

Phandemonium Bylaws

Ratified as of February 4, 2021

1. Statement of Purpose – This Educational Illinois Not-For-Profit Corporation exists to hold an annual regional Science-Fiction Convention (Capricon); to promote Science Fiction as a literary genre; to promote the Fannish community in the Chicago region; and to ensure the convention maintains reasonable financial goals.

2. Nonprofit Organization Intent
 - - a. *Inurement of Income.* – No part of the net earnings of the Corporation shall inure to the benefit of, or to be distributed to, its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
 - b. *Legislative or Political Activities.* – 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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.
 - c. *Operational Limitations.* – Notwithstanding any other provisions of the articles, the Corporation shall not carry on any other activities not permitted to be carried out (a) by a Corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States

Internal Revenue Law).

3. Procedure for Amendment to the Bylaws – The Board of Directors reserves the right to add to, delete, or modify any clause of the Statement of Purpose, Terms and Definitions, Organization, or Regulations sections of these articles in accordance with the best interests of the Corporation.

The Board of Directors does not have the right to add to, delete, or modify any clause of the Statement of Nonprofit Organization Intent, Procedures for Amendment to the Bylaws, or Procedure for Dissolution sections of these articles except to maintain or clarify compliance with section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) with which compliance is necessary to maintain tax-exempt status.

4. Procedure for Dissolution – Upon the dissolution or liquidation of the Corporation, whether the same be voluntary or involuntary, or upon any distribution whatever of the assets or property, no member, director or officer of the Corporation will be entitled to receive any part of the assets or property of the Corporation remaining after payment of all of its liabilities shall be disposed of by being transferred to such other charitable, religious, scientific, literary, or educational organization or organization which are then exempt under Section 501(c)(3) of the Code, and which are devoted to aims similar or substantially similar to those of the Corporation in such a manner and as may be determined by the Board of Directors.

5. Terms and Definitions

- a. Fiscal Year – The fiscal year for the Corporation begins April 1st and ends on March 31st.
- b. Con Year – The Con Year runs from the beginning of the First fiscal quarter (April 1st) through the end of the last quarter (March 31st).

- c. Fen/Fan/Fandom – Members of the science fiction & fantasy fan communities.
 - d. Policies & Procedures Document – This is a companion document to these Bylaws. The Policies & Procedures document contains detailed specifics regarding the operation of the Corporation and the Convention. The two documents together (Bylaws and Policies & Procedures), establish the framework for the operation of the Corporation.
 - e. Annual Membership – A full membership to the Corporation. The cost is set annually and is granted by purchasing a membership for the full weekend of the Convention.
 - f. Membership Year – The Membership Year runs from the Thursday of the current Convention to the Wednesday prior to the following Convention.
 - g. Quorum – The Quorum for meetings shall be a majority of the members of the Board of Directors.
 - h. Majority/Supermajority. – The number of votes necessary to determine majority or supermajority (3/4) will be based on the number of Board Members physically present for a meeting of the Board of Directors.
6. Organization – The Corporation is made up of the following segments as defined in the Policies & Procedures document:
- a. The General Membership
 - b. Keepers of Valuable Knowledge
 - c. The Convention Staff
 - d. The Corporate Staff
 - e. The Board of Directors, which is made up of nine people as follows:
 - i. The Elected Board Members, who are elected by the general membership. The six elected members each serve a three-year term, with their terms staggered so that two members are elected each year.

1. The Board is led by a President who is one of the six members elected by the general membership. The President of the Board is elected by the Board and serves a one-year term beginning at the start of the Con Year.
- ii. The Treasurer of the Corporation, who is chosen by the Board and serves at the Board's discretion or until they notify the Board in writing of their resignation. At the start of each Con Year, the Board will have a vote of confidence to retain the Treasurer or appoint a new Treasurer. The Treasurer is responsible for maintaining bank accounts, filing and/or maintaining State and Federal forms relating to maintaining the Corporation in good standing, filing annual financial statements to the Board and the State, monitoring expenditures vs. budgets, and maintaining financial records for the period required by State and Federal regulations. Should the office of Treasurer become vacant, the Board shall immediately select a sitting member to fulfill the duties of Treasurer until a new one can be appointed.
 - iii. The Secretary of the Corporation, who is chosen by the Board and serves at the Board's discretion or until they notify the Board in writing of their resignation. At the start of each Con Year, the Board will have a vote of confidence to retain the Secretary or appoint a new Secretary. The Secretary is responsible for taking all meeting minutes and making sure that all Board members and Corporate staff receive copies as well as summarizing them and sending them to the Board President for approval and posting in as public a manner as practical. Should the office of Secretary become

vacant, the Board shall immediately select a sitting member to fulfill the duties of Secretary until a new one can be appointed.

- iv. The Convention Chair (Con Chair) for the convention being held in the current Con Year, who is chosen by the Board and serves at the Board's discretion or until they notify the Board in writing of their resignation. The Chair is the executive responsible for the complete operations of the convention.

7. Regulations

- a. Eligibility. – Anyone is eligible to be a member of the Corporation. To serve as a member of the Board of Directors, additional eligibility criteria must be met as defined in the Policies & Procedures Document.
- b. Regarding the Board:
 - i. Meetings
 1. The annual open meeting of the Board of Directors shall be held at the Convention, at a time and location published in the Convention program book.
 2. The Board shall hold at least three (3) meetings per year, in addition to any meetings held at the Convention. One (1) meeting must be held prior to mid-November. The major business for that meeting is the selection of a Chair Apparent to fill the next open Con Chair position, following procedures as outlined in the Policies & Procedures Document.
 3. All meetings shall be called by either the President or any agreeing majority of the members of the Board of Directors, and must follow notification procedures as outlined in the Policies & Procedures Document.
 - ii. Votes

1. Unless otherwise stated, all votes are simple majority, except any vote to amend or alter the Corporation Bylaws which requires a supermajority.
2. Board Members must be physical present for the meeting in order to cast a vote.
 - (a) Remote voting, via telephone/video conference, may be allowed with concurrence of a supermajority of the voting members of the Board of Directors. This concurrence may be achieved via email sent to all voting members of the Board of Directors prior to a specific meeting, and is only valid for the specified meeting. The emails to approve/reject remote voting shall be attached to the minutes for the meeting in question.