

## **The Utah Speculative Fiction Council Bylaws**

Version 1.10

Officially accepted by Executive Committee: 7 September 2005

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### **SECTION 1: Name**

This organization shall be named the Utah Speculative Fiction Council ("UtahSF").

### **SECTION 2: Purposes and Activities**

- A. UtahSF shall be a non-profit entity organized for literary, artistic, educational, and charitable purposes to:
  1. Assist in the production and sponsorship of science fiction and fantasy ("sf&cf") conventions, events and contests, as well as educational and entertainment activities designed to explore all sf&cf genres;
  2. Assist in the production and sponsorship of sf&cf workshops and other related educational opportunities;
  3. Provide promotional and financial resources and assistance to member clubs and organizations;
  4. Provide support to worthy sf&cf-related causes;
  5. Assist aspiring sf&cf professionals by providing exposure to and networking opportunities with established professionals and experts in sf&cf and related fields;
  6. Generally promote sf&cf as determined appropriate; and
  7. Sponsor and support other sf&cf-related events as deemed appropriate.
- B. All production, sponsorship, resources, assistance, support, etc., shall be according to the guidelines established by the Governing Council of UtahSF ("the Council").
- C. The interpretation and implementation of the purposes stated above shall be at the sole discretion of the Council, and according to applicable laws and statutes.

### **SECTION 3: Board of Trustees**

- A. UtahSF shall have at least three (3) and no more than seven (7) trustees who shall constitute the Trustee Council of UtahSF ("Trustees").
- B. A Trustee shall hold this position in perpetuity unless a statement of intent is not received as per the guidelines established in this document or if they are released as per Section 8.
- C. Annually, before or at the Annual Meeting, the Executive Committee must receive from each Trustee a statement of intent to continue as a Trustee. If no such statement is received from a Trustee by the end of the Annual Meeting, that position shall be considered vacant and handled as specified in this document.
- D. Trustees may resign by giving written notice (electronic or paper) to the Secretary. Resignations are effective upon delivery unless otherwise specified in the notice or by the Council.
- E. In the event that fewer than three (3) Trustees exist, the first order of business at the next regular meeting of the Council shall be the selection of a number of new Trustees sufficient to bring UtahSF into compliance with Paragraph A, above. Vacancies that do not result in fewer than three (3) Trustees may be left vacant at the discretion of the Council.
- F. While a Trustee, a Council Member acting as a Trustee represents the interests of UtahSF, and shall not be considered a representative from any member organization unless allowed by a three-quarters (3/4) majority vote of the Council.
- G. The selection of new Trustees shall be handled as per the guidelines established in this document.
- H. One (1) Trustee shall be designated by the Council as the Registered Agent for UtahSF. The Council may, at its discretion, change this designation from time to time as deemed necessary.
- I. Trustees may meet in emergency session, as determined by a majority vote of all current Trustees, to exercise trustee powers which include, but are not limited to:
  1. Removing the Council President ("President") per the guidelines established in this document; and
  2. Dissolution of UtahSF by majority vote of all the current Trustees.

### **SECTION 4: Executive Committee**

- A. At a minimum, the Executive Committee shall consist of the Trustees and Core Officers of the Council.
- B. Other Executive Committee members may be appointed as determined by the main body of the Council.
- C. All members of the Executive Committee must be of legal age on or before the day of election or appointment to the Executive Committee.
- D. All legal and corporate business of UtahSF shall be managed by the Executive Committee.
- E. All decisions of the Executive Committee shall be made by majority vote of all members of the Executive Committee.

- F. The Executive Committee may adopt such rules, regulations, and policies as deemed necessary for the conducting of its business.
- G. The Executive Committee may delegate any of its powers as it deems necessary and appropriate, and shall define the general and/or specific circumstances and length of time for the exercise of such delegated power.

#### **SECTION 5: Governing Council**

- A. At a minimum, the Council shall consist of the Trustees, Core Officers, and Officers.
- B. Other Council Members shall consist of an equal number of Voting Representatives (“Representatives”) from each member organization, giving each member organization equal representation on the Council.
- C. Membership in UtahSF shall consist of the members of the Council.
- D. An organization may be made a member organization by simple majority vote of current members of the Council.
- E. In the event an organization wishes to join, but does not have any members of legal age, they may join the Council at the discretion of the Executive Committee.
- F. All business and affairs of UtahSF shall be managed by the Council, except as defined in Section 4. By majority vote, the Council may adopt such rules, regulations, and policies, and conduct all business functions referred to herein or otherwise not requiring more than a majority vote.
- G. The Council may delegate any of its powers as it deems necessary and appropriate, and shall define the general and/or specific circumstances and length of time for the exercise of such delegated power.

#### **SECTION 6: Governing Council Officers**

- A. The UtahSF Core Offices (“Core Offices”) shall consist of a President, a Council Treasurer (“Treasurer”), and a Secretary (“Core Officers”). A Core Officer shall not hold more than one Core Office at any given time, except as described in this document.
- B. Other Council Officers (“Officers”) may be appointed as deemed necessary for the proper functioning of the Council. These Offices shall have such duties as designated by the Council at the time at which they are created.
- C. The Council may, by a two-thirds (2/3) majority vote, remove any vacant non-Core Office.
- D. A member of the Council who is both a Trustee and an Officer, or who holds more than one Office, shall have only one (1) vote on the Council.
- E. Officers shall be elected at the Annual Meeting as per the guidelines established in this document, with the term beginning at the close of that meeting and ending at the close of the following Annual Meeting.
- F. Officers may resign by giving written notice (electronic or paper) to the Secretary. Resignations are effective upon delivery unless otherwise specified in the notice or by the Council.
- G. Any Office, except a Core Office, may be left vacant by the Council. If a Core Office becomes vacant, it must be filled at the next regular meeting of the Council.
- H. The Secretary 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 Council.
- I. Other Officer vacancies, occurring for any reason, may be filled at the next regular meeting of the Council for the remaining portion of the term of the Office.
- J. A Core Officer shall not serve as Chair or Treasurer (or similarly-designated office or position) for any sponsored event.
- K. The Treasurer shall not be a signatory on any sponsored event account.
- L. The President is the Council Chair and shall preside at all meetings at which s/he is present. The President’s duties shall include:
  - 1. Assuming general and active supervision over the property and business affairs of UtahSF;
  - 2. Appointing and supervising agents and advisors, other than those appointed by the Council, and discharging same;
  - 3. Signing, executing, and delivering in the name of UtahSF powers of attorney, contracts and other obligations;
  - 4. Performing all duties customarily within the scope of President; and
  - 5. Performing other such duties as the Council may from time to time prescribe.
- M. The Treasurer’s duties shall include:
  - 1. General custody, collection and disbursement of UtahSF funds;
  - 2. Keeping full and accurate account of all receipts and disbursements of UtahSF funds;
  - 3. Supervising all UtahSF accounts;

4. Supervising and auditing the accounts of all sponsored events;
  5. Recovery of funds loaned to events from which UtahSF has withdrawn sponsorship;
  6. In cooperation with other Core Officers, processing all appropriate financial disclosures and taxes, and assuring their prompt and timely filings and/or postings;
  7. Making timely payments of all monies owed and timely deposits of all monies received;
  8. Approving all disbursements as authorized by the Council;
  9. Performing all duties customarily within the scope of Treasurer; and
  10. Performing other such duties as the Council may from time to time prescribe.
- N. The Secretary's duties shall include:
1. Notifying all members of the Council and all interested parties of the scheduling of all meetings as per the guidelines in this document;
  2. Handling any proxy votes as per the guidelines in this document.
  3. Keeping minutes of all meetings and discussion sessions of the Council;
  4. Distributing copies of said minutes to all members of the Council;
  5. Publicly posting copies of said minutes as appropriate and as required by applicable laws and UtahSF procedures;
  6. Accepting resignations from members of the Council, and making appropriate notifications regarding such resignations;
  7. Performing all duties customarily within the scope of Secretary; and
  8. Performing other such duties as the Council may from time to time prescribe.

## SECTION 7: Meetings and Voting

### A. Meetings:

1. All meetings of the Council shall be open to the public unless the President calls for a closed meeting.
2. A quorum of members of the Council is necessary for transaction of business or voting in any meeting.
3. A quorum is defined as a simple majority of all current members of the Council.
4. The Council shall hold regular meetings at least quarterly to discuss the various dealings of UtahSF.
5. The Council may meet more frequently, as needed, provided at least forty-eight (48) hours' advance public notice is given.
6. The third quarter meeting shall be the Annual Meeting as required by law.
7. Regular meetings shall be defined as the quarterly meetings of the Council and any special meetings of the Council for which at least forty-eight (48) hours' advance public notice is given.
8. The Council may meet informally for discussion sessions without advance notice, though no business may be transacted at any such session.
9. The Council may, by two-thirds (2/3) majority vote, suppress publication of minutes or a portion of said minutes.
10. Proposal for discussion of changing, amending or replacing these Bylaws shall require advance notification of all interested parties of at least fourteen (14) days prior to any such discussion, per the guidelines established in this document.

### B. Voting for Core Officers, Officers, and Trustees:

1. Core Officer, Officer, and Trustee candidates ("Candidates") may announce their intentions by posting them to the Council's official electronic mailing list ("the Council List"), or by announcing their intentions at the meeting at which any such vote shall be taken.
2. Voting for Candidates shall be done by current members of the Council.
3. Members of the Council shall have one vote each.
4. All voting shall be by simple majority of the Council.
5. A proxy vote may be cast on behalf of a member of the Council by the Secretary provided such proxy vote is received by the Secretary in writing (electronic or paper) before the meeting at which the proxy vote is to be cast. Presence at the meeting of the Council member casting a proxy vote shall invalidate the proxy vote.

### C. Voting on Business:

1. Members of the Council shall have one vote each. All business shall be transacted by majority vote of attending members of the Council unless otherwise outlined herein or by internal UtahSF policy.
2. A proxy vote may be cast on behalf of a member of the Council by the Secretary provided such proxy vote is received by the Secretary in writing (electronic or paper) before the meeting at which the proxy vote is to be cast. Presence at the meeting of the Council member casting a proxy vote shall invalidate the proxy vote. A proxy vote shall not be counted as a member to constitute a quorum.

3. Objection to business transacted at a Council Meeting is waived by attendance at such a meeting unless such objection is stated in the minutes. Any right to objection is waived on the 10th day following posting of the minutes to the Council List unless such objection is received in writing (electronic or paper) by the Secretary by 11:59pm on that 10th day.

#### **SECTION 8: Censure and Removal**

- A. All members of the Council are subject to censure as follows:
  1. A member of the Council may be censured by the Council by simple majority vote.
  2. A member organization may request censure of a member of the Council by presenting to the Council a written (electronic or paper) list of grievances and the totals of a censure vote taken at that organization's meeting. The Council may reject the request for censure if, by majority vote, they deem the allegations spurious, unsubstantiated or insignificant.
  3. Request for censure results in the requirement that the Council discuss the matter at the next regular meeting, and that an appropriate course of action be determined at such a meeting. The results of this discussion must be reported back to the organization that issued the request for censure.
- B. All Trustees, Core Officers, and Officers are subject to removal as follows:
  1. The Council may remove a Trustee by two-thirds (2/3) majority vote of all current members of the Council and a majority vote of the all the current Trustees, provided the Trustee to be removed has been given notice of at least fourteen (14) days and the opportunity to respond.
  2. The Trustees may remove the President by majority vote of all the current Trustees.
  3. At any given meeting, the Council may remove only a single Core Officer or Officer. This removal shall be by two-thirds (2/3) majority vote of all the current members of the Council, provided the Core Officer or Officer to be removed has been given notice of at least fourteen (14) days and the opportunity to respond.

#### **SECTION 9: Sponsored Events**

- A. The Council may choose to sponsor any event that falls under its purposes as stated in this document by a simple majority vote of all current members of the Council.
- B. The Council may, by a vote of two-thirds (2/3) majority of all current members, remove support for a sponsored event. This action ends support for any such event, and the Treasurer is then responsible for recovering any funds loaned as specified in this document.

#### **SECTION 10: Charitable Activities**

- A. UtahSF may actively support worthy charitable activities that fall under its purposes as stated in this document. The Council shall designate support of these activities through various forms as deemed appropriate.
- B. All sponsorship of charitable activities is subject to the approval of the Council.

#### **SECTION 11: Communication**

- A. The use of electronic communication is considered sufficient for all UtahSF communication requirements, including advance notice of meetings and votes, unless otherwise specified by applicable laws.
- B. Any member of the Council 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 UtahSF is <http://www.utahsf.org/> and all public corporate documents, as required by applicable laws, shall be publicly available there.
- D. The Council List is [council@utahsf.org](mailto:council@utahsf.org), which is a public electronic mailing list. Any interested party may subscribe to the Council List. Any such subscription shall be subject to generally accepted electronic mailing list rules of etiquette and conduct.
- E. For the purposes of notification, "interested parties" are those who are current subscribers to the Council List at the time of any such notification. Notification may be posted to additional electronic mailing lists and/or on the Website as deemed necessary and/or appropriate by the Council.

**SECTION 12: Severability**

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

**SECTION 13: Changes, Amendments or Replacements**

These Bylaws may be changed, amended or replaced by a two-thirds (2/3) majority vote of all current members of the Council, and such a vote may not be undertaken without prior discussion and advance notice of at least fourteen (14) days.