

Bylaws of Odyssey Con Society, Inc.

Adopted 2014 June 1

Article 1: General Provisions

Section 1.1: Name and Nature. The name of this corporation is Odyssey Con Society, Incorporated. It is a non-stock, not-for-profit corporation organized under the laws of Wisconsin with its principal office in Madison, Wisconsin.

Section 1.2: Authority. No individual has the authority to obligate, commit, or act in the name of Odyssey Con Society, Inc. or any of its subdivisions without the express approval of the executive board or a general membership meeting.

Article 2: Purposes

Section 2.1: Inclusions. The purpose of Odyssey Con Society, Inc. is to foster interest in, appreciation for, and criticism of fantasy and science fiction in literature, art, film, drama, and other forms of communication.

Section 2.2: Exclusions. Odyssey Con Society, Inc. may not:

1. have or issue shares of stock.
2. pay any dividend or distribute any part of its income to its members or officers, except that the board may pay compensation in a reasonable amount to members or officers for services rendered.
3. participate or intervene in any political campaign on behalf of any candidate for public office.
4. attempt to influence legislation.
5. engage in activities not permitted to be carried on 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).
6. engage in activities not permitted to be carried on by a corporation to which contributions 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).

Article 3: Membership

Section 3.1: Organizational Membership.

Paragraph 3.1.1: Eligibility. All persons are eligible for organizational membership in Odyssey Con Society, Inc., which is a completely non-discriminatory organization.

Paragraph 3.1.2: Term of Membership. Membership is effective upon payment into the treasury of dues as specified in Section 8.3. The term of membership is the fiscal year and, whenever paid, a membership is effective until the end of the current fiscal year.

Paragraph 3.1.3: Rights and Privileges of Membership. Organizational membership shall convey the following rights and privileges:

1. Each member is entitled to written notice of each meeting of the general membership.
2. Each member may attend and participate in the discussion at any meeting of the executive board or of the general membership.
3. Each member is entitled to one vote at any meeting of the general membership.
4. Each member is eligible to run for an Odyssey Con Society, Inc. office.

Paragraph 3.1.4: Expulsion. A member may be expelled by 2/3 vote at a meeting of the general membership, provided that the meeting notice includes mention of the intention to expel. Expulsion shall entail the loss of all rights and privileges and forfeiture of any dues paid.

Section 3.2: Convention Membership.

Paragraph 3.2.1: Eligibility. All persons are eligible for convention membership in Odyssey Con, which is a completely non-discriminatory association. Membership in Odyssey Con for any given year is effective upon payment of the membership fee set by the convention committee. The committee may set different fees based on reasonable criteria.

Paragraph 3.2.2: Rights and Privileges of Membership. Convention membership shall convey the following rights and privileges:

1. Each member shall be entitled to all official convention publications.
2. Each member is entitled to attend all Odyssey Con program events.

Section 3.3: Concurrent Membership. A person may hold both an organizational and a convention membership. Organizational membership does not automatically confer convention membership. Convention membership does not automatically confer organizational membership.

Article 4: Officers

Section 4.1: Titles and Duties.

Paragraph 4.1.1: President. The president shall preside at meetings of the executive board and the general membership; represent Odyssey Con Society, Inc. on ceremonial occasions; and make all appointments, subject to confirmation by the executive board.

Paragraph 4.1.2: Vice-President. The vice-president shall serve on all committees and shall substitute for the president in her or his absence.

Paragraph 4.1.3: Secretary. The secretary shall maintain the official records of Odyssey Con Society, Inc. (including an up-to-date copy of these bylaws, minutes of all meetings of the executive board and the general membership, and membership records), provide notice to all organizational members of each meeting of the general membership, prepare all secret ballots, and handle all official correspondence.

Paragraph 4.1.4: Treasurer. The treasurer shall receive all income; authorize all expenditures; record all financial transactions; establish such checking, savings, or similar accounts for the treasury as he or she deems necessary and proper; draft an annual budget for presentation to the executive board in May or June; and provide a financial report to each meeting of the executive board and general membership.

Paragraph 4.1.5: Ombudsperson. The ombudsperson shall be the primary contact for anyone with a complaint about Odyssey Con Society, Inc. or Odyssey Con and shall be responsible for reminding the executive board and annual meeting of anyone who needs to be considered or notified with regard to a proposed plan of action.

Section 4.2: Election. Officers shall be elected at the annual meeting of Odyssey Con Society, Inc., one office at a time, in the order listed in Section 4.1. Any person who is a member of Odyssey Con Society, Inc. at the time of election is eligible for any office, but no member may hold more than one office at a time. Nominations shall be made from the floor. If only one candidate is nominated for any office, he or she shall be deemed to have been elected unanimously. Otherwise, election shall be by secret, written, preferential (“instant runoff”) ballot. A majority vote is necessary and sufficient to elect.

Section 4.3: Term of Office. The term of each office shall begin immediately upon adjournment of the annual meeting at which the election occurs and end at adjournment of the following annual meeting.

Section 4.4: Vacancies. If an office becomes vacant, it shall be filled by an organizational member selected by the executive board.

Section 4.5: Removal. Any officer may be removed from office by a 2/3 vote at a special meeting of the general membership, provided that the meeting notice includes mention of the intention to remove.

Article 5: Executive Board

The executive board comprises the officers. The executive board has complete authority to manage the affairs of Odyssey Con Society, Inc. between meetings of the general membership, subject, however, to direction given by meetings of the general membership.

Article 6: Committees

Section 6.1: Standing Committees.

Paragraph 6.1.1: Convention Committee. The convention committee shall plan each year's Odyssey Con, make final program determinations, assign duties, invite guests, coordinate activities, and keep records of convention registrants.

Paragraph 6.1.2: Audit Committee. The audit committee shall review the work of the treasurer at least annually.

Section 6.2: Special Committees. Special committees may be established at a meeting of the executive board or of the general membership. A motion to create such a committee shall specify its powers, duties, and a dissolution date no more than two years after its creation.

Article 7: Meetings

Section 7.1: Executive Board.

Paragraph 7.1.1: Regular Meetings. Regular meetings of the executive board shall be held within seven days of the annual meeting and in May or June, at a place, day, and time specified by the president.

Paragraph 7.1.2: Special Meetings. Special meetings of the executive board shall be held on the request of the president or any two officers. At least three business days' notice is required.

Paragraph 7.1.3: Meeting Rules. Three officers constitute a quorum for an in-person meeting. The executive board may pass a motion by e-mail as long as all executive board members agree to said motion.

Section 7.2: General Membership.

Paragraph 7.2.1: Annual Meeting. The annual meeting of organizational members required by law shall be held during July at a place, day, and time established by the executive board.

Paragraph 7.2.2: Special Meetings. Special meetings of the general membership may be called by the executive board or by a petition of any 10 members. Business to be transacted at a special meeting shall be limited to the items enumerated in the meeting notice.

Paragraph 7.2.3: Quorum. Five members, or 10% of the membership, whichever is greater, must be present or represented by proxy to constitute a quorum. No member may hold more than five proxies.

Paragraph 7.2.4: Notice. Each member shall be entitled to written notice stating the place, day, and time of each meeting of the general membership and whether it is regular or special. Such notice shall be delivered not less than 10 days nor more than 30 days before the date of the meeting and shall be posted on the corporation's website during that same time.

Paragraph 7.2.5: Proxies. Each notice of a meeting of the general membership shall contain an instrument whereby the member may authorize a proxy. A proxy shall be valid only for the meeting specified, it may be used only by another member of Odyssey Con Society, Inc., and it may not lawfully carry any instructions for voting on any given issue. The instrument shall be of the following form:

I hereby designate _____ (1st choice)
or _____ (2nd choice) to act as my
proxy at the {regular | special} meeting of Odyssey
Con Society, Inc. on {date}. If neither person is
able to serve as proxy, I wish to [choose one]

- have a proxy selected at random or
- not have a proxy at all.

I hereby ratify and confirm all actions that my proxy
may take at such meeting.

Signed, _____

Section 7.2.6: Meeting Rules. Insofar as possible, the presiding officer shall endeavor to allow full discussion of all issues. Where possible, decisions should be reached by consensus. Where necessary, a majority vote will be

determinative. The presiding officer must vote last on all motions. Debate may be terminated by a 4/5 vote.

Paragraph 7.2.7: Authority. A meeting of the general membership is the supreme sovereign authority of Odyssey Con Society, Inc., subject only to the articles of incorporation, these bylaws, and the laws of the land.

Section 7.3: Committees. The head of each committee is responsible for scheduling meetings of the committee.

Article 8: Finance

Section 8.1: Fiscal Year. The fiscal year of Odyssey Con Society, Inc. shall be from July 1 to June 30.

Section 8.2: Budget. There shall be a budget for each fiscal year, and it must be in balance. The annual meeting shall adopt the budget based on a draft submitted to it by the executive board, which it may modify.

Section 8.3: Receipts.

Paragraph 8.3.1: Annual Dues. Annual dues shall be \$10. This amount may be changed only at an annual meeting, provided that the meeting notice includes mention of the intention to change it.

Paragraph 8.3.2: Assessments. Organizational members shall not be assessed beyond the dues specified in this section.

Paragraph 8.3.3: Restrictions. Receipts which are conditioned upon certain restrictions (as, for example, a donation to be used for a particular publication) must be used solely for the purpose specified. The executive board may accept or reject such receipts as it sees fit.

Section 8.4: Expenditures.

The funds of Odyssey Con Society, Inc., however acquired, shall be expended in accordance with the provisions of Article 2. All expenditures shall be documented. Any expenditure over \$1000 requires approval by two officers.

Section 8.5: Dissolution.

Paragraph 8.5.1: Circumstances. The board may not sell, lease, exchange, mortgage, pledge, or otherwise dispose of all, or substantially all, the property and assets of Odyssey Con Society, Inc., nor may it dissolve Odyssey Con Society, Inc., without the assent of 2/3 of the total membership and 2/3 of the executive board.

Paragraph 8.5.2: Distribution of Assets. If Odyssey Con Society, Inc. should be dissolved, its assets shall be distributed as follows:

1. All liabilities and obligations of Odyssey Con Society, Inc. shall be paid, satisfied, and discharged, or adequate provision shall be made therefore.
2. Assets held by Odyssey Con Society, Inc. requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
3. All remaining assets shall be transferred to the Memorial Library of the University of Wisconsin at Madison or any other charitable, educational, or scientific organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954, to be used in the furtherance and study of fantasy and science fiction.

Article 9: Amendments

Section 9.1: Substantive. Amendments to the articles of incorporation or to these bylaws may be adopted by 2/3 vote at any meeting of the general membership.

Section 9.2: Technical. The secretary is empowered to make technical amendments to the bylaws, provided the proposed amendments are presented in writing at an executive board meeting. A proposed technical amendment may be rejected by the executive board at that meeting. A technical amendment may address only numbers and titles of the parts of the bylaws, cross-references, spelling, grammar, punctuation, capitalization, abbreviation, consistent terminology, and parallel structure. Numbers and titles of the parts of the bylaws are for ease of reference only and have no substantive effect. A technical amendment shall take effect at the end of the meeting at which it is presented, unless it is rejected.