

# Bylaws of the Baltimore Science Fiction Society.

Containing all changes authorized by vote prior to 07-09-2017.

## ARTICLE I - Office

### Section 1: Principal Office.

The principal office of the Corporation shall be in Baltimore, Maryland. [1]

### Section 2: Other Offices.

The Corporation may also have an office or offices in such other place or places as the business of the Corporation may require and the Board of Directors may from time to time appoint.

## ARTICLE II - Meetings of the Membership

### Section 1: Regular Meetings.

(a) Regular meetings of the membership of the Corporation shall be held at least once every three (3) months, for the transaction of such corporate business as may come before such meetings.

(b) A regular meeting of the membership of the Corporation shall be held on a day duly designated by the Board of Directors in September for the purpose of electing directors and officers to succeed those whose terms shall have expired as of the date of such meeting, and for the transaction of such other corporate business as may come before the meeting.

(c) A regular meeting may be called by a majority vote at any meeting of the Corporation membership. The call for any meeting shall provide for the time and location for the meeting to be held.

(d) A regular meeting may be called by the President or by the Board of Directors at any time if either: (1) there are no regular meetings scheduled during the next three months, or (2) the location provided for by a call under Section 1(c) or Section 1(d)(1) of this Article shall become unavailable at the time specified in the call.

### Section 2: Special Meetings.

Special meetings of the members may be called by the President, by the Board of Directors, or by one-third of the Active and Life members of the Corporation. The call for a special meeting shall state the purpose or purposes of the meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

If there has been no meeting of the Corporation during the preceding three (3) months, a Special meeting may be called by any Active or Life member of the Corporation.

### Section 3: Place of Meetings.

All meetings of members shall be held in Baltimore City or Baltimore County. No meeting shall be held outside of Baltimore City or Baltimore County without the approval of two-thirds of the members voting at a meeting of the corporation.

**Section 4: Notice of Meetings.**

Notification of meetings shall be made available to the membership at least 14 days prior to the meeting on the BSFS web site. Any member may request notification via US Postal Service by submitting such request in writing to the corresponding secretary.

**Section 5: Quorum.**

The presence in person of a majority of the Active and Life members of the Corporation, or fifteen (15) Active and Life members of the Corporation shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws. If less than a quorum shall be in attendance at the time for when the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the members present, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

**Section 6: Conduct of Meetings.**

Meetings of members shall be presided over by the President of the Corporation, or, if he is not present, by the Parliamentarian, or, if he is not present, by the Corresponding Secretary, or, if he is not present, by the Recording Secretary, or, if none of the said officers is present, by a Chairman to be elected at that meeting. The Recording Secretary of the Corporation, or, if he is not present, the Corresponding Secretary, shall act as Secretary of such meetings. In the absence of the Recording Secretary and the Corresponding Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

The rules contained in Robert's Rules of Order Revised shall govern the meetings of the Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or with any special rules of order of the Corporation.

**Section 7: Voting.**

At all meetings of the members every member entitled to vote thereat shall have one(1) vote. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation, or by these By-Laws. If the chairman of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of ten percent (10%) of all the members entitled to vote on such election or matter, except as otherwise provided in these By-Laws.

**Section 8: Identity of Members.**

The members of the Corporation shall be composed of the following classes:

- Active membership
- Life membership
- Balticon Membership
- Honorary membership

(a) Active members shall have full membership privileges including: the right to vote, to hold office, to receive all meeting notices, to receive BSFAN, and to attend the Baltimore Science Fantasy Conference (Balticon) without payment of a separate admission fee. To become an Active member, one must have

attended two (2) meetings within the preceding twelve-month period prior to application, and pay pro-rated annual dues when the written application is submitted to the Treasurer.

(b) A Life member shall have all the privileges of Active membership for life. An Active member may become a Life member by payment, of an amount equal to 10 times the current annual dues of an active member, to the Treasurer; this amount may be paid in installments upon application for life membership so long as payment is received within the fiscal year. The Corporation may also bestow Life membership at any meeting of the Corporation by a vote of three- fourths of the members voting.

(c) Balticon members have only limited membership privileges including: the right to attend the Baltimore Science Fantasy Conference (Balticon), to attend meetings, but not the right to vote or hold office. To become a Balticon member one must pay the dues to the Balticon Treasurer.

(d) Honorary members have the same limited membership privileges as Balticon Members including the right to attend meetings, but not the right to vote or hold office. Honorary memberships may be bestowed at any meeting of the Corporation by a majority vote. Honorary memberships will be for a period of one year.

(e) Annual dues shall be fixed by the Board of Directors, with the approval of a majority of the membership entitled to vote. Dues for Fiscal Year 1978 will be ten (\$10) dollars for Active membership and three (\$3) for Associate membership. All renewals of membership are to be paid at the start of the Corporation's fiscal year. New members who join at other times of the year will be charged dues on a pro-rated scale to be voted by the Board of Directors and approved by a majority of the membership. An Active or Associate Member whose dues are delinquent for one month shall no longer be a member of the Corporation. Upon payment of the dues, membership shall be immediately reinstated.

(f) No person shall be denied membership in this Corporation or participation in any of its activities because of race, sex, religion, age or national origin.

(g) Each member shall keep the Corresponding Secretary supplied with a current address to which official correspondence shall be mailed.

## ARTICLE III - Board of Directors

### **Section 1: General Powers.**

The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

### **Section 2: Number and Term of Office.**

The number of directors shall be five (5) or such other number, but not less than three (3) nor more than thirteen (13) as may be designated from time to time by a majority vote of the membership of the Corporation. Directors must be Active or Life members. The directors shall serve for a period of one year or until the next election meeting in September. At each annual election meeting, the successor directors shall be elected to hold office for a term of one year, plus the entire board shall be elected annually.

### **Section 3: Nomination and Election of Directors.**

All members shall be notified of the meeting at which the election is to be held at least twenty (20) days prior to that meeting. All nominations shall be made from the floor at the election meeting. Any Active or Life member may be nominated or may nominate candidates for the Board of Directors. Election shall be by secret ballot. Each Active and Life member may cast a vote for only one candidate per ballot. If no

candidate receives a majority of votes cast on the first ballot, the candidate with the lowest number of votes shall be removed from consideration and a new ballot shall be taken until one candidate receives a majority of the votes cast. Newly elected directors shall assume office at the conclusion of the election meeting if they are present at the meeting or have previously agreed to serve in that capacity. Otherwise they shall assume office when they have been notified of their election and they have accepted.

#### **Section 4: Filling of Vacancies.**

In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause the remaining directors of the Corporation shall call an election either at a special meeting of the membership called for that purpose or at the next scheduled regular meeting of the Corporation. The successor(s) shall be elected in accordance with the procedures set forth in Section 3 of this Article and shall hold office for the un-expired portion of the term of the directors(s) whose place shall be vacant. Similarly, and in the event of the number of directors being increased as provided in these By-Laws, the additional directors so provided for shall be elected by the membership of the Corporation and shall hold office until the next annual election meeting of the members.

Any director may be removed from office with or without cause by the affirmative vote of a majority of the members entitled to vote at any special meeting of members regularly called for the purpose.

#### **Section 5: Place of Meeting.**

The Board of Directors must hold their meetings and have one or more offices, and keep the books of the Corporation within the State of Maryland at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by conference telephone or similar electronic communications equipment in accordance with the provisions of the Maryland Corporation law.

#### **Section 6: Regular Meetings.**

Regular meetings of the Board of Directors may held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed to each director at least three (3) days before the first meeting held pursuant thereto. The annual meeting of the Board of Directors shall be held immediately following the annual members' meeting at which a Board of Directors is elected. Any business may be transacted at any regular meeting of the Board.

#### **Section 7: Special Meetings.**

Special meetings of the Board of Directors shall be held whenever called by any member of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors, by mailing the same at least three (3) days prior to the meeting or by telegraphing the same at least two (2) days before the meeting, to each director; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place and objectives of any special meeting.

#### **Section 8: Quorum.**

A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than 8Ca quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these By-Laws.

#### **Section 9: Required Vote.**

An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

#### **Section 10: Compensation of Directors.**

Directors shall not receive any stated salary for their services as such, but each director shall be entitled to receive from the Corporation reimbursement of the expenses incurred by him in attending any regular or special meeting of the Board, and, by resolution of the Board of Directors, a fixed sum may also be allowed for attendance at each regular or special meeting of the Board and such reimbursement and compensation shall be payable whether or not a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

#### **Section 11: Committees.**

The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, which, to the extent provided shall have and may exercise the powers of the Board of Directors. Such committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

#### **Section 12: Meeting Procedure.**

The Board of Directors will meet a minimum of four (4) times each year. At the first Board Meeting following the general election of the Board members, the Board will conduct a secret ballot and elect one of their member to serve as Chair of the Board. The Chair of the Board will have the duty to ensure that the minimum four (4) Board meetings a year occur, preside at Board meetings, and ensure full debate.

### **ARTICLE IV - Officers**

#### **Section 1: Election, Tenure and Compensation.**

The officers of the Corporation shall be a President, a Parliamentarian, a Corresponding Secretary, a Treasurer, an Assistant Treasurer, and a Recording Secretary, and also such other officers including one or more Vice Presidents and/or one or more assistants to the foregoing officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation. The officers shall be elected annually by the members at the election meeting. All officers shall be members of the Board of Directors. No person shall hold more than one office at a time.

In the event that any office other than an office required by law shall not be filled, or, one filled, subsequently becomes vacant, the such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.

#### **Section 2: Powers and Duties of the President.**

The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties. He shall preside at all meetings of the membership of the Corporation.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ex officio a member of all the standing committees. He shall do and perform such other duties as may, from time to time, be assigned to him by the Board of Directors.

### **Section 3: Powers and Duties of the Parliamentarian.**

The Parliamentarian shall be the final authority on questions of order and shall preside at all meetings of the Corporation in the absence of the President. In the event the President is unable or unwilling to perform their duties, the Parliamentarian shall exercise the powers of the President until such time as the President is able and willing to perform their duties or an election is held restoring the Presidency.

### **Section 4: Powers and Duties of the Corresponding Secretary.**

The Corresponding Secretary shall conduct all official correspondence of the Corporation not delegated to other officers and shall maintain a list of current addresses for all Active, Life, Balticon and Honorary members of the Corporation. The Corresponding Secretary shall give, or cause to be given, notice of all meetings of members and directors and all other notices required by law or by these By-Laws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors or members upon whose written request the meeting is called as provided in these By-Laws. The Corresponding Secretary shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same and shall preside at all meetings of the Corporation in the absence of the President and the Parliamentarian.

### **Section 5: Powers and Duties of the Recording Secretary.**

The Recording Secretary shall keep the minutes of each meeting of the Corporation and of the Board of Directors, shall maintain historical file of all documents relating to the Corporation and shall preside at all meetings of the Corporation in the absence of the President, the Parliamentarian, the Corresponding Secretary and the Treasurer.

### **Section 6: Powers and Duties of the Treasurer.**

The Treasurer shall have custody of all the funds and securities of the Corporation, except as otherwise provided in these By-Laws, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Corporation, taking proper vouchers for such disbursements. He shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall receive reports from the Assistant Treasurer, shall present regular reports to the Corporation on the financial transactions and assets of the Corporation, shall present an annual financial to the Corporation on all funds of the Corporation, shall submit the annual budget to the Corporation for its approval, shall file with the appropriate government agencies all required financial reports, shall maintain the official membership list of the Corporation and shall preside at all meetings of the Corporation in the absence of the President, the Parliamentarian and the Corresponding Secretary.

### **Section 7: Powers and Duties of the Assistant Treasurer.**

The Assistant Treasurer shall custody of the Impress Fund, and he shall keep full and accurate account of receipts and disbursements thereof. He shall take proper vouchers for such disbursements and shall render reports to the Treasurer and to the Corporation and the Board of Directors upon request. In the event of the

inability of the Treasurer to assume his duties, the Assistant Treasurer shall take over his function until such time as the Treasurer is able to perform his duties, or until the next regular election meeting.

**Section 7: Balticon Chair and Vice-Chair.**

The Balticon Chair and Balticon Vice-Chair are full members of the Board of Directors. Election of the Balticon Vice-Chair will occur at the general election.

## ARTICLE V - Corporate Seal

**Section 1: Seal.**

In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have thereon inscribed the name of the Corporation, the year of its organization and the word "Maryland". Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation but each copy thereof shall be in the custody of the Corresponding Secretary.

## ARTICLE VI - Bank Accounts and Loans

**Section 1: Bank Accounts.**

Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all funds of the Corporation so deposited in any bank or trust company, upon checks, drafts or other instruments or orders for payment of money, drawn against the account or in the name or behalf of this Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors, until written notice of the revocation of authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the person by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as herein above provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or Secretary and countersigned by the Treasurer or Assistant Treasurer.

**Section 2: Loans.**

No officers or agents of the Corporation are authorized to effect loans, advances or other forms of credit at any time unless prior approval is obtained from the Board of Directors and a majority vote of the membership of the Corporation.

## ARTICLE VII - Reimbursements

Any payments made to an officer or other employee of the Corporation, such as salary, commission, interest or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service shall reimbursed by such officer or other employee of the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed.

## ARTICLE VIII - Miscellaneous Provisions

### **Section 1: Fiscal Year.**

The fiscal year of the Corporation shall end on the last day of September.

### **Section 2: Notices.**

Whenever, under the provisions of these By-Laws, notice is required to be given to any director, officer or member it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office or letter box, in a postpaid sealed wrapper, addressed to each member, officer or director at such address as appears on the books of the Corporation, and such notice shall be deemed at the time same shall be thus mailed. Any member, director or officer may waive any notice required to be given under these By-Laws.

### **Section 3: Bylaws Preservation.**

The Board of Directors will designate a secure location for storage of an authoritative archival printed copy of the BSFS Bylaws. This location will be obvious and well-known to the general membership. Any change to the bylaws must be written or typed within 24 hours of its passage and placed within this Bylaws archive. The complete bylaws stored may be accurately re-typeset, edited, copied or read from this archive; however, this authoritative copy must be returned to its archive immediately, with minimal delay, and never travel more than 70 feet from the archive location.

## ARTICLE IX - Amendments

### **Section 1: Amendment of By-Laws.**

A proposed amendment to these By-Laws must be submitted in writing at a meeting of the Corporation. The Corporation may then, by a majority vote of the members voting, call for a ratification vote on the proposed amendment at a specified future meeting of the Corporation. All Active and Life members shall be notified of the proposed amendment and of the meeting at which the ratification vote is to take place at least seven days prior to that meeting. A proposed amendment may be amended at the ratification meeting only if the amended amendment changes the By-Laws by a lesser amount than the original proposed amendment. An amendment to these By-Laws requires a vote of two-third of the members voting to be ratified. A ratified amendment shall become effective as a part of these By-Laws at the conclusion of the meeting at which the ratification vote was taken or at any later time specified in the motion to ratify.

[1]. By resolution of the Board of Directors in Feb. 1999, the principal office of the Corporation was designated as 3310 E. Baltimore St. Baltimore, MD; mailing address P. O. Box 686 Baltimore, MD 21203. The Corporation's resident agent was designated by the Board of Directors on April 10, 2017 as Dale Arnold, c/o Law Office Donald J. Arnold, 403 Fulford Avenue, Bel Air, MD 21014.