

GNOMECON, INC - BY-LAWS

Original Creation 12/1/11

ARTICLE I

TITLE AND PURPOSE

- A) This corporation shall be named GnomeCon, Inc. (“GnomeCon” or “the Corporation”)
- B) GnomeCon shall be a non-profit 501 (c) (3) corporation organized for educational, literary, artistic and charitable purposes to:
 - 1) act as the business to run science fiction and fantasy convention;
 - 2) promote critical thinking, nurture creativity and literacy, art appreciation, social awareness, and positive group interaction through games, art shows, literary discourse, instructional demonstrations, informative panels, and other media.
- C) The interpretation and implementation of the purposes stated above shall be at the discretion of the GnomeCon Board of Directors (“the Board”)
- D) GnomeCon’s Fiscal year shall be April 1 through March 30.

ARTICLE II

BOARD OF DIRECTORS

- A) The GnomeCon Board of Directors (the Board) shall consist of four Officers: President, Vice President, Treasurer, Secretary (herein known as the Officers); and three general Board positions. Board positions may be added or eliminated as deemed necessary by the Board. All Directors must be in good standing.
- B) Any member of the Board may hold more than one Office at any given time.
- C) The Board Members shall be elected at the beginning of the next Fiscal year during the Annual Meeting. The term coincides with the Fiscal year in which the Board member was elected.
- D) A Board Member may resign by giving written notice (electronic or paper) to the Secretary. Resignations are effective upon receipt of delivery unless otherwise specified in the notice or by the Board.
- E) Except for the Officers any Board position may be left vacant. Officer positions must be filled at the next regular meeting of the Board.
- F) The Officer who has held office the longest shall act as Interim President in the event the position of President is left vacant. The term of the Interim President shall last until the close of the next regular meeting of the Board.
- G) If a Board member anticipates being absent from a Board meeting, the individual will contact the President of the Board as to the reason. Excessive absenteeism (at least three (3) times within a Fiscal year) without a

reasonable excuse may result in that Board member being removed and the position declared vacant. Removal to be decided upon by a majority vote by the Board.

- H) Board vacancies occurring for any reason, may be filled at the next regular meeting for the remaining portion of the Fiscal year.
- I) Any Board member successfully serving three (3) whole terms or more are granted Immortal Membership to all and any GnomeCon events.

ARTICLE III

BOARD OF DIRECTOR RESPONSIBILITIES

- A) The Board shall regulate and supervise the management and operation of GnomeCon. It shall attend to all internal affairs and make such arrangements for carrying on business as it deems best. It shall oversee any lawful acts required to be exercised for the operation of GnomeCon.
- B) The Board shall be authorized to borrow funds, execute evidence of the indebtedness, and secure instruments as may be necessary by resolution to secure such loans.
- C) The Board shall be authorized to enter such rental or lease agreements as necessary for the operation of the GnomeCon. At least three (3) Board Members including the President of the Board and the Treasurer shall have signature authorization on any financial accounts and at least two (2) signatures are required for all checks written.
- D) The Board shall have the power to transact business for GnomeCon. At all meetings of the Board, business shall be transacted by majority vote.
- E) Regular meetings of the Board shall be held monthly. The Board may schedule other regular meetings as the majority of the Board may determine or at any time upon the call of the President.
 - (a) Agendas shall be provided at least two (2) days in advance.
 - (b) In absence of a quorum (at least 51% of active Board members), no formal action shall be taken. Passage of a motion requires a simple majority.

ARTICLE IV

OFFICERS

- A) The President is the Chair of the Board and shall preside at all meetings, appoint committee members, and perform other duties as associated with the office at which s/he is present. The President's duties shall include:
 - 1) assume general and active supervision over the property and business affairs of the Corporation;
 - 2) appoint and supervise agents and advisors, other than those appointed by the Board, and discharge the same;

- 3) sign, execute, and deliver in the name of the Corporation powers of attorney, contracts and other obligations;
 - 4) perform all duties customarily within the scope of President; and
 - 5) perform other such duties as the Board may from time to time prescribe.
- B) The Vice President shall assume the duties of the President of the Board in case of the President's absence.
- C) The Treasurer, whose duties shall include:
- 1) act as liaison between GnomeCon and the Board on all financial matters
 - 2) be a signatory on all GnomeCon accounts;
 - 3) supervise and audit the accounts of GnomeCon and of all related sponsored events;
 - 4) process all appropriate financial disclosures and taxes, and assure their prompt and timely filings and/or postings; prepare yearly budget and monthly financial reports and other reports as required by a non-profit 501 (c) (3)
 - 5) perform all duties customarily within the scope of TREASURER; and
 - 6) perform other such duties as the Board may from time to time prescribe.
- D) The Secretary is the Secretary of the Board, whose duties shall include:
- 1) notify all members of the Board and all interested parties of the scheduling of all meetings;
 - 2) handle any proxy votes.
 - 3) keep minutes of all meetings and discussion sessions of the Board;
 - 4) distribute copies of said minutes to all members of the Board;
 - 5) post copies of said minutes as appropriate and as required by applicable laws and Corporate procedures;
 - 6) accept resignations from members of the Board, and making appropriate notifications regarding such resignations; performing all duties customarily within the scope of Secretary; and
 - 7) perform other such duties as the Board may from time to time prescribe.

ARTICLE V

PUNITIVE MEASURES

- A) Any member of the Board shall be subject to censure by simple majority vote as follows:
- 1) Any member of the Board may present grievance(s) against a Board member. The Board may reject the request for censure if, by majority vote, they deem the allegations spurious, unsubstantiated or insignificant.

- 2) Request for censure results in the requirement that the Board discuss the matter at the next regular meeting, when an appropriate course of action will be determined.
- B) Any member of the Board shall be subject to suspension by simple majority vote as follows:
- 1) The Board reserves the right to suspend any Board member reasonably believed to have engaged in questionable and/or unlawful conduct. Suspension details to be determined by the Board by simple majority vote.
- C) Any Board member can be removed by simple majority vote as follows:
- 1) Any Board member must be given at least 7 days to respond to any allegations prior to action by the Board to remove.
 - 2) At any given meeting, the Board may remove only a single Board member.
 - 3) Board member removal is effective immediately upon resolution of a simple majority vote to remove.

ARTICLE VI

STANDING COMMITTEES

1. The duties of the Committees shall be implied by their titles and as specified by the Board of Directors and The President of the Board.
2. The Board may appoint Ad Hoc Committees as needed; including but not limited to: Nominating, Art Show, Hospitality, Publicity, Website, and Program/Education.

ARTICLE VII

CONFLICT OF INTEREST

Any member of the Board who has financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his/her seat and refrain from discussion and voting on said item.

ARTICLE VIII

CHARITABLE ACTIVITIES

- A) GnomeCon may actively support educational and charitable activities that fall under its stated purposes in Section 2, above. The Board shall designate support of these activities through various forms as deemed appropriate by the Board.

ARTICLE IX
COMMUNICATION

- A) The use of electronic communication is considered sufficient for all corporate communication requirements, including advance notice of meetings and votes, unless otherwise specified by applicable laws.
- B) Any member of the Board may request notification in an alternate format or via a different method. Any such request must be made in writing (electronic or paper) to the Secretary, who shall make a reasonable effort to accommodate such requests.
- C) The official website (“Website”) for GnomeCon is <http://www.gnomecon.org/> and all public corporate documents, as required by applicable laws, are publicly available there.

ARTICLE X
SEVERABILITY

- A) If any part of these Bylaws is found to be legally unenforceable, the rest shall remain in force.

ARTICLE XI
AMENDMENTS

These by-laws may be amended by a two-third vote of Board members present at any meeting, provided a quorum is present and a copy of the proposed amendment(s) are provided to each Board member at least one (1) week prior to said meeting.

ARTICLE XII
DISSOLUTION

Should GnomeCon be dissolved or cease to exist for any reason whatsoever, any and all assets, both physical and monetary, shall be conveyed to one or more 501 (c) (3) non-profit community organizations.

ARTICLE XIII
ADOPTION OF BY LAWS

These updated by-laws shall be effective when adopted by a majority vote of the Board of Directors at the December 2011 meeting.

Amended 5/8/12, 8/14/14