

Bylaws of the Fandom Association of Central Texas, Inc.

Article I - Offices

Section 1. Principal Office.

The principal office of the corporation shall be in the City of Austin, County of Travis, State of Texas.

Section 2. Other Offices.

The corporation may also have offices at such other places within or without the State of Texas as the Board of Directors may from time to time determine or the activities of the corporation may require.

Section 3. Registered Office.

The registered office of the corporation shall be established and maintained at the address in the City of Austin, County of Travis, State of Texas as specified from time to time and filed with the Secretary of State of the State of Texas.

Article II - Meeting of Members

Section 1. Annual Meetings.

Annual meetings of members for the election of directors and for such other business as may be stated in the notice of the meeting, or as may properly come before the meeting, shall be held at such places, either within or without the State of Texas, and at such times and dates as the Board of Directors, by resolution, shall determine and as set forth in the notice of the meeting. In the event the Board of Directors fails to so determine the time, date and place of the meeting, the annual meeting of members shall be held at the principal office of the corporation on the second Sunday of March at 2: P.M., Austin, Texas time, in each year. If the date of the annual meeting shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day.

Section 2. Other Meetings.

Meetings of members for any purpose other than the election of directors may be held at such a time and place, within or without the State of Texas, as shall be stated in the notice of the meeting.

Section 3. Voting.

Each member entitled to vote in accordance with the terms and provisions of the Certificate of Incorporation and these Bylaws shall be entitled to one vote, in person or by proxy, for each membership certificate held by such member, but no proxy shall be voted after the meeting for which the proxy was dated. Upon the demand of any member, the vote for directors and upon any question before the meeting shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote, except as otherwise provided by the Certificate of Incorporation or the laws of the State of Texas.

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Section 4. Membership.

The officer who has charge of the membership ledger of the corporation shall at least ten days before each meeting of members prepare a complete alphabetically addressed list of the members entitled to vote at the ensuing election. Said list shall be open to the examination of any member, for a period of at least 10 days prior to the meeting at the registered corporate office. The list shall be available for inspection at the meeting.

Section 5. Quorum.

Except as otherwise required by law, by the Certificate of Incorporation or by these Bylaws, the presence, in person or by proxy, of 25% of the members of the corporation entitled to vote thereat shall constitute a quorum at a meeting for the transaction of any business.

Section 6. Special Meetings.

Special meetings of the members for any purpose, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the president and shall be called by the president or secretary at the request in writing of a majority of the directors or members entitled to vote. Such request shall state the purpose of the proposed meeting.

Section 7. Notice of Meetings.

Written notice, stating the place, date, and time of the meeting, and the general nature of the business to be considered, shall be given to each member entitled to vote thereat at such member's address as it appears on the records of the corporation, not less than ten nor more than fifty days before the date of the meeting.

Section 8. Business Transacted.

No business other than that stated in the notice shall be transacted at any meeting without the unanimous consent of all the members entitled to vote thereat.

Section 9. Action Without Meeting.

Except as otherwise provided by the Certificate of Incorporation, whenever the vote of members at a meeting thereof is required or permitted to be taken in connection with any corporate action by any provisions of the statutes or the Certificate of Incorporation or of these Bylaws, the meeting and vote of members may be dispensed with, if all the members who would have been entitled to vote upon the action if such meeting were held shall consent in writing to such corporation action being taken.

Article III - Purpose

Section 1. To promote the understanding and appreciation of the literary field of science fiction and fantasy.

Section 2. To promote at least one annual literary symposium of writers and editors in the literary field of science fiction and fantasy.

Section 3. To support other similar symposiums and conventions.

Section 4. To make distributions to organizations that qualify as exempt under section 501(c)(3) of the IRS code.

Section 5. To perform such other activities as may be necessary or incidental to the listed purposes.

Article IV - Directors

Section 1. Number and Term.

The number of directors shall be determined by the size of FACT's membership as it is recorded at the start of the Annual Meeting. If the FACT membership exceeds one hundred and twenty (120+) members, the Board shall have nine (9) directors. If the FACT membership falls between sixty (60) and one hundred nineteen (119) members, the Board shall have seven (7) directors. If the FACT membership falls between ten (10) and fifty-nine (59) members, the Board shall have five (5) directors. And if the FACT membership shall fall below ten (10) members, the Board shall have the minimum number of directors required by law. The directors shall be elected at the annual meeting of members and each director shall be elected to serve until such director's successor shall be elected and shall qualify.

Section 2. Qualifications.

Each director, whether elected or appointed, must have been a member of the corporation for a continuous period starting at least one (1) year prior to the date of selection, and have served on a committee or as an officer of the corporation at any time or from time to time; provided, however, that if a director shall have been removed for cause other than failure to comply with the provisions of Section 6 of this Article IV, such director shall thereafter be ineligible to serve as a director.

Section 3. Eligibility Lists.

In January of each year or no less than 50 days prior to the annual meeting, the lists of committee members and persons eligible for the board of directors must be published by the president, or, if the president is unavailable to fulfill this duty, by the vice president, or, if the vice president is unavailable to fulfill this duty, by the Registrar.

Section 4. Resignations.

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Any director, member of a committee or other officer may resign at any time. Such resignation shall be made in writing, and shall be delivered to FACT via US mail or by facsimile (fax) transmission, or to a director or the appropriate officer of the organization by electronic mail (e-mail) or in person, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 5. Vacancies.

If the office of any director, member of a committee or other officer becomes vacant, the remaining directors in office, though less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy, and to hold office for the unexpired term and until such director's, committee member's or other officer's successor shall be duly chosen. The term "qualified person" includes, but is not limited to, members of the corporation meeting the requirements of Section 2 of this Article IV, but in every instance is limited to current members of the corporation.

Section 6. Attendance.

Each director, upon election and commencing with the first meeting after the election, shall be required to attend no fewer than three-fourths ($3/4$) of the regularly scheduled meetings and no fewer than one-half ($1/2$) of the special or called meetings.

Section 7. Removal.

Any director or directors may be removed either for or without cause at any time by the affirmative vote of the holders of a majority of all the membership certificates outstanding and entitled to vote, at a special meeting of the members called for the purpose. Immediate removal may be invoked by a simple majority of the directors for failure to comply with the provisions under Section 6, at any regularly scheduled meeting or at any special meeting of the directors called for that purpose. Vacancies thus created shall be filled in accordance with Section 5.

Section 8. Compensation.

Directors shall not receive any stated salary for their services as directors or as members of committees, but by resolution of the Board, a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefrom.

Section 9. Action Without Meeting.

Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 10. Policies and Procedures.

The Board of Directors shall adopt policies and procedures for the operation of the corporation. These policies and procedures will include, but not be limited to, job descriptions for the officers of the corporation and procedures for financial administration of the corporation.

Article V - Corporate Officers

Section 1. Officers.

The Board of Directors shall appoint officers, who shall consist of a president, a treasurer, and a secretary, and shall be appointed by the Board of Directors and shall hold office until their successors are appointed and qualified. In addition, the Board of Directors may appoint a chair and such assistant secretaries and assistant treasurers as it may deem proper. None of the officers of the corporation need be directors. The officers shall be appointed at the first meeting of the Board of Directors after each annual meeting. More than two offices may be held by the same person, except the offices of president and secretary, unless there is only one member. No person shall be qualified to be an officer of the corporation unless they are a legal resident of the State of Texas and a member of the corporation.

Section 2. Other Corporate Officers and Agents.

The Board of Directors may appoint such corporate officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined from time to time by the Board of Directors.

Section 3. Chair.

The Chair of the Board of Directors, if one be elected, shall preside at all meetings of the Board of Directors, and the Chair shall have and perform such other duties as from time to time may be assigned thereto by the Board of Directors.

Section 4. President.

The president shall be the chief executive officer of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation. The president shall preside at all business meetings of the corporation if present thereat, and in the absence or non-election of the Chair of the Board of Directors, at all meetings of the Board of Directors, and shall have general supervision, direction and control of the affairs of the corporation. Except as the Board of Directors shall authorize the execution thereof in some manner, the president shall execute bonds, mortgages, and other contracts in behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the secretary or treasurer or an assistant secretary or assistant treasurer. The president is empowered to chair a Nominations Committee.

Section 5. Treasurer.

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The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. The treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation in such 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 Board of Directors, or the president, taking proper vouchers for such disbursements. The treasurer shall render to the president and Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all transactions made as treasurer and of the financial condition of the corporation. If required by the Board of Directors, the treasurer shall give the corporation a bond for the faithful discharge of the treasurer's duties in such amount and with such surety as the Board shall prescribe.

Section 6. Secretary.

The 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 Bylaws, and in case of the secretary's 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 requisition the meeting is called as provided in these Bylaws. The secretary shall record all the proceedings of the meetings of the corporation and of directors in a book to be kept for that purpose, and shall affix the seal to all instruments requiring it, when authorized by the directors or the president, and attest the same.

Section 7. Assistant Treasurers and Assistant Secretaries.

Assistant treasurers and assistant secretaries, if any, shall be appointed and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the directors.

Article VI - Membership

Section 1. Certificates of Membership.

Every member of the corporation shall be entitled to have a certificate, signed by, or in the name of the corporation by, the chair or vice-chair of the Board of Directors, or the president or the treasurer or an assistant treasurer, or the secretary of the corporation, certifying such member's membership in the corporation. There shall be one class of membership, and each holder of a membership certificate shall be entitled to those rights as stated in Article II in these Bylaws. No member shall be entitled to hold more than one membership certificate.

Section 2. Lost Certificates.

New certificates of membership may be issued in the place of any certificates issued by the corporation, alleged to have been lost or destroyed, and the directors may, at their discretion, require the owner of the lost or destroyed certificate or such member's legal representative, to give the corporation a bond, in such sum as they may direct, but not exceeding any reasonable value,

to indemnify the corporation against any harm on account of the alleged loss of any such new certificate.

Section 3. Transfer of Certificates.

Membership certificates shall not be transferable.

Section 4. Membership Record Date.

In order that the corporation may determine the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive allotment of any rights, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date which shall not be more than sixty nor less than ten days before the day of such meeting, nor more than sixty days prior to any other action. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 5. Membership Fee.

The Board of Directors may, at their discretion and subject to the rules of ratification outlined in Article II, Section 3 of these Bylaws, set a minimum annual fee for membership. Payment of said fee entitles member to a Certificate of Membership, as described in Section 1 of this Article. The initial membership period shall begin upon receipt of the annual fee and shall renew thereafter on a twelve-month cycle beginning on the first day of the month following initial receipt and ending on the last day of the twelfth calendar month. For the purposes of the annual fee, any membership renewed following a lapse of 30 days shall be treated as an initial membership. The Board of Directors may, at their sole discretion, set additional “honorary” fees in excess of the minimum. Payment of such voluntary fees does not confer additional corporate rights or privileges.

Article VII - Prohibition of Dividends

Section 1. Prohibition of Dividends.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, as dividends or in any other manner, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the Certificate of Incorporation. Further, upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of States Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such

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purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII - Committees

The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

Section 1. Structure.

A. There are three types of committees in the Corporation:

1. Board Committees: Committees formed to carry out the administrative duties of the organization. The suggested Board committees shall consist of the Executive Committee, Nominations Committee, Bylaws Committee, Finance & Administration Committee, and Policy Administration Committee. Additional committees may be authorized by the Board of Directors.

2. Standing Committees: The committees responsible for carrying out the organization's mission in the community. The suggested standing committees shall consist of the Convention Oversight Committee and Convention Committee. Additional committees may be authorized by the Board of Directors.

3. Ad-Hoc Committees: Committees formed on an as-needed basis to address a short-term need not being addressed by other committees. B. As the Corporation works through its strategic planning process, it may change, add to, subtract, or rename the original committee structure, and add or subtract committees to best serve its common goals.

Section 2. Governance

A. If authorized by the resolution creating the committee, the committee shall have the autonomy to govern itself based on the resolution creating the committee and its objectives and the interests and support of its members, subject to control of the Board.

B. Each committee shall publish its meeting dates and times in accordance with Article II, Section 7, and record and publish minutes.

C. Subject to the resolution creating each committee and these bylaws, the committees shall be open to all members. Nonmembers may serve as volunteers.

D. The chair and the president of the corporation are ex officio members of all committees.

Section 3. Executive Committee.

The Chair, vice chair, if any, president, vice president, if any, secretary, and treasurer, serve as the members of the Executive Committee. The Executive Committee is authorized to act in the interests of the corporation between meetings of the Board as a whole, subject to Board approval of any such action.

Section 4. Nominations Committee.

The Nominations Committee shall be composed of the President and at least two (2) other members of the Board of Directors. Each member of the committee shall have one (1) vote and decision shall be made by the majority. In the absence of a sufficient number of board members, or candidates for the Board, the Nominations Committee is empowered to reduce the tenure of membership requirement of candidates from one year to three months or permit the nomination of a candidate lacking requisite committee service requirement for both elections and vacancies using the qualified person guidelines of Article IV, Section 5 to be nominated for the Board.

Section 5. Bylaws Committee.

The Bylaws Committee shall maintain an official text of the Bylaws, incorporating all changes as adopted by the membership (as does the Secretary), and shall verify as correct all published text of the bylaws. These responsibilities shall include maintenance of style rules and the authority to make minor grammatical or syntax changes which do not change the substance of the documents. The committee shall, as requested by the Executive Committee, the President, or the membership, or on its own initiative, study problems concerning the bylaws; interpret bylaw questions; and draft possible amendments to the bylaws to implement solutions to potential problems.

Section 6. Finance & Administration Committee.

The Treasurer is chair of the Finance Committee, which includes three other Board members and any convention chair. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income and expenses.

The financial records of the organization are public information and shall be made available to the membership, Board members and the public. It shall actively seek avenues of funding (local, private, and state) via personal and professional contacts, grant writing, etc.

Section 7. Policy Administration Committee.

The Policy Administration Committee shall ensure that the corporation's policies and procedures are reviewed periodically and that staff and volunteers are informed of any changes. The committee shall undertake a complete review of the corporation's policies and procedures at least once during every 5 years.

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Section 8. Convention Oversight Committee.

The Convention Oversight Committee consists of the past chairs of the corporation's conventions. The purpose of the Convention Oversight Committee is to advise the Board in connection with convention bids and to advise the current convention chair on an as needed basis.

Section 9. Convention Committee.

A Convention Committee is responsible for one of the corporation's conventions. Subject to Board approval and Section 2.E, all appointments of members to each Convention Committee shall be made by the chair of that committee. Convention Committee shall be subject to a bidding process promulgated by the Board.

Section 10. Ad-Hoc Committees.

Special committees of a temporary nature, not to exceed the administrative year in which established, may be established by the president. Chairs for such committee may be appointed by the president.

Section 11. Standing Committees.

Unless previously designated by the Board and subject to Section 2E, all appointments of members to each standing committee shall be made by the chair of that committee.

Article IX - Corporate Seal

Section 1. Seal.

The corporate seal shall be circular in form and shall contain the name of the corporation, the year of its creation and the words "CORPORATE SEAL OF THE FANDOM ASSOCIATION OF CENTRAL TEXAS." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

Article X - Fiscal Year

Section 1. Financial Administration.

The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

Section 2. Checks, Drafts, Etc.

All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 3. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 4. Investments.

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Article XI - Execution of Corporation Instruments

Section 1. Instruments.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by no less than two officers, or agents of the corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Article XII - Notice and Waiver of Notice

Section 1. Notice.

Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at such person's address as it appears on the records of the corporation, or transmitted via facsimile (fax) to the person entitled thereto at such person's fax telephone number as it appears in the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing or transmission. Members not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise provided by statute.

Section 2. Waiver of Notice.

Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the corporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

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Article XIII - Amendments

Section 1. Amendments.

These Bylaws may be altered or repealed and new Bylaws may be made at any annual meeting of the members or any special meeting thereof if notice thereof is contained in the notice of such special meeting, by the affirmative vote of a majority of the members entitled to vote thereat. Upon the insertion or deletion of any Section or subsection of these Bylaws, the remaining Sections and/or subsections shall be renumbered as appropriate to reflect such amendment unless otherwise provided in the resolution authorizing such amendment.

(These Bylaws were last amended at the 2017 Annual Meeting.)