

**By-Laws of Science Fiction Northwest (SFN)
dba Northwest Science Fiction Society (NWSFS)**

ARTICLE ONE – NAME

The name of this organization shall be Science Fiction Northwest (SFN), a nonprofit Washington corporation, DBA Northwest Science Fiction Society (the Society).

ARTICLE TWO – PURPOSE

The purpose of the Society is to promote the appreciation of Science Fiction, Fantasy, and other Speculative Fiction related areas with activities which include all or part of the following:

- A) To provide a meeting ground for people with common interests in Science Fiction, Fantasy, and Speculative Fiction related areas;
- B) To provide education in the field of Science Fiction, Fantasy, and Speculative Fiction related areas;
- C) To publish material to further the above; and
- D) To hold various fundraising activities in furtherance of the above.

ARTICLE THREE – BOARD OF DIRECTORS

SECTION 1: THE BOARD

All business of the Society, except that specifically delegated to a vote of the general membership of the Society, shall be conducted by the Board of Directors (the Board).

The Board members are elected by the membership of the Society.

Board members must be a current member of the Society.

The Board shall have 5 (five) members.

The Term of office is for 2 (two) years, with 2 (two) of the board elected on even years, and 3 (three) of the board elected on odd years.

A Board member may be removed from office before the expiration of their term by a two-thirds (2/3) vote of the Society membership at any regularly scheduled business meeting of the Society, provided that notice of the vote to recall is published at least thirty (30) days in advance of the vote.

A vacancy on the board shall be filled by appointment by the remaining Board Members. Such appointee shall serve during the unexpired term of the Board member whose position became vacant.

SECTION 2: OFFICERS

Annually after each election, the Board shall meet and select the 3 (three) officers required by the Washington Nonprofit Corporation Act (Act) or its successor statute: President, Treasurer, and Secretary.

Officers are not required to be members of the Board.

Officers must be current members of the Society.

An Officer may be removed by a 2/3 (two-thirds) vote of the Board at a regular or special meeting of the Board. Notice of such proposed removal must be given to the Officer sought to be removed at least 1 (one) week prior to the meeting at which the question is to be voted on.

A vacancy for an Officer shall be filled by appointment by the Board Members. Such an appointee shall serve during the unexpired term of the officer whose position became vacant.

The duties of the officers are those provided by the Act. The Board can appoint additional officers, positions, or subcommittee chairs. All such appointees shall serve at the pleasure of the Board and can be removed by a simple majority vote of the Board.

ARTICLE FOUR – MEMBERSHIP

SECTION 1: DUES

Society membership is current during the time for which the members' dues have been paid.

The Board shall fix the dues. Notice of any dues change shall be published at least 30 (thirty) days before the change takes effect.

SECTION 2: CLASSES OF MEMBERSHIP:

- A) Society Members: Those who join the Society and are current on their dues. Society Members shall elect the Board and may conduct other business of the Society.
- B) Institutional Members: Must be approved by the Board. Privileges of such memberships are the same as those for Society Members, except that votes may not be cast by Institutional Members in any Society business.
- C) Honorary Members: Those approved by a 2/3 (two-thirds) vote of the Board, and the person being given the Honorary membership must also approve. They pay no dues. Privileges of such memberships are the same as those for Society Members. Honorary memberships are terminated only with a 2/3 (two-thirds) vote of the Board.

SECTION 3: REMOVAL OF MEMBERS

Any member of the Society may be removed by a 2/3 (two-thirds) vote of the Board at a regular or special meeting of the Board.

Notice of such proposed removal must be provided to that member at least 1 (one) week prior to the meeting at which the question is to be voted on.

When revoked, the procedure for reinstatement of that member shall be defined by the Board at the time of the revocation.

ARTICLE FIVE – MEETINGS

A minimum of 2 (two) general Society meetings shall be held annually. These are held to facilitate the election of the Board (see Article 6).

The quorum for general Society meetings is 20% (twenty percent) of the Society and Honorary members.

The Board may call a special Society meeting to facilitate required business. The quorum for special Society meetings is 20% (twenty percent) of the Society and Honorary members.

A minimum of 4 (four) Board meetings shall be held annually. These shall be open to members of the Society. The quorum of Board Meetings shall be a simple majority of the board, plus at least one officer in attendance.

The date and place of these meetings shall be published at least 30 (thirty) days in advance of the meetings. Notice may be provided by personal, electronic, or written communication.

Board meetings may be held in-person, virtually, or with similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in-person at a meeting.

The Board may hold closed meetings, or make parts of meetings closed, if sensitive material or personal data is to be discussed.

Emergency Board Meetings can be held as needed. The date and place of these meetings shall be published to members of the board at least 3 (three) days in advance of the meetings.

ARTICLE SIX – ELECTIONS

SECTION 1: ANNUAL NOMINATIONS MEETING

Nominations for the Board members of the Society shall be conducted at the general Society meeting during the month of May each year.

The place of the nominations shall be determined by the Board and announced at least 30 (thirty) days before the meeting.

Nominations shall close no more than 3 (three) days after the meeting.

SECTION 2: ANNUAL ELECTION MEETING

Elections shall be conducted by ballot, which shall be sent no more than 7 (seven) days after nominations close to all Society members who are eligible to vote.

Ballots may be submitted back to the Society, no later than the general Society meeting during the month of June each year.

Ballots can be submitted in person at the general Society meeting.

This meeting is to be held not less than 7 (seven) days after the ballots are made available, and in no case is this meeting to be held later than June 30.

Ballots shall be counted, and election results announced by the end of the June general Society meeting. Notification of the results shall be made available to Society members.

SECTION 3: ELIGIBILITY TO VOTE

Society and Honorary members whose dues are current at the close of the general Society meeting in May, shall receive ballots and may vote in Society elections.

SECTION 4: ELIGIBILITY TO RUN FOR BOARD.

In order to run for the Board of the Society a member:

- A) Must have been a member of the Society for at least three (3) months preceding the date of the annual nominations meeting; and
- B) Must be legally able to sign contracts on behalf of the Society in accordance with the Act.

ARTICLE SEVEN – HANDLING PROPERTY

The Society property shall be entrusted to the custodial care of the Board and its designated agents, to be held, administered, and disposed of in accordance with the laws of the State of Washington.

Property or equipment purchased by the Society funds shall not be considered the property of any individual member, or group of members, but shall be known as the Society property.

The Society may receive and accept property, by way of gift, bequest, or devise, from any person, firm, trustee, or corporation.

ARTICLE EIGHT – LEGAL AND FISCAL AUTHORITY

SECTION 1: CONTRACT SIGNING

Only Board members have the authority, to sign contracts on behalf of the Society.

SECTION 2: BONDABILITY

All signatories to any Society bank accounts must be able to be bonded in the State of Washington.

SECTION 3: INDEMNIFICATION AND LIABILITY

It is the intent of the Society to indemnify its directors, officers, agents, and employees to the fullest extent permitted by the Act. Directors, officers, agents, and employees acting within or outside of their official capacities shall be indemnified against any and all liability arising from any proceeding if they acted in good faith and reasonably believed their conduct was in the best interest of the Society.

Directors, officers, agents, and employees shall be indemnified for liability arising from a criminal proceeding if they had no reasonable cause to believe their conduct was unlawful.

The Society shall not indemnify directors, officers, agents, or employees for any liability arising from any action brought against them by, or in the right of, the Society, nor shall the Society indemnify directors, officers, agents, or employees for any liability arising from any proceeding in which they are found to have received an improper personal benefit from the Society.

SECTION 4: LIMITATIONS ON ACTIVITIES No substantial part of the activities of the Society shall be the carrying on of lobbying, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and the Society 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.

SECTION 5: PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of the Society shall inure to the benefit of, or be distributed to, its members, directors or trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Society.

ARTICLE NINE – DISSOLUTION

An intentional dissolution of the Society must be approved by a 2/3 (two-thirds) vote of the voting membership as defined in Article 4.

ARTICLE TEN – 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 the Society shall be distributed to one or more domestic corporations, societies, or organizations, engaged in activities substantially similar to those of the Society. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Washington.

ARTICLE ELEVEN – MAINTENANCE OF RECORDS

The Board under the guidance of the statues of the State of Washington and the Federal Government of the United States of America shall oversee the maintenance and storage of appropriate records for the period of time required by law. These records shall be produced within a reasonable time, at a site agreed to by the Board, for inspection by any member of the Society or a representative of more than 5% (five percent) of the Society membership.

ARTICLE TWELVE – AMENDMENT OF BYLAWS.

These bylaws may be amended by the following procedure:

- A) Amendments may be proposed at any regular or special meetings of the Society membership. A majority vote of the members present shall allow the question to be put to the entire membership.
- B) The proposed amendment shall be sent to each Society member, accompanied by a ballot.
- C) Ballots must be submitted back to the Society by the next regularly scheduled Board meeting, which follows the sending of ballots by at least two weeks. Ballots can also be submitted in person at this board meeting.
- D) A 2/3 (two-thirds) two-thirds ($2/3$) vote shall be required to adopt the amendment.

Approved by a vote of the membership on September 27, 2025.