

Bubonicon, Inc.
BYLAWS OF BUBONICON, INC.

ARTICLE 1. NAME AND PURPOSE

Section 1.1. Name.

The name of the organization shall be Bubonicon, Inc.

Section 1.2. Purpose.

The Corporation of Bubonicon, Inc. (hereinafter referred to as "Bubonicon") is organized for the charitable and educational purposes of holding an annual convention based in Science Fiction and Fantasy Literature and fan related interests; per the Articles of Incorporation of the Board of Directors for Bubonicon, Inc. (hereinafter referred to as the "Board of Directors"), dated January 6, 2012. The Board of Directors is organized exclusively for charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal laws.

ARTICLE II. RELATIONSHIP WITH BUBONICON

The Agreement between the Board of Directors and Bubonicon, originally executed Jan 6, 2012 and as may be amended thereafter, recognizes the separate legal capacity of both parties and details the mutual services which each entity shall provide the other.

ARTICLE III. MEMBERS

The Members of Bubonicon, Inc. shall consist of the Board of Directors, the Board of Advisors and the Convention Committee.

ARTICLE IV. OFFICES

Section 4.1. Principal Office.

The principal office of Bubonicon shall be in Albuquerque, New Mexico.

Section 4.2. Other Offices.

Bubonicon may also have offices at such other places as the Board of Directors may from time to time determine or the purpose may require

ARTICLE V. AUTHORITY AND DUTIES OF BOARDS

Section 5.1. The Board of Directors

The Board of Directors is the policy-making body, may exercise all powers and authority granted to Bubonicon by law. The Board of Directors are the Officers of the Corporation.

5.1.1 Responsibilities of the Board of Directors

The Board of Directors directly assumes primary responsibility for, but is not limited to, protecting the continued existence of Bubonicon as a convention, the responsibility as

Officers of the Corporation to protect Bubonicon, Inc. and to ensure the consistency of the brand of Bubonicon throughout the years of the convention's continued existence. The Board of Directors is also responsible for establishing the eligibility for the Convention Chair (or Co-Chairs). Any changes to these eligibility rules for Con Chair will be in place by March 1st for that year's of the election of the Con Chair (Co-Chairs). The Board of Directors assumes responsibility for facilitating annual Nomination and Invitation Voting Public Meeting for the future year's Bubonicon Guest of Honor, Toast Master/Mistress and Guest Artist of Honor. The Board of Directors also assume responsibility for preserving the solvency and legal requirements of the incorporation.

Section 5.2. The Board of Advisors

The Board of Advisors is a non-voting entity in an advisory capacity to the Board of Directors, providing comment and perspective to decisions and changes made by the Board of Directors. The Board of Advisors exists to provide advice and lend their expertise and knowledge to situations in which the Board of Directors feel they need guidance.

Section 5.3. Composition of the Boards.

5.3.1. The Board of Directors, shall consist of at least three (3) but not more than seven (7), and are invited to the Board by existing Officers of the Corporation. Eligible parties will be from the Board of Advisors, the Convention Committee and prior author guests and attendees of the Bubonicon convention.

5.3.2. The Board of Advisors, not later than June 1, 2016, shall consist of at least three (3) but not more than five (5) Advisors. The Advisors will serve until they are unable to complete the duties of the office, their removal, or resignation -- and will only be called upon by the board if necessary for their opinion and advice.

Section 5.4. Meetings.

5.4.1. Regular Meetings. There shall be at least three (3) regular meetings annually of the Board of Directors at such dates, times and places as the Board of Directors shall determine and provide adequate notice. All minutes or meeting notes will be sent to all members of the Board of Directors within seven 7 days of the meeting. One regular meeting annually will be open to the public for financial review.

5.4.2. Quorum. A quorum shall consist of a majority of the Board of Directors, in person, through teleconferencing, and/or voting by absentee in writing except as otherwise provided in these Bylaws.

5.4.3. Telephonic Meetings. Members of the Board of Directors may participate in any meeting, including committee meetings, through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another and the participation is announced to the attendees. Participation by telephonic means shall be subject to the provisions of these Bylaws for notification of members and shall constitute presence in person at the meeting.

5.4.4. Manner of Acting. The act of a majority of the Directors present and voting by absentee at a duly called meeting shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws. A member entitled to vote may vote in person or may vote by absentee executed in writing by the member. The Board shall not be governed by

any external standards of decision making such as the Roberts Rules of Order, but rather its decision making shall be in accord with these Bylaws and the direction of the President.

5.4.5. Removal. A member of the Board of Advisors may be removed with or without cause by an affirmative vote of a majority of the members of the Board of Directors at any regular or special meeting of the Board of Directors, this does not apply to any Director member.

5.4.6. Vacancies. Any vacancy occurring in the Board of Advisors may be filled at any regular meeting of the Board of Directors and the elected Advisor shall serve the remainder of the vacant term.

5.4.7 Action Without Meeting. Any action required outside of a scheduled regular meeting can be undertaken and is permitted to be taken if at least seventy-five (75) percent of the member of the Board of Directors consent, in writing, to taking the action without a meeting.

ARTICLE VI. OFFICERS

Section 6.1. Authority and Duties of Officers.

The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other Officers as may be elected or appointed in accordance with the provisions of these Bylaws. The President of the Board, Vice President, the Secretary and the Treasurer shall be chosen from among the voting Directors of the Board. Any Officer may be required to give such fidelity bond as the Board may determine.

Section 6.2. Election and Term of Office.

6.2.1. The Officers of the Corporation shall be elected by the Board of Directors at the last Board meeting of the fiscal year and shall assume office promptly thereafter. If the election of Officers shall not be held at such meeting, the election shall be held as soon thereafter as conveniently may be or, in the case of vacancies, as soon thereafter as convenient. Officers will serve until they are unable to complete the duties of the office, their removal or resignation, or death.

6.2.2. Resignations are effective upon receipt by the Secretary of the Board of a written notification.

Section 6.3. Removal.

Any Officer elected by the Board of Directors may be removed by a majority of the voting members of the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby.

Section 6.4. Vacancies.

In the event of a vacancy in the office of the President because of death, resignation, removal, disqualification or otherwise, the Vice President will automatically assume the office. All other vacancies of an office may be filled at any regular meeting of the Board of Directors for the unexpired portion of the term and complete the unfilled term as necessary.

Section 6.5. Duties of Officers.

6.5.1. The President shall (a) preside at all meetings of the Board, (b) be the principal representative of the Board in its relations with the convention committee, (c) perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. The President has day-to-day responsibility for the Corporation, including carrying out the Corporation's goals and Board policy. The President will attend all Board meetings, report on the progress of the Corporation, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary by majority vote.

6.5.2. The Vice President shall preside at meetings in the absence of the President. If the Vice President is unavailable, another Officer shall act with the approval of the convened Board or Committee.

6.5.3. The Secretary shall have supervision over the records of the Board and shall be responsible for recording the minutes of all meetings of the Board of Directors.

6.5.4. The Treasurer shall review and report the fiscal affairs of the Board at each meeting.

6.5.5. In the event a situation arises that a tie-vote results and a tie-break is needed; the Board shall randomly appoint two different Officers of the Corporation to break the tie by playing "Rock-Paper-Scissors-Lizard-Spock" in a winner take all one (1) game match.

ARTICLE VII. THE CON CHAIR (CO-CHAIRS)

Section 7.1. Convention Chair(s).

The Convention Chair(s) (hereinafter referred to as Con Chair(s)) is elected and shall report to the Board of Directors.

7.1.1. The Con Chair(s) shall serve one (1) year term.

7.1.2. The Con(s) should designate and announce a second(s) upon beginning or continuing their term. The second(s) shall automatically assume the position of Chair upon the receipt of the Chair's notice of resignation, removal or death and complete the unfilled term, if any. In the event the Con Chair(s) and their second are unable to perform their duties, then the Board of Directors will assume the Con Chair functions in an emergency capacity. If in the event the Con Chair(s) and their second are unable to perform their duties and at least one year remains before the convention, an emergency election for Con Chair will be held.

7.1.3. The Con Chair(s) shall be responsible for the facilitation of all daily, weekly and monthly required duties associated with the annual Bubonicon convention. Including assembling, adding to and meeting with the convention committee as it relates to the annual Bubonicon convention. These duties may begin up to one year in advance of the convention for which the Chair will be responsible.

Section 7.2. Eligibility and Election of Con Chair(s).

7.2.1. The Con Chair(s) is eligible to run for the position after having attended a minimum of three (3) of the last four (4) conventions, been part of the convention committee for at least two (2) of those years prior to the vote of confidence and will put forth a written candidacy

statement of their intentions as the Con Chair(s), including a platform for facilitating the convention, which may include plans, goals, the reason for running and such. This written candidacy notice will be presented to the Board of Directors (board@bubonicon.com) by the deadline of July 1st.

7.2.2. The statement sent to the Board of Directors will be forwarded to all convention committee members at least one (1) week in advance of the vote of confidence. There will be no oral statements made before or during the vote of confidence. The date of this vote of confidence will be determined and communicated by the Board of Directors.

7.2.3. The Con Chair(s) is elected by vote of confidence within the existing convention committee and approved by the Board of Directors. All convention committee members present will be asked to vote for each candidate by written ballot on their confidence that each candidate for Con Chair(s) is capable of performing the duties of Con Chair, will run the convention in a fiscally responsible manner, and can form a convention committee.

7.2.4. In the vote of confidence, abstaining votes will not be counted as "yes" or "no," but shall be counted in the total number of votes cast. A simple majority of all votes cast is needed for a candidate to be approved by the convention committee. In the event there is no vote of confidence by majority vote of the convention committee and/or is not approved by the Board of Directors, the candidate will not be considered for the Con Chair position.

7.2.5 In the event more than one eligible person(s), that is not running as a team with another person, receives the vote of confidence from the convention committee and the Board of Directors, then the members of Albuquerque Science Fiction Society (in good standing per the ASFS voting rights), Board of Directors, Board of Advisors, convention committee and prior author/artist participants of the Bubonicon convention will be called upon to meet and vote for the election of Con Chair and decided by majority vote. This vote will occur at the first ASFS meeting following that year's Bubonicon convention, but may be changed by resolution of the Board of Directors. It is strongly advised that a candidate shadow that year's Con Chair(s) during the Bubonicon convention.

7.2.6 If the current Con Chair(s) is running with no opposition in that year, there will be no vote of confidence and the Con Chair will continue in their duties until they resign, are removed, in the event of their death, or have an opponent who receives the vote of confidence to run as opposition.

ARTICLE VII. FINANCIAL ADMINISTRATION

Section 8.1. Fiscal Year.

The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

Section 8.2. Checks, Drafts and Other Negotiable Instruments.

All checks, orders for the payment of money, bills, receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such Officer or Officers of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.3. Deposits and Accounts.

All funds of the Corporation, not otherwise employed, shall be deposited 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 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 any orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any Officer of the Corporation.

Section 8.4. Investments for the Future.

Except as noted below, 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. All decisions involving the Consolidated Investment Fund will be made in strict accordance with the Bubonicon Board of Directors' policy then in effect.

Section 8.5. Contracts and Instruments

Generally The President, signing alone, is authorized and empowered to execute in the name of this Board instruments not requiring attestation arising in the day-to-day operation of the business of the Board, including, but not limited to, certificates representing stocks, bonds or other securities. The Board of Directors may authorize any other person or persons, whether or not an Officer of the Board, to sign any contract or other instrument through a resolution delegating authority.

ARTICLE X. INDEMNIFICATION OF OFFICERS AND TRUSTEES

The Bubonicon Board of Directors shall indemnify any Officer of the Corporation or Trustee and former Officer of the Corporation or Trustee against reasonable expenses, costs, and attorneys' fees actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which the Trustee/Officer is made a party by reason of being or having been a Trustee or Officer, except to the extent defense of such proceeding has been assumed by the Risk Management Division of the State of New Mexico pursuant to the New Mexico Tort Claims Act. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim, other than amounts paid by the State of New Mexico pursuant to the New Mexico Tort Claims Act. The Trustee or Officer shall not be indemnified if such Trustee or Officer shall be adjudged to be liable on the basis that he/she has breached or failed to perform the duties of his/her office and the breach or failure to perform constitutes willful misconduct or recklessness. Advance indemnification shall be allowed of a Trustee or Officer for reasonable expenses to be incurred in connection with the defense or the action suit or proceeding provided that the Trustee or Officer must reimburse the Corporation if it is subsequently determined that the Trustee or Officer was not entitled to indemnification.

ARTICLE XI. ARTICLE ON NON-DISCRIMINATION

The Board of Directors shall not adopt any policy, practice or in any manner operate to discriminate against any person on the basis of race, age, national origin, sexual preference, ethnicity, religion, or gender as to membership on the Board of Directors or the Board of Trustees.

ARTICLE XII. AMENDMENTS TO BYLAWS

The Board of Advisors has the power to propose amendments to the bylaws in writing. The Board of Directors shall have the power to amend the Bylaws by an affirmative vote of two-thirds (2/3) of the Board at any regular or special meeting called for that purpose. Notice of any amendments to the Bylaws shall be given in writing thirty (30) days prior to such meeting.

ARTICLE XIII. DISSOLUTION

In the event the Board of Directors by majority vote decides to dissolve Bubonicon, Inc., after the settlement of its debts, instructs that all remaining funds be dispersed to one or more registered 501(c)(3) entities.

Date Adopted: February 26, 2014

Date Amended: April 24, 2016

Date Amended: May 31, 2019

Signed:


Board of Directors Member Full Name: Craig Chrissinger

Signed:


Board of Directors Member Full Name: Kristen Dorland

Signed:


Board of Directors Member Full Name: Jessica Coyle

Signed:


Board of Directors Member Full Name: Caci Cooper

Signed:


Board of Directors Member Full Name: Elizabeth Leggett