

STAT Club of Maryland, Inc.

By-Laws

ARTICLE I

Purpose

Section 1 - Purpose: The STAT Club of Maryland, Inc. (the Organization) is formed to foster social opportunities involving recreation, education, and entertainment of its members with regard to speculative fiction, including but not limited to examination, viewing, discussion, and creation of objects and works in the genres of Science Fiction, Science Fantasy, Science Horror, Fantasy, and Alternate Histories as well as supporting areas that deepen a member's understanding of speculative fiction such as but not limited to writing fiction, creating art pertaining to speculative fiction, viewing said art, film making, recording, editing, prop making, costume making, sound effects, special effects, acting, directing, and understanding information from science fact and other STEM-related topics as they relate to speculative fiction.

Section 2 - Limits: The Organization is established as a social club and shall be operated exclusively for the purposes above within the meaning of IRS Publication 557 Section 501(c)(7) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for/to a social club.

In addition, the Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Maryland and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Organization. At no time and in no event shall the Organization participate in any activities which have not been permitted to be carried out by an Organization exempt under Section 501(c) of the Internal Revenue Code of 1986, such as certain political and legislative activities.

The Organization shall be limited to doing only those acts permitted by its Articles of Incorporation, Its Constitution, and by the Non-Stock Organization Law (otherwise known as Subtitle 2. Nonstock Organization of Title 5, Special Types of Organizations of the Organizations

and Associations Article of the Annotated Code of Maryland, 2007 Replacement Volume, as amended) under which it is incorporated, and by section 501(c)(7) of the Internal Revenue Code.

ARTICLE II

Membership

Section 1 - Definition of Membership: Affiliation within the Organization is through membership. Different membership levels bestow certain rights and privileges within the Organization. It is never assumed that a membership level includes the rights and privileges of another level because of their order on the membership list. Membership pricing (dues) are set at the December Business Meeting for the following calendar year.

Section 2 - Membership Types: The Membership Committee determines the application, the process, and the requirements for membership.

The Membership Committee determines the membership types annually and presents them to the full membership for approval. Upon adoption they are published to the Organization's Standard Operating Procedures.

The Organization must always have as a membership type:

- 1) *Full Member.* A Full Member may attend Committee, Social, Business, Special, and the Annual Meeting in person or virtually. Full Members may hold office, committee positions, and have the right to vote. Persons must attend three (3) Business Meetings prior to submitting an application for Full Membership before their application can be acted upon by the voting members.
- 2) *Business Member.* A Business Member may attend Committee, Social, Business or Special meetings in person or virtually. Business members may only attend the Annual Meeting by virtual means. Business Members may hold office, committee positions, and have the right to vote. Persons must attend three (3) Business Meetings prior to submitting an application for Business Membership before their application can be acted upon by the voting members.
- 3) *Associate Member.* An Associate Member has all the rights and privileges of a Business Member except they do not have the right to vote. Associate Members may only attend the Annual Meeting by virtual means. Associate Members do not have a minimum meeting attendance requirement.

Section 3 - Term: All memberships are valid from January 1 through December 31 for the upcoming (or within) the calendar year purchased, regardless of the date paid. Business Member and Full Member dues are non-refundable and must be paid no later than January 31. Non-payment of dues by a Business or Full Member removes that member's 'good standing' with the Organization: They may no longer vote or attend any meetings until they have paid their dues. Any member not in good standing will be dropped from the roles of the Organization automatically sixty (60) days after they are in arrears.

Section 4 - Attendance: Members who fail to attend certain meetings may have their membership type changed or revoked. See Article III below.

Section 5 - Diversity: No person shall be denied membership in the Organization or participation in any of its activities because of race, sex, sexual orientation, pregnancy, color, gender or gender selection, religion, age, disability, or national origin.

Section 6 - Contact: Each Member shall provide to the Membership Chair a current mailing address, email address, and primary telephone number. Members are encouraged to provide other convenient means of contacting them, such as fax number, alternative e-mail address, or alternative telephone number. No person will be allowed to use the list of members' contact information for their own business or marketing purposes, nor shall the membership list ever be sold to another organization or business.

Section 7 – Removal: A member may be removed from the Organization by the action of the Board of Directors. A motion passed at a Business Meeting or a meeting of the Board of Directors to remove a member from the Organization will be taken up at the next Board of Director's meeting. Actions by the Board of Directors for removing a member will be the same as those found under Article IV, Section 6: Grievances.

ARTICLE III

Meetings

Section 1 - Meeting Types: The Organization will have the following meeting types:

- 1) *Business.* Business Meetings will occur monthly at a time and location determined by the membership. If the time or location changes from the previous month, then 72 hours notice must be given to all members who may attend. The regular business of the Organization takes place at Business Meetings. An agenda will be made available to all members who may attend at least one week prior to the meeting date. Business Meetings are not held in the month of the Annual Meeting.

- 2) *Social*. Social Meetings are held and announced by the Social Committee. Social Meetings will be announced, in as timely a manner as possible, to all members allowed to attend. Some Social Meetings may incur a cost to the member, if they choose to attend, which the Organization may pay for in advance, or pay a deposit on behalf of members. If so, only the actual costs of the activity or outing may be passed on to the member. The Organization may not profit from members attending Social Meetings. A minimum of four (4) Social Meetings will be held annually that incur no additional costs to members.
- 3) *Special*. Special Meetings may be called by the President for any reason. 72 hours notice must be given to all members who could attend a Special Meeting as to the time, place, and reason for the meeting. No other Organization business will occur at a Special Meeting other than the business declared.
- 4) *Board*. The Board of Directors will meet according to the stipulations set down in Article IV of these Bylaws
- 5) *Annual*. The Annual Meeting will be held at a time and location decided upon by the Annual Meeting Committee. The Annual Meeting may be held in several sessions over several days. The Annual Meeting may include seminars, events, activities, special guests, displays, and other programs deemed to be of interest to or benefit the membership. The President will issue an annual report at the Annual Meeting. No motions or other Organization business will be conducted.

Section 2 - Meeting Procedures: Meetings of the Organization shall be presided over by the President, a committee chair, or their designee. **Robert's Rules of Order, Newly Revised** will be used for all meetings of the Organization. When needed, the President may appoint a temporary Parliamentarian, who cannot be a member of the BOARD, to investigate and rule on a matter before the Organization.

Upon request for a roll call vote, or a vote by show of hands, or voice affirmation, voting members attending virtually must be included to the best efforts of the Organization. During a vote by secret ballot, the persons tallying virtual votes will take every measure possible to ensure the anonymity of the identity of those casting votes by verifiable electronic means.

The Organization and its Committees shall place their order of business and conduct at meetings into their respective Standard Operating Procedures. The agenda at all Business Meetings must include the following:

1. Attendance verification
2. Call to Order
3. Presentation of the Minutes
4. Reading of Communications
5. Report of the Officers
6. Report of the Treasurer
7. Report of Standing Committees

8. Report of Other Committees
9. Nomination of Officers (November meeting only)
10. Nomination and Election of Officers (December meeting only)
11. Appointment of Annual Meeting Committee Chair (within 60-days of close of the Annual Meeting)
12. Appointment of other Committee Chairs (December meeting only)
13. Old Business
14. New Business
15. Good of the Organization
16. Adjournment
17. Announcements

Section 3 - Attendance: Business and Full Members must attend a minimum of one (1) Business Meeting per quarter for a total of four (4) Business meetings in a calendar year. Business and Full Members who fail to meet this minimum requirement will have their membership type automatically changed to Associate Member. No refund of dues will be given. A member whose membership type has been changed under this section may be reinstated by majority vote after attending two (2) Business Meetings.

Attendance at meetings can be either in person or electronic (virtually). Voting members who attend virtually may cast a vote by voice or through a verifiable source (e-mail, text, etc.).

Section 4 - Quorum at Business Meetings: The lesser of ten (10) Business and/or Full Members or one-half (1/2) the total Business and Full Membership, and at least two members of the BOARD, shall constitute a quorum at all meetings of the Organization. No motions, voting, or conducting Organization business may occur at meetings where a quorum is not present. Persons attending electronically under procedures established in the Organization's Standard Operating Procedures shall count toward the quorum.

ARTICLE IV

Board of Directors & Officers

Section 1 - Purpose: The Board of Directors (the BOARD) shall be responsible for the oversight and well-being of the Organization. The BOARD is responsible for the financial and physical inventory of the Organization. The BOARD has the power to conduct investigations into matters of impropriety and conduct and to make recommendations to the voting membership in regards to discipline and removal. The BOARD shall consist of nine (9) voting members serving for a two (2) year term.

Section 2 - Composition: The BOARD is composed of up to five (5) DIRECTORS and four (4) OFFICERS as stipulated in the STAT Club of Maryland Constitution. Although all nine members compose the BOARD and vote as a board of directors on matters before it, the four OFFICERS are also tasked with the daily operation of the club. DIRECTORS and OFFICERS are all BOARD members, and may be referred to collectively in these Bylaws as the BOARD or BOARD member(s).

Section 3 - Meetings: The BOARD shall meet at least four times a year, once in each quarter. The BOARD must meet after the December Business Meeting and prior to the January Business Meeting. The time, date, and place of Board meetings will be agreed upon by its members.

Section 4 - Eligibility: Candidates for the BOARD shall be Full or Business members, in good standing in the Organization, who have reached their eighteenth birthday (18) by the time of the election. BOARD candidates will have been a member of the Organization for a minimum of five (5) consecutive years. A person may hold only one BOARD position, either as a DIRECTOR or as an OFFICER. BOARD members cannot be the head of a standing committee. All candidates must be eligible to be bonded by the insurance company of the Organization's choice. Candidates and officers who cannot be bonded will be removed from their positions.

Section 5 - Nominations and Election: Elections for DIRECTORS occur only during odd-numbered years. Elections for OFFICERS occur only during even-numbered years. Nominations for BOARD positions require a Second. Members who are nominated for a BOARD position must either accept or decline the nomination in person, virtually, or by verifiable electronic means (e-mail, text, etc.). The Membership Committee Chair shall conduct the election. Secret ballots will be issued to those voting members attending in-person. Voting members attending the election virtually will cast their vote using a verifiable means (e-mail, text, etc.). The Secretary will verify the results and announce the winners.

Section 6 – Board Approval: Persons elected by the membership must be approved by the current Board of Directors at the BOARD meeting held between the December Business Meeting and the January Business Meeting before they are allowed to take office. If an elected member is not approved for a position, the BOARD must first consider the candidate that received the second highest number of votes cast during the election for that office. If the BOARD does not approve that candidate, they must appoint an eligible member to fill the position.

Section 7 - Term: Persons take office at the January Business Meeting after being elected and serve for two (2) years. A BOARD position may be left vacant because a member resigns from the Organization, or their office, or has their membership type changed to a non-voting classification, or who is removed from office. Vacancies of OFFICERS will be filled by appointment by the President. This appointment is "acting" until it is approved by the BOARD. Vacancies of DIRECTORS will be filled by appointment of the BOARD. An appointed member must meet all eligibility requirements for the position they are filling.

Section 8 - Removal from Office by Membership: A motion may be made by the membership, at a Business Meeting only, to 'Remove a Person from Office at the next Business Meeting'. This motion must be seconded and passed by a majority of voting members attending. The issue is then tabled until the following Business Meeting. This allows the BOARD member in question to prepare for the vote.

At a subsequent Business Meeting, the motion can be brought from the table and a BOARD member may, upon a 2/3rds majority of the voting members in attendance, be removed from office.

Section 9 - Removal from Office by Board of Directors: Because of its nature as the Organization's governing body, the BOARD, during its regular meeting, may also vote to remove a BOARD member. A motion may be made by a BOARD member, at a regular Board meeting only, to 'Remove a Person from Office at the next Board Meeting'. This motion must pass by a majority of BOARD members present. The issue is then tabled until the following Board Meeting. This allows the BOARD member in question to prepare for the vote.

At a subsequent Board Meeting, the motion can be brought from the table and a BOARD member may, upon a majority vote of the BOARD members in attendance, be removed from office.

Section 10 - Duties: The elected OFFICERS of the Organization shall be a President, Vice President, Secretary, and Treasurer. Because OFFICERS are also BOARD members, candidates will have been a member of the Organization for a minimum of five (5) consecutive years. The term of all OFFICERS is dealt with in Article IV, Section 7.

1. **President:** Shall serve as the executive head of the Organization and shall preside over Business Meetings. The President shall be considered an ex-officio member of all committees of the Organization. The President shall establish special committees, as needed, and appoint or dismiss chairpersons of all committees. The President must appoint the Annual Meeting Committee Chairperson within sixty (60) days of the conclusion of the previous Annual Meeting. The President may NOT serve as the Annual Meeting Committee Chairperson during his or her term of office.
2. **Vice-President:** Shall serve as an advisor to the President; preside at meetings in the President's absence; serve as temporary replacement of absent officers as needed at Business Meetings. The Vice-President shall serve as the chairperson for the Finance Committee and the Standard Operating Procedures committee. In the event the office of President becomes vacant, the Vice President assumes the position of President until the next elections (this does not require Board approval).
3. **Secretary:** Shall retain records of all meetings and correspondence as related to the Organization. It is the responsibility of the Secretary to take minutes of

Business and Special Meetings. These minutes will be made available at the next Business Meeting. The Secretary will keep all minutes, reports, and records in original format for two (2) years. After this period they can be reduced to electronic storage.

4. **Treasurer:** Shall be responsible for the safeguarding of all funds received by the Organization and for their proper distribution and, in conjunction with the Finance Committee, the preparation of the annual budget. The funds shall be kept in deposit in financial institutions approved by the Active membership, subject to checks signed by two (2) of the official signatures on file at said institutions. Records will be maintained by the Treasurer in accordance with Internal Revenue Service regulations. All financial records shall be kept in original format for seven (7) years. After seven (7) years records may be reduced to electronic storage.

Section 11 – Grievances: The BOARD will be the final authority on any grievances brought before it by any member or outside party having business dealings with the Organization. The BOARD maintains the right to contact and question parties to reach a resolution. All inquiries, investigations, and questions will be sanctioned by the BOARD as a whole, no individual BOARD member is authorized to act on any allegation as an individual without prior BOARD authorization. The BOARD's final resolution must be stated and voted upon by the BOARD, is binding (subject to the laws of Maryland and the laws governing corporations), and there are no appeals.

Section 12 – Chairperson: The BOARD may choose to appoint, and change at their discretion, one of its DIRECTORS to act as CHAIRPERSON OF THE BOARD, for the purposes of signing Organization documents, presiding over BOARD Meetings, and communicating with the rest of the BOARD and the Organization's membership.

Section 13 – Policies: In accordance with the Organization's Constitution (Article 8 - Standard of Care) the Organization will establish, within its Standard Operating Procedures, policies in regards to Ethics, Conflict of Interest, and mandatory disclosure of members' interests in regards to those policies. The Organization will establish a Whistleblowing policy. The Organization will establish policies for any items listed under Part VI of IRS Form 990, 'Governance, Management, and Disclosure.' These policies will be reviewed, updated, and agreed to annually by the BOARD.

ARTICLE V

Committees

Section 1 – Standing Committees: Standing Committees are the permanent committees of the Organization. Each committee will have a chairperson and are encouraged to have at least two (2) additional members. Committee chairpersons are responsible for updating their committee's Standard Operating Procedures (SOP) each April. Committee chairpersons are responsible for submitting minutes of their meetings to the Secretary within two (2) weeks of any meeting.

- A. *Annual Meeting Committee:* Shall be responsible for coordinating the Annual Meeting. The chairperson shall be responsible for the preparation of the budget and for overseeing the Annual Meeting portion of the Organization's website(s). (For additional duties, see Article II, Meetings, Annual)
- B. *Education Committee:* Shall be responsible for the distribution of educational/scientific information materials.
- C. *Finance Committee:* Shall be responsible for the development and enforcing the regulations related to Organizational finances in conjunction with the Treasurer. The Vice-President shall serve as the chairperson of this committee and the Treasurer shall be a member.
- D. *Archives Committee:* Shall be responsible for the maintenance and storage of the Organization's historical materials, publications, and memorabilia.
- E. *Membership Committee:* Shall be responsible for maintaining all current and historical membership records. The Membership Committee shall conduct the Organization's elections as well as manage incoming applicants for membership. The Membership Committee shall be responsible for the sending of specialized correspondence and gifts (birthday cards, get-well cards, flowers, etc.). (For additional duties, see Article II, Membership)
- F. *Social Committee:* Shall be responsible for planning the Organization's Social Meetings and social activities. (For additional duties, see Article III, Meetings, Social)
- G. *Standard Operating Procedures Committee:* Shall be responsible for maintaining the Organization's list of generally agreed-upon procedures for the conduct of business by the Organization and each Standing Committee. This includes, but is not limited to: a timeline of events, a list of outside contacts and resources and necessary capital equipment to run said committee. The chair of each committee is responsible for submitting SOPs and updating any changes annually.
- H. *Technology Committee:* The Technology Committee is responsible for the Organization's website(s), social media presence, and any other technology needs of the Organization. A listing of all technology, websites, software, and third-party login information, as well as passwords, will be regularly updated and provided to the other members of the committee and the Organization's Secretary. Any billing or invoices will be the responsibility of the Treasurer.

Section 2 – Special Committees: Special Committees may be formed by the President as needed. The President will appoint a chairperson and other members. Special Committees will

report their progress during Business Meetings. Special Committees shall dissolve upon completion of their task and submit all relevant records and reports to the Secretary.

ARTICLE VI

Records and Inventory

Section 1 - Storage: All mention in these by-laws of keeping, storing, receiving, and maintaining records, minutes, materials, reports, etc. shall comply with the following standard: All of the Organization's records, minutes, materials, reports, etc., shall be stored for a period of at least two (2) years, then may be reduced to electronic storage to be kept in perpetuity.

Electronic storage will consist of a third-party cloud-based system managed by the Technology Committee.

Whenever there is any ambiguity or conflict within these by-laws or the Organization as to the length of time or manner that records are to be kept, this section shall override all other sections.

Section 2 - Inventory: All committees must conduct a physical inventory annually of items assigned to or purchased by said committees. A copy of the inventory must be given to the BOARD by the end of the fiscal year.

ARTICLE VII

Finance

Section 1 – Fiscal year: the Organization's fiscal year shall run from January 1 to December 31, inclusive.

Section 2 - Standard Operating Procedures: Refer to these by-laws and the Organization's Standard Operating Procedures (SOP) for guidance on the Organization's financial procedures.

ARTICLE VIII

Dissolution

Section 1 - Transference: The Organization may, for purposes of establishing a new Organization, company, or corporation, transfer its assets, both real and intellectual, including financial accounts, investments, petty cash, copyrights, trademarks, inventories, records, and archives, to the new business entity. This may only be done with the 2/3rds majority of voting members attending a Business Meeting. A transfer of assets will not be done if it is shown that it would create a financial gain for any member or officer to do so.

Section 2 - Dissolution: The Organization shall use its funds to accomplish the mission, objectives and purposes specified in its governing documents. Organizational funds will never be used to pay or otherwise compensate any member or officer of the Organization. On dissolution of the Organization, the net proceeds of the Organization's assets after said dissolution shall be forwarded and donated to the National Air and Space Museum of the Smithsonian Institute for acquisition and maintenance of Star Trek and space-related materials.

ARTICLE IX

Amendments to By-Laws

Section 1 - Procedure: By-law changes will be presented, in writing, during the New Business segment of a Business meeting, to the Membership Committee Chair, who will read the proposed change to the membership and then immediately table the proposed change. The Secretary will email the proposed change to the voting membership within two weeks of the conclusion of this meeting.

At the following Business Meeting, under Old Business, the proposed by-law change may be removed from the table and discussed. A proposed by-law change is enacted by a 2/3rds majority of voting members attending.

Section 2 - Format: The proposed by-law change must include the Articles and sections as written as well as the changes proposed. Amendments and changes made to the proposal after it is presented require the procedures to begin anew.

ARTICLE X

Liability, Indemnification and Ethics

Section 1 - Liability: The BOARD and Committee members shall have no personal liability for any contract or other commitment made by them, in good faith, on behalf of the Organization that they are duly authorized to make. The Organization shall indemnify and forever hold each such BOARD and Committee member free and harmless against any and all liability to others on account of any such contract or commitment.

Section 2 - Indemnification: The Organization shall indemnify every BOARD and Committee member against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any BOARD or Committee member in connection with any action, suit or other proceeding, including the settlement of any such suit or proceeding if approved by the then Board to which he may be made a party by reason of being or having been an Organization BOARD or Committee member, whether or not that person is a BOARD or Committee member at the time such expenses are incurred.

Any right to indemnification provided for herein shall not be exclusive of any other rights to which any BOARD or Committee member of the Organization, or former BOARD or Committee member of the Organization, may be entitled.

The BOARD and Committee members shall be liable to the Organization for any negligence, willful misconduct, or actions committed in bad faith, but shall not be liable for mistakes of judgment if made in good faith.

Section 3 - Ethics: OFFICERS and BOARD members shall exercise their powers and duties in good faith to promote the interests of the Organization in accordance with the Organization's Constitution and the Laws of Maryland. (For additional ethical requirements, see Article IV, Section 13.)

Section 4 - Insurance: The BOARD is authorized to obtain, in its discretion, liability insurance and/or bonding for all OFFICERS and DIRECTORS of the BOARD, and/or activities by the Organization's members and/or Committees.

ARTICLE XI

Governing Documents

Section 1 - Constitution: The STAT Club of Maryland, Inc. Constitution is the governing document for this Organization. Further, the laws governing corporations in the State of Maryland supersede all the governing documents of this Organization.

Section 2 - Severability: In the event any provision or provisions of these Bylaws shall be determined to be invalid, void or unenforceable, such determination shall not render invalid, void or unenforceable any other provisions hereof which can be given effect.

Section 3 - Gender: Whenever in these Bylaws the context so required, the singular number shall include the plural and the converse; and the use of any gender shall be deemed to include all genders.

Section 4- Service and Trade Marks: The terms **Shore-Leave**, **Shore Leave**, **Shore Leave Convention**, and **Shore-Leave Convention** are service and/or trademarks of STAT Club of Maryland, Inc. and may not be used by any entity without prior permission of the BOARD.

Section 5- Membership action: Under no circumstances will a motion or any other action by the Organization's membership allow the Constitution or Bylaws of this Organization, or any Article or Section thereof, to be set aside or bypassed for any reason.