should the membership decide to issue one.

c. The four or five officers are:

c.1. President: Chairs TSFS meetings and insures that the organization is informed regarding the enactment of organization decisions. Sets the agenda for each business meeting.

c.2. Vice-President: chairs the TSFS meeting in the absence of the President, and acts as recording secretary keeping the business meeting minutes during any meeting chaired by the President.

c.3. Corresponding Secretary: Acts as recording secretary by keeping the business meeting minutes at all TSFS meetings chaired by the Vice-President. Secretary Maintains archives of minutes. Makes these archives available to the membership on request. Creates, updates, and makes available a quarterly calendar of upcoming TSFS events. Issues the newsletter, should the organization decide to issue one. Manages incoming mail, electronic or physical, except as necessary under paragraph c.5, below. Maintains TSFS membership lists and insures that a current membership list is available at each regular meeting. Generates mailing labels and renewal notices for mailings. Generates regular membership directories, should the organization decide such is necessary. Maintains confidentiality of member data.

c.4. Treasurer: Manages, monitors, and reports on the financial activities of the organization. Reports monthly on the organization's financial status. Provides detailed written reports annually and as requested. Insures that organization bank accounts have multiple signatories, who shall be officers of the organization and who cannot all

reside at the same address.

c.5. Resident Agent: maintains proper contact between state and/or Federal regulatory authorities and the organization. This position may be combined with the position of one of President, Vice-President, Treasurer or Trustee. If one officer fills both the Resident Agent and any other office, said officer may not also fill a third office. Maintains and updates copies of the current by-laws, and makes copies of such available to the membership upon request.

All elected officers must keep records of correspondence and samples of materials used in the performance of their office and make these available for review as requested. All officers must insure that all data relevant to their office is backed up regularly offsite.

d. Resignation or Departure of an Officer or Trustee

d.1. Any Officer or Trustee may resign his or her position at any time during the term of office. If an officer resigns as of a future date, the committee may vote to remove them at any time. Such a vote may be considered an emergency vote as outlined in section 4.g.

Announcements regarding the loss of an Officer due to resignation, departure or removal shall be made as immediately as possible, either by electronic notification to the mailing list, newsletter announcement or at the next regular TSFS Meeting. Nominations for the position being vacated must be made by the end of the regular meeting following the announcement and candidates are encouraged to provide a written statement and platform for publication in the newsletter, mailing list, or website as appropriate. A Special Election to fill the vacancy will occur at the meeting following the meeting where nominations are due.

d.2. In the event that an officer role must be filled temporarily prior to the Special Election, a temporary officer may be appointed by a majority vote of the Trustees, and shall serve until replacement by vote at the Special Election.

d.3. Any Officer or Trustee elected at a Special Election will only serve through the remainder of the original Officer's or Trustee's term.

e. Involuntary Removal of an unresigned Officer - The Trustees may call for the removal of an unresigned Officer in the following manner:

e.1. The Trustees shall meet separately from the membership at large, and shall, upon majority vote among themselves, advance a proposal to remove the offending officer, providing such a proposal and any reasons and evidence at a regular TSFS Meeting.

e.2. The proposal must be seconded by any voting member who is not an officer or Trustee at that time to become valid.

e.3. The Officer in question may present their defense both at the same meeting as the proposal is made, and at the following meeting prior to the actual vote.

e.4. Both the Trustees and the Officer are encouraged to make written cases for presentation in the newsletter or e-mail list prior to the vote.

e.5. A valid proposal for removal must appear in the newsletter or e-mail prior to the actual vote.

e.6. At the meeting following the proposal, a vote will be taken regarding removal. The removal occurs if a majority of votes cast are in favor of removal.

e.7. All other standard voting provisions regarding minimum number of votes, eligibility to vote, and proxy voting are in effect.

e.8. The Trustees must make a good faith effort to inform the membership of the upcoming vote and must document their efforts at the time of making the proposal.

f. Immediate Removal of an unresigned Officer or Trustee- Any voting member who is not an Officer or Trustee may call for the immediate removal of an unresigned Officer or Trustee in the following manner:

f.1. A proposal for immediate removal is made and any reasons and evidence is presented at a regular TSFS Meeting.

f.2. A $\frac{3}{4}$ majority of voting members present at the meeting must approve voting on the proposal to continue.

f.3. If voting on the proposal has been approved by a $\frac{3}{4}$ majority of members present at the meeting, a vote on the proposal to remove will occur.

f.4. All voting members present, excluding the Officer or Trustee in question, are eligible to vote on the proposal.

f.5. A proposal to immediately remove an Officer or Trustee passes only if ALL eligible voters present vote in favor. An abstention counts against passage.

f.6. A minimum 25% of the current voting membership must cast a vote on the proposal for the vote to be valid.

7. Non-elected Positions

a. The non-elected positions of conchair and assistant conchair are filled by TSFS voting members. The rules that apply to Officers also apply to these positions, except for rules regulating elections and terms of office, and the filling more than one non-elected position by the same member at the same time.

b. These positions are filled by volunteers. If more than one TSFS member wishes to volunteer for one of these vacant positions, an election will be held to choose the TSFS member to fill the position.

c. All other convention-related non-elected positions (i.e. convention department heads) may be appointed, removed, or replaced at the discretion of the conchair and assistant conchair. If the conchair and assistant conchair cannot come to an agreement, the appointment, removal, or replacement will be put up for a committee vote.

8. Projects and Committees - Committees or Projects that the organization chooses to pursue to accomplish organization business via vote, function under the following rules:

a. The goals and authority of the committee are defined by the organization as part of the approval vote for a committee to be formed.

b. The committee chair is decided upon by the organization at time of approval - but may be changed by the committee or the organization at a later date.

c. The committee chair must be a current voting member of TSFS.

d. Funds may only be approved by the organization, either at initial committee approval or upon future requests.

e. If an advance of funds is required, it can be approved as part of the initial proposal or at a later date by organization vote.

f. Any person receiving an advance of funds must be a current TSFS member.

g. Any advance must be covered by receipts turned in to the Treasurer; or the person who received the advance must pay back the difference to the organization.

h. Receipts are required for all funds paid out by the organization.

i. The committee can spend approved funds without additional organization approval.

j. The committee must make a report to the organization at meetings when called upon.

k. Progress reports shall be included in the meeting minutes.

l. It is recommended that initial proposals, budgets, and progress reports be made available in writing (preferably in electronic form) to the person handling the minutes.

9. Founding Officers and Trustees

The following people are recognized as founding officers and trustees of the organization:

Trustee, 1 year Term:

Joanna Dionne, residing in Bowie, MD

Trustee, 2 year Term:

Jeraldine L Rorstrom-Lee, residing in Takoma Park, MD

Trustee, 3 year Term:

Eric J Fleischer, residing in Silver Spring, MD

President:

S Elektra Hammond, residing in Odessa, DE

Vice-President/Webminister:

Amber J Dionne, residing in Bowie, MD

Recording Secretary:

Kim Toyofuku, residing in Laurel, MD

Treasurer/Resident Agent:

Samuel J Hogan, residing in Gaithersburg, MD

10. Additional Items

As necessary, decided upon at a regular business meeting.

11. Finances

a. A budget for the annual convention must be prepared by the conchair and assistant conchair for review no later than the January business meeting, to be voted on at the following business meeting as outlined in section 4.b. Expenses totaling no more than 25% of the previously approved budget category may be assumed to be approved in the intervening time.

b. Capital expenses totaling no more than \$800 in one year may be approved by the conchair. Capital expenses beyond \$800 must be put to a committee vote as outlined in section 4.b.