

**Bylaws of the Seattle Westercon Organizing Committee  
superseding all previous versions as of  
November 07, 2009**

**Article I. Name and purpose**

**Section 1.** The name of this organization shall be the Seattle Westercon Organizing Committee.

**Section 2.** The Seattle Westercon Organizing Committee (hereafter referred to as the Committee or SWOC) is organized exclusively for charitable, educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service Code of 1986, as amended.

**Section 3.** The purpose of the Committee shall be to make all arrangements necessary for the selection of a venue within the Pacific Northwest as the site for Events including, but not limited to, the West Coast Science Fantasy Conference (hereafter referred to as Westercon) pursuant to the procedures outlined by each Event's bylaws (if applicable), as well as to make all arrangement necessary for the effective execution of that Event as a forum for discussion and appreciation of science fiction and fantasy, the arts, literature, science, and related topics through the congregation of fans, lectures, films exhibitions, workshops, and similar activities. All such Events sponsored by SWOC must fall within SWOC's status as a literary, charitable, and educational organization.

**Article II. Board of Directors**

**Section 1.** The governing authority and responsibility for the Committee shall be vested in a Board of Directors, which shall be comprised of seven persons elected from the membership of SWOC.

**Section 2.** The Board of Directors shall be responsible for the following:

- A. Administration and supervision of all financial, operational and internal affairs concerning the Committee
- B. Meet no less than quarterly to review the internal affairs of SWOC sponsored Events. Set policy and provide guidance to the Event Chairs of those events on all subjects as required or requested. At least two (2) of these meetings per year must be public (see Article IV Section 1b).
- C. Conduct business on behalf of the Committee.

**Section 3.** The term of office for all directors shall be defined as follows:

- A. The term of office shall be two years.
- B. Terms will be staggered such that in even numbered years, three positions will be open and in odd numbered years, four positions will be open.
- C. In the event that a director position becomes vacant, an emergency vote may take place at the next general meeting (see Article IV Sections 1b & 4) to fill that position for the remaining time of that position's term.

**Section 4.** Officers of the Board of Directors shall be as follows: Chair, Vice-Chair, Treasurer, and Secretary. All offices shall be filled from within and by vote of the Board of Directors. These offices shall be considered the Executive Committee of the Board of Directors. Other offices may be created or eliminated by a majority vote of the Board, but the Executive Committee may only

be altered by an amendment to this document. The term of office for all Executive Committee shall last until the next annual Board of Directors election.

**Section 5.** The Directors of the Committee must be elected by a vote of the Committee. The positions to be filled shall be filled by the top vote-getters equal to the number of positions available. In the event of a tie, the chair of the meeting shall cast the deciding vote. All elections must be ratified by the Committee to be official. All electees shall take office immediately upon ratification of the election.

### **Article III. Duties of Officers**

**Section 1.** The duties of the Chair of the Board of Directors shall include, but not be limited to, the following:

- A. Arrange agendas for and preside over each meeting of the Board of Directors and the Committee.
- B. Be responsible for the effective execution of the decisions of the Board of Directors and the Committee.
- C. Supervise the activities of other officers on the Board of Directors as well as the Event Chairs.
- D. Act as Spokesman for the Board of Directors

**Section 2.** The duties of the Vice-Chair of the Board of Directors shall include, but not be limited to, the following:

- A. Act as Chair in the Chair's absence.
- B. Supervise the activities of Subcommittees created by the Committee and the Board.
- C. Prepare and present a report on subcommittee activities at each Committee meeting.

**Section 3.** The duties of the Treasurer of the Board of Directors shall include, but not be limited to, the following:

- A. Supervise the financial activities of the Board of Directors.
- B. Prepare and present a financial report at each meeting of the Committee.
- C. Prepare budget reports for publication as necessary.

**Section 4.** The duties of the Secretary of the Board of Directors shall include, but not be limited to the following:

- A. Take minutes at each meeting of the Committee.
- B. Present the minutes of each meeting at the following meeting for acceptance.
- C. Oversee publication and distribution of all official Board of Directors' publications.

**Section 5.** Other duties may be assigned, as needed, by majority vote of the Committee.

## **Article IV. Meetings**

### **Section 1.** Meetings shall be defined as follows:

- A. Meetings of the Board of Directors (hereafter referred to as Board meetings) may be called at the discretion of the Chair, or by the Vice-Chair if acting in the absence of the Chair. If both the Chair and the Vice-Chair are incapacitated or otherwise unavailable, an emergency meeting may be called under the provisions of Article IV, Section 6a of these bylaws.
- B. Meetings of the General membership (hereafter referred to as General meetings) may be called at the discretion of the Chair, or by the Vice-Chair if acting in the absence of the Chair. If both the Chair and the Vice-Chair are incapacitated or otherwise unavailable, an emergency meeting may be called under the provisions of Article IV, Section 6b of these bylaws.
- C. Meetings of any Subsidiary Committees (hereafter referred to as Subcommittee meetings) may be called in accordance with the Subcommittee's respective bylaws or operational procedures.

### **Section 2.** Meetings shall be determined official by the following:

- A. For Board meetings, A quorum of no fewer than four (4) voting members of the Board of Directors, one of whom must be an officer of the Board, must be present for business conducted at that meeting to be considered official.
- B. For General meetings, A quorum of no fewer than ten (10) voting members of the Committee – of which at least two (2) must be voting members of the Board of Directors, one of whom must be an officer of the Board of Directors – must be present for business conducted at that meeting to be considered official.
- C. For Subcommittee meetings, A quorum—as determined by the Subcommittee's respective bylaws or operational procedures—of voting members must be present for business conducted at that meeting to be considered official.

### **Section 3.** Rules of procedures for Board and General meetings shall be determined by the chair of the meeting.

### **Section 4.** Voting members should be notified no less than seven (7) days prior to each General meeting. Board members should be notified no less than seven (7) days prior to each Board meeting.

### **Section 5.** The Chair of a Board or General meeting may not make a motion, second a motion, or vote, except in the case of a tie. The Chair may, however, nominate or second the nomination of individuals for offices.

### **Section 6.** Emergency meetings may be called in accordance with the following:

- A. Emergency meetings of the Board of Directors may be called by any member of the Executive Committee with less than seven (7) days notice and a reduced quorum of three (3) voting members, one of whom must be an officer of the Board. Business conducted at an emergency Board meeting shall be considered official subject to ratification by the Board at the next regular Board meeting.

- B. Emergency meetings of the General membership may be called by a petition of no less than one-half of the voting members of the Committee. This meeting must be in accordance with Article IV Section 2b to be considered official subject to ratification by the Committee at the next regular General meeting.
- C. Emergency meetings of Subcommittees may be called in accordance with the Subcommittee's respective bylaws or operational procedures.

## **Article V. Committee Structure**

**Section 1.** The Committee shall consist of two types of members: advising and voting, to be defined as follows:

- A. Advising members of the Committee shall be those individuals who have attended at least one (1) Board, General or Subcommittee meeting of SWOC in the prior two (2) year period. Advising members may consult in matters of policy and procedure. Advising members cannot vote. Advising members may not be entitled to all mailings and promotions offered by the Committee.
- B. Voting members shall be those individuals who meet the following requirements:
  - i. Have attended at least two (2) Board or General meetings of SWOC in the prior two (2) year period.
  - ii. Purchased a membership to at least two (2) SWOC sponsored events in the prior two (2) years OR paid any applicable voting or membership fees as determined by the Board. Such fees are payable upon ratification of the membership or on the first day of the anniversary month of the member's ratification.
  - iii. Have been ratified by a majority vote of the Committee.
- C. Voting Board members must be members of all events sponsored by the Committee.
- D. An advising or voting member of the Committee who has not met the requirements of their respective memberships will lose their membership.

## **Article VI. Event Structure**

**Section 1.** Complete authority to plan and execute an event sponsored by the Committee shall be vested in a single individual to be known as the Event Chair.

**Section 2.** The Event Chair shall be selected or ratified by, and report to, the Board of Directors.

**Section 3.** The Event Chair shall have complete authority to create and eliminate positions and offices as regard to his/her event, as well as authority to recruit, hire and fire all personnel except those that have signatory authority to the Event or the Committee. Such positions may only be hired/fired subject to review by the Board of Directors.

## **Article VII Indemnification and Liability**

**Section 1.** To the fullest extent permitted by the Washington Nonprofit Corporation Act, the corporation shall indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending or completed criminal, civil, administrative or investigative action, suit or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of the fact that he she is or was a director or officer of the corporation, or is or was serving at the request of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonable incurred in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed

to be in or not opposed to the best interest to the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful, except that no indemnification shall be adjudged in such action, suit or proceeding o be liable for negligence or misconduct in the performance of his or her duty to the corporation.

#### **Article VIII. Removal of Directors and Event Personnel**

**Section 1.** Directors may be removed from office for cause by a two-thirds vote of the Board of Directors. 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. Vacancies created by removal, resignation, death or disability shall be filled in accordance with these bylaws.

**Section 2.** Event staff that does not have signatory authority to their respective Event or the Committee may be removed from office for cause in accordance with the Event's respective bylaws or operational procedures.

#### **Article IX. Amendments, Adoption, Supersession and Notification**

**Section 1.** Amendments to these bylaws may be made by a two-thirds vote at two successive meetings of the Committee and the unanimous approval of the Board of Directors.

**Section 2.** These bylaws shall be considered adopted upon a two-thirds vote at two successive meetings of the Committee and the unanimous approval of the Board of Directors.

**Section 3.** These bylaws may be superseded by a two-thirds vote at two successive meetings of the Committee and the unanimous approval of the Board of Directors.

**Section 4.** Notification must be given to the voting membership at large no less than 7 days prior to any vote to amend, adopt or supersede these bylaws.