

07/25/2021

BYLAWS OF Seattle Genre Alliance

ARTICLE ONE: NAME

The name of this organization shall be Seattle Genre Alliance.

ARTICLE TWO: PURPOSE:

To promote science fiction, fantasy, science, and other genres through the written word, art, and educational programs such as the holding of conventions where the public is provided with the opportunity to hear noted writers, scientists, and educators speak on various aspects of the fields of science-fiction, fantasy, science, and other genres and to participate in discussions, displays, and lectures involving these fields, and to support efforts to bid to bring Worldcon or similar traveling genre conventions to Seattle to further these activities and promote the development of science fiction, fantasy, science, and other genre fandom in the Pacific Northwest .

Seattle Genre Alliance believes that its mission is to provide to the public the opportunity to be educated on the latest trends in science fiction, fantasy, science, and other genres. Seattle Genre Alliance further believes that its mission is to also provide education to members of the public as to how to participate professionally in various genre businesses.

The goals of Seattle Genre Alliance are to hold conventions, speakers series, and community events consistent with its previously stated mission and to support efforts to bring Worldcon or similar traveling genre conventions to the Seattle area.

ARTICLE THREE: OFFICERS

Section One: Positions

- A. The Officers of Seattle Genre Alliance shall consist of a Chairperson, Vice-Chairperson, Business Director, Secretary, and Treasurer of the Convention. These Officers shall be known as the Executive Team. All members of the Executive Team will have voting rights.

The Executive Team shall select the managers of conventions, events, or other projects. Those managers will set-up the structure for their respective events. Their terms shall last the duration of the project.

- B. Members of Seattle Genre Alliance shall consist of all persons who attend at least two meetings or who qualify as staff for the events, conventions, or other projects overseen by Seattle Genre Alliance.

Section Two: Duties of Officers

- A. The Chairperson shall be responsible for the planning and overall execution of the corporation's mission.

- B. The Vice-Chairperson shall be responsible for shadowing the Chairperson and be ready to replace the Chairperson if the Chairperson is incapacitated.
- C. The Business Director shall be responsible for the preparation of the budget, generating budget status reports, preparing all business, legal, tax, and insurance documents, preparing financial records and reports, and reviewing and approving all contracts of the corporation prior to signing.
- D. The Treasurer shall be responsible for shadowing the Business Director and be ready to replace the Business Director if the Business Director is incapacitated. The Treasurer shall also be responsible for writing checks.
- E. The Secretary shall be responsible for taking meeting notes, preparing agendas and minutes for distribution, maintaining the mailing lists of the corporation, and sending out meeting notices.

Section Three: Election of Officers

- A. Officers will be initially appointed to a 5 year term after the filing of the initial incorporation paperwork. Initial appointments will be made based on the initial incorporation.
- B. Upon completion of the initial 5 year term, elections will be held. Terms will be 3 years.
- C. Elections will occur prior to the first day of June in the year that terms expire.
- D. All members of Seattle Genre Alliance will be eligible to vote. A quorum of 51% of voting members will determine the winner.

Section Four: Removal/Replacement of Executive Team Members or Event Managers

- A. Any Executive Team member may be removed by a 67% vote of the Seattle Genre Alliance members at a regular or specially called meeting of the membership. Notice of the meeting including intention to vote on removal must be provided with at least one week notice. Cause for such removal may include, but is not limited to, financial malfeasance, flagrant disregard of member safety, or dereliction of duty.
- B. Any Event manager of a convention, event, or other project overseen by Seattle Genre Alliance may be removed by 67% vote of the Seattle Genre Alliance members at a regular or specially called meeting of the membership. Notice of the meeting including intention to vote on removal must be provided with at least one week notice. Cause for such removal may include, but is not limited to, financial malfeasance, flagrant disregard of member safety, or dereliction of duty.
- C. Any vacancy on the Executive Team or of an Event Manager occurring by reason of death, resignation, or removal shall be made by appointment. Such appointee shall serve during the unexpired term of the person whose position became vacant.

ARTICLE FOUR: POLICIES

The Chairperson shall, with the assistance of the other officers and other designees, collect and maintain a set of all established corporation policies. These policies shall be available upon request. The corporation envisions that all policies shall be part of a living document; however, all policies shall remain in effect until modified.

ARTICLE FIVE: AMENDMENTS

Amendments to these bylaws shall be submitted in writing to the officers. Upon a majority vote, amendments shall be adopted and then registered with the Secretary of State if required by law.

ARTICLE SIX: LEGAL AND FISCAL AUTHORITY

Section One: Contract Signing

All officers and their duly authorized designees must be able to legally sign contracts in the State of Washington. Only officers and their duly authorized designees shall have the authority to sign contracts on behalf of the corporation.

Section Two: Bondability

All signatories to any Seattle Genre Alliance bank account must be able to be bonded in the State of Washington.

Section Three: Indemnification and Liability

It is the intent of Seattle Genre Alliance to indemnify its directors, officers, agents, and volunteers to the fullest extent permitted by the Washington Nonprofit Corporation Act. Directors, officers, agents, and volunteers acting in their official capacity will be indemnified against all liability arising from any proceeding if they acted in good faith and reasonably believed their conduct was in the best interest of Seattle Genre Alliance.

Seattle Genre Alliance will not indemnify directors, officers, agents, or volunteers for any liability arising from any action brought against them by, or in the right of Seattle Genre Alliance, nor will Seattle Genre Alliance indemnify directors, officers, agents, or volunteers for any liability arising from any proceeding in which they are found to have received an improper personal benefit from Seattle Genre Alliance.

Section Four: Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section Five: Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to 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 purposes of this corporation.

Section Six: Prudent Cash Reserve

It is the intention of Seattle Genre Alliance to have a prudent cash reserve of 3 years of operating expenses.

ARTICLE SEVEN: DISSOLUTION

An intentional dissolution of Seattle Genre Alliance must be approved by a seventy-five percent (75%) vote of the Executive Team.

ARTICLE EIGHT: LIQUIDATION AND DISTRIBUTION OF ASSETS

Upon dissolution of this corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Washington.