

# SAN FRANCISCO SCIENCE FICTION CONVENTIONS, INCORPORATED

## A California Public Benefit Corporation

### BYLAWS

As of close of March 28, 2009 meeting of the Board of Directors

#### 1 Offices of the Corporation

##### **1.1 Principal Office of the Corporation.**

The principal office of the corporation for the transaction of its business may be located in any of the counties of the San Francisco Bay Area as defined in section 15.4.

##### **1.2 Change of Address of the Corporation.**

The counties of the corporation's principal office may be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named counties by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

The initial principal office of the corporation shall be 1283 38th Avenue, San Francisco, California 94122.

1285 38th Ave, San Francisco CA 94122	Date: 3/10/1991
3313 Vincent Road, Suite 206, Pleasant Hill CA 94523	Date: 6/1/1991
75 Precita Ave, Moss Beach CA 94038	Date: 1/1/1995
245 5th St Ste 311, San Francisco CA 94103	Date: 1/1/1998
2804 Stuart St, Berkeley CA 94705	Date: 3/15/2003
969 Asilomar Terrace #6, Sunnyvale CA 94086-2438	Date: 3/17/2007
_____	Date: _____

##### **1.3 Other Offices.**

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

#### 2 Objectives and Purposes

##### **2.1 Objectives and Purposes of the Corporation.**

The primary objectives and purposes of the corporation shall be:

2.1.1 To promote science fiction and fantasy in all its forms, including, but not limited to, literature, theater, film, television, and art.

2.1.2 To sponsor and promote public events and conventions in the San Francisco Bay Area to increase interest in and awareness of science fiction and fantasy.

2.1.3 To sponsor and promote public events and conventions in the San Francisco Bay Area to present science fiction and fantasy works in any of their many forms.

2.1.4 To directly engage in and to provide facilities for others to engage in the promotion and encouragement in the San Francisco Bay Area of the subset of the arts known as science fiction and fantasy.

2.1.5 To engage in other activities of a charitable, educational, or literary nature, as permitted by section 501(c)(3) of the Internal Revenue Code of the United States of America.

*[Section 2.1.5 was added by Resolution 1992-2, April 4, 1992. Although this purpose is stated in the Articles of Incorporation, it was considered appropriate to include it here as well.]*

### **3 Board of Directors**

#### **3.1 Number of Directors.**

The corporation shall have eleven (11) Directors and collectively they shall be known as the Board of Directors. No individual may hold more than one (1) seat on the Board at any given time.

*[Second sentence, which until that time was part of a provision numbering the seats of the board, added as part of resolution 94-6, adopted October 29, 1994, at which time the seat-numbering scheme was repealed.]*

#### **3.2 Powers of the Board of Directors.**

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

#### **3.3 Duties of the Directors.**

It shall be the duty of the Directors to:

3.3.1 Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by any of these Bylaws;

3.3.2 Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents, and employees of the corporation;

3.3.3 Supervise all Officers, agents, and employees of the corporation to assure that their duties are performed properly;

3.3.4 Meet at such times and places as required by these Bylaws;

3.3.5 Register their addresses and telephone numbers with the Secretary of the corporation. Notices of meetings mailed or telegraphed to them at such addresses shall be valid notice thereof.

### **3.4 Qualifications of Directors.**

All Directors must be eighteen (18) years of age or older and legally able to enter into a contract in the State of California. At least a majority of the Directors must be residents of the San Francisco Bay Area as defined in these Bylaws. If a Director is a resident of the San Francisco Bay Area at the time s/he is elected, s/he is considered to be a resident of the San Francisco Bay Area for the entire length of his/her term, even if s/he takes residence outside of the San Francisco Bay Area during his/her term.

*[Until April 1993, there was an additional requirement that directors be legal residents of California. The California residency requirement was removed by Resolution 93-1, adopted April 25, 1993.]*

*[Until October 1994, the seats of the board were numbered and odd-numbered seats had to be filled by residents of the Bay Area; should the director move out of the Bay Area, s/he would lose his/her seat. The current system was adopted as part of Resolution 94-6, adopted October 29, 1994.]*

### **3.5 Terms of Office.**

Each Director shall hold office until the expiration of his or her term of office or until his/her successor takes office, except as otherwise provided in these Bylaws. All terms shall expire on 1 January 1992 and on every third year thereafter, except as otherwise provided in these Bylaws.

*Provided that, for terms beginning 1 January 1995, the terms of three seats elected shall expire on 1 January 1998 (three years), the terms of four seats elected shall expire on 1 January 1997 (two years) and the terms of four seats elected shall expire on 1 January 1996 (one year).*

*[The proviso in italics above was added as part of Resolution 94-6, adopted October 29, 1994, staggering the terms of the directors.]*

### **3.6 Election of Directors.**

All elections shall be held at the final regular meeting of the Board of Directors in each year. Any Director may nominate candidates for any seat being voted upon until the time of the vote. Each seat shall be voted upon by written preferential ballot. All Directors shall be eligible to vote for each seat up for election. If there is only one candidate for a seat, a written preferential ballot is not necessary, and the Board may elect the candidate to the position by unanimous consent. If there is only one nominee for each seat, the Board may elect the entire slate of candidates simultaneously by unanimous consent.

### **3.7 Vacancies.**

Vacancies on the Board of Directors shall exist upon the death, resignation, removal, or disqualification of any Director, or whenever the number of Directors is increased by amendment to the Bylaws of the corporation. The Board of Directors or the President may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. Directors may also be removed with or without cause by a two-thirds (2/3) vote of the Board of Directors. Any Director may resign effective upon giving written notice to the President or the Secretary, unless the notice specifies a later date for the effectiveness of such a resignation. Unless otherwise specified therein, the acceptance of such a resignation by the Board of Directors shall not be necessary for such a resignation to take effect. No Director may resign if the corporation would then be left without a duly elected or appointed Director or Directors in charge of its affairs, except upon notice to the Attorney General.

*[Vote needed to remove director changed from 8 votes to a 2/3 vote by Resolution 1991-28, 10-5-91. This section, formerly 4.12, was moved to its present location by Resolution 94-6, adopted October 29, 1994.]*

### **3.8 Filling of Vacancies.**

After a vacancy on the Board of Directors occurs, the President shall have ninety (90) days to fill the vacancy by appointment. If a vacancy is not filled by the President within ninety (90) days, the Vice President shall have the power to fill the vacancy. If, within an additional ninety (90) days, the Vice President has not filled the vacancy, the Directors shall fill the vacancy at the next regular meeting by election by written preferential ballot, with each Director having one vote. If there is only one candidate for a seat, a written preferential ballot is not necessary, and the Board may elect the candidate to the position by unanimous consent. All appointments of the President or the Vice President may serve only until the next regular meeting of the Board, at which time they must be confirmed by a majority of the Directors present in order to remain in the seat until its regularly scheduled expiration. Should the Director in question fail to be confirmed by the Board, the seat will be declared vacant once again, and the procedure detailed in this Section shall start anew, with the President having ninety (90) days to fill the vacancy.

### **3.9 Compensation.**

Directors shall serve without compensation. They shall, however, be allowed reasonable advancement of reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3.3 of these Bylaws. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such other compensation is reasonable and allowable under the provisions of Section 3.10 of these Bylaws.

### **3.10 Restrictions Regarding Interested Directors.**

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means any of the following:

3.10.1 Any person currently being compensated by the corporation for services rendered it within the last twelve (12) months, whether as a full-time or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director;

3.10.2 Any brother, sister, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

### **3.11 Non-Liability of Directors.**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### **3.12 Indemnification by Corporation of Directors, Officers, Employees, and Other Agents.**

To the extent that a person who is, or was, a Director, Officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that she or he is, or was, an agent of the corporation, or had been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation, but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

### **3.13 Insurance for Corporate Agents.**

The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent of the corporation (including a Director, Officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

### **3.14 Director Emeritus**

3.14.1. The Board of Directors may convey to any person who has served as a Director but who is not currently a Director the title of Director Emeritus.

3.14.2. Directors Emeritus shall have rights of the floor at all meetings, shall receive all notices sent to Directors, may participate in debate as any active Director, and shall otherwise be treated as a Director, except that Directors Emeritus shall not have a vote and shall not count toward quorum requirements.

3.14.3. A motion to convey the title and privileges of Director Emeritus or to remove such title and privileges shall be in order at any meeting of the Board of Directors or of a meeting of Directors-Elect for the purposes of electing officers as defined in Section 5.4. Such motions shall require a two-thirds (2/3) vote of the entire membership of the Board of Directors for passage.

3.14.14. Any person with the title of Director Emeritus who subsequently becomes a Director shall have all rights and privileges of a Director, and shall automatically re-assume the title and privileges of Director Emeritus upon again no longer being a Director. Directors Emeritus may exercise proxies in the same manner as any other person.

*[Resolution 2009-01 adding Section 3.14 adopted March 28, 2009.]*

## **4 Meetings and Procedure of the Board of Directors**

### **4.1 Regular Meetings.**

Regular meetings of the Board of Directors shall be held on the third Saturday of March, July, and November at 1:00 p.m., or as such other date and time during the those months as the President may designate.

*[The President was given authority to modify the regular meeting date and time by Resolution 1992-13, 4/4/92, at which time the previous verbiage regarding meetings falling on holidays was removed. Note that if the President orders the meeting to be held at a date or time other than the regular time listed here, or at a place other than the principal office of the corporation (per section 4.3), then a notice of the regular meeting is required per section 4.4.]*

*[Regular meetings were defaulted to the first Saturday of April and October until the passage of Resolution 1996-9, 4/20/96, which changed the frequency of regular meetings from two to three times a year and also changed the months in which such meetings were to be held.]*

### **4.2 Special Meetings.**

Special meetings of the Board of Directors may be called by the President of the Board, and shall be called upon the written request of any two Directors.

#### **4.3 Place of Meetings.**

For each regular meeting, the Board of Directors shall designate a location at the previous meeting. In the absence of such a designation, the President shall designate the location for such a meeting. In the absence of a designation from the President, the Vice President shall designate a location for such a meeting. In the absence of a designation from both the President and Vice President, the meeting shall be held at the principal office of the corporation. For special meetings, the President shall designate a location within the San Francisco Bay Area as defined by these Bylaws. In the absence of a designation from the President, the Vice President shall designate a location within the San Francisco Bay Area as defined by these Bylaws. In the absence of a designation of location from either the President or the Vice President, the Director or Directors calling the meeting shall designate a location in the San Francisco Bay Area as defined in these Bylaws. The Director or Directors calling special meetings shall make a good faith effort to contact the President in order to allow him or her to designate a location. If the Director or Directors calling the special meeting are unable to contact the President, the Director or Directors calling the special meeting shall make a good faith effort to contact the Vice President in order to allow him or her to designate a location before doing so themselves.

#### **4.4 Notice of Meetings.**

4.4.1. Except when such meeting is being held at the principal office of the corporation at the regular time and on the regular date, the Secretary shall, on or before the twenty-fifth (25th) day of the month preceding such regular meeting, send each Director a notice of the date, time, and place of such regular meeting by any of the means described elsewhere in this section. No notice is required if the meeting is being held at the principal office of the corporation at the regular time and on the regular date.

4.4.2. Special meetings of the Board may be held upon four (4) days' notice by first-class mail or private delivery service or forty-eight (48) hours notice by personal service, fax machine, telephone or electronic mail.

4.4.3. If sent by mail, private delivery service, or electronic mail, a notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the electronic mail service or private delivery service. Notices sent by electronic mail shall include a request for delivery confirmation if such request is technically possible; however, the absence of such request shall not invalidate the notice. Such notices shall be addressed to the Director at his or her address as kept in the books of the corporation maintained by the Secretary. The Secretary shall issue copies of these addresses to all Directors no less frequently than twice per calendar year.

4.4.4. Directors who provide an electronic mail address, telephone number, or fax number to the Secretary shall be assumed to be willing to accept notices delivered by electronic mail, telephone, or fax machine unless the director informs the Secretary otherwise.

4.4.5. If the corporation maintains an electronic mail discussion list for Directors, notices posted to that list shall be considered as delivered by electronic mail to each director subscribed to that list, except for any director who has informed the Secretary of his/her unwillingness to receive notices by electronic mail.

*[Personal service and fax machine added as valid methods of giving notices by Resolution 1991-29, 10-5-91. On parliamentary inquiries at the time of adoption, "personal service" was defined as the person hand-delivering the notice to the person receiving it, and further, that a director may be served a notice by fax machine only if s/he has registered a fax machine number with the Secretary.]*

*[Private delivery service added as valid methods of giving notices by Resolution 1994-6, 10-29-94. On parliamentary inquiries at the time of adoption, "private delivery services" were defined to include package delivery companies such as Federal Express, DHL, UPS, but were defined to explicitly exclude electronic mail.]*

*[Electronic mail (including through a board of directors electronic mailing list) added, and telegraph deleted, as valid methods of giving notices by Resolution 2009-02, 3-28-2009. This overturns the portion of the ruling related to Resolution 1994-6 that effectively prohibited e-mail notification.]*

#### **4.5 Contents of Notice.**

Notice of meetings not herein dispensed with shall specify the place, day, and time of the meeting, and shall contain the text of any amendments to the Bylaws or Articles of Incorporation as provided for in article 10.

#### **4.6 Waiver of Notice and Consent to Holding Meetings.**

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

#### **4.7 Quorum for Meetings.**

A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board of Directors at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least the minimum number of Directors required for any such action as may be required by law, or the Articles of Incorporation, or the Bylaws of this corporation.

*[Quorum changed from 6 members to a majority of the members of the BoD by Resolution 1991-25, 10-5-91]*

#### **4.8 Proxy Voting.**

4.8.1 Any Director may designate another Director or any other person to act as his or her proxy at any meeting. A person may exercise multiple proxies.

4.8.2 Proxies must be issued in writing, and are not valid until received by the secretary of the meeting. Unless otherwise specified in the proxy designation, all proxies expire at the end of the meeting at which they take effect. If a proxy designation gives specific instructions as to how the proxy should be voted, the proxy must be voted in accordance with those instructions.

4.8.3 If a proxy is given to another Director, the proxy vote is only counted on roll-call votes. If a proxy is given to a person who is not a Director, that person may participate in discussion and may exercise all of the normal privileges and be subject to the normal restrictions of Directors. Proxies shall not count toward quorum requirements.

*[Commentary by Kevin Standlee (added 9-24-91): The effect of the last sentence of section 4.8.3 is that no person may exercise a majority of the voting power of the corporation. For example, with an eleven person board of directors, no director could exercise more than four proxies, and no non-director could exercise more than five proxies, since the proxies do not count as directors present when determining a quorum.]*

#### **4.9 Majority Action as Board Action.**

Every act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees [Section 5212], approval of contracts or transactions in which a Director has a material financial interest [Section 5233] and indemnification of Directors [Section 5238(e)], require a greater percentage or different voting rules for approval of a matter by the Board. All references to the number of votes required for any action (i.e. majority, two-thirds, three-fourths, unanimous) refer to the percentage of those votes cast on a matter whenever a quorum is present.

*[Last sentence explicitly defining references to number of votes cast added by Resolution 1991-28, 10-5-91.]*

#### **4.10 Conduct of Meetings.**

Meetings of the Board of Directors shall be presided over by the President of the Board or, in his or her absence, the Vice President of the Board or, in his or her absence, the most senior Director present who is neither the Secretary nor the Treasurer. The person presiding over the meeting may designate any other Director to preside over the meeting if he or she wishes. The Secretary of the corporation shall act as secretary of all meetings of the Board. In the absence of the Secretary, the person presiding over the meeting shall appoint a Director or other person to serve as secretary of the meeting. If a person who is not a Director is appointed to serve as secretary of the meeting, that person shall neither vote nor participate in the discussion except to carry out the duties of the secretary of the meeting.

Meetings shall be governed by the current edition of *Robert's Rules of Order, Newly Revised*, and such rules as the Board adopts and may revise from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

*[Second paragraph added as parliamentary authority by Resolution 1991-21, effective 6-24-91.]*

#### **4.11 Action by Unanimous Written Consent Without Meeting.**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. For purposes of this Section only, "all Directors" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes and proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of the corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

*[Sections 4.12 and 4.13 moved to 3.7 and 3.8 by Resolution 1994-6, 10-29-94. Section 4.14 added by Resolution 1991-24, effective 6-24-91; repealed by Resolution 1991-28, 10-5-91]*

### **5 Officers**

#### **5.1 Number and Title of Officers.**

The Officers of the corporation shall be a Chief Executive Officer who shall be designated the President of the Board, a Vice President of the Board, a Secretary of the Board, and a Chief Financial Officer who shall be designated Treasurer of the Board. The Secretary shall be empowered to appoint and dismiss Directors persons to the position of Assistant Secretary and the Treasurer shall be empowered to appoint and dismiss Directors persons to the position of Assistant Treasurer, but such appointment shall not constitute elevation to the status of Officer or Director for the purpose of these Bylaws, or for the Articles of Incorporation, or for provisions of law, except when such Assistants are acting as their appointing Officer's proxy. No individual may hold more than one position as an Officer of the corporation, except that the positions of Secretary and Treasurer may be held by the same person, and persons may be Assistant Secretary and/or Assistant Treasurer while holding any other Offices except President or Vice President.

#### **5.2 Qualifications for Officers.**

All Officers must be Directors and must meet the qualifications for Directors set forth in Section 3.2. Assistant Secretaries or Treasurers need not be Directors.

### **5.3 Term of Office.**

Each Officer, Assistant Secretary, or Assistant Treasurer shall hold office until the expiration of his or her term of office, or until his/her successor takes office, except as otherwise provided in these Bylaws. All terms shall expire on 1 January of each year.

*[Through 1994, officers' terms were for the length of their term as a director, which was three years. As part of the staggered-terms scheme adopted as part of Resolution 1994-6 on October 29, 1994, officers' terms were shortened to one year and elections for officers must be held each year between the final regular meeting and the end of the year.]*

*[Sections 5.1-5.3 revised by Resolution 2009-03, 3-28-2009, allowing non-directors to be Assistant Officers and establishing the term of Assistant Officers.]*

### **5.4 Election of Officers.**

During or after a meeting at which regular elections for the Board of Directors are held, but before the first day of the following year, the President of the Board must designate a time and place within the San Francisco Bay Area as defined in Section 3.5 for reelected Directors and Directors-Elect to elect, from among the reelected Directors and Directors-Elect, Officers to take office on the first day of the following year. Each of the offices of President, Vice President, Secretary, and Treasurer shall be voted upon individually by written preferential ballot, with each reelected Director and Director-Elect casting no more than one vote. For the election of Officers to take place, a number of reelected Directors and Directors-Elect equal to a quorum as defined in these Bylaws must be present. If there is only one candidate for an office, a written preferential ballot is not necessary, and the Board may elect the candidate to the position by unanimous consent. If there is only one nominee for each office, the Board may elect the entire slate of candidates simultaneously by unanimous consent.

### **5.5 Removal and Resignation.**

Any Officer may be removed, either with or without cause, by a two-thirds (2/3) vote of the Board of Directors, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the corporation.

*[Vote needed to remove officer changed from 8 votes to a 2/3 vote by Resolution 1991-28, 10-5-91.]*

### **5.6 Vacancy in the Office of President.**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of the President shall be filled by election, by written preferential ballot, by the Board of Directors at the next regular meeting of the Board. Until such a meeting, the Vice President shall become Acting President, with all the powers and responsibilities of the President. The Acting President shall name an Acting Vice President from the remaining Directors. The Acting Vice President shall have all the powers and responsibilities of the Vice President, including succession to the Acting Presidency in the event of the death, resignation, removal, disqualification of the Acting President. If, at the next regular meeting, the Acting President is not elected President, he or she shall return to the position he or she held before the vacancy in the Presidency came into existence. Any remaining vacancies among the Officers shall be filled by election by preferential ballot at that meeting. If there is only one candidate for an office, a written preferential ballot is not necessary, and the Board may elect the candidate to the position by unanimous consent.

### **5.7 Vacancy in the Office of Vice President.**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of the Vice President shall be filled by election, by written preferential ballot, by the Board of Directors at the next regular meeting of the Board. If there is only one candidate for the office, a written preferential ballot is not necessary, and the Board may elect the candidate to the position by unanimous consent. Until such a meeting, the President shall name an Acting Vice President from the remaining Directors. The Acting Vice President shall have all the powers and responsibilities of the Vice President, including succession to the Acting Presidency in the event of the death, resignation, removal, or disqualification of the President or Acting President.

### **5.8 Vacancy in the Office of Secretary or Treasurer.**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of the Secretary or Treasurer shall be filled by election, by written preferential ballot, by the Board of Directors at the next regular meeting of the Board. If there is only one candidate for an office, a written preferential ballot is not necessary, and the Board may elect the candidate to the position by unanimous consent. Until such a meeting, the President shall name an Acting Secretary or Acting Treasurer from the remaining Directors. The Acting Secretary or Acting Treasurer shall have all the powers and responsibilities of the Secretary or Treasurer. Under no circumstances, except being the sole remaining Director, may the Secretary, Treasurer, Acting Secretary or Acting Treasurer serve as President, Acting President, Vice President, or Acting Vice President without first relinquishing the office of Secretary, Treasurer, Acting Secretary, or Acting Treasurer.

### **5.9 Duties of the President.**

The President shall:

5.9.1 Be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the Officers;

5.9.2 In general, perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors;

5.9.3 Preside over all meetings of the Board of Directors, or designate a Director to do so;

5.9.4 Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors, or shall designate in writing an individual to do so in specific instances.

### **5.10 Duties of the Vice President**

The Vice President shall:

5.10.1 In the absence of the President, or in the event of his or her inability or refusal to act, perform all duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President;

5.10.2 Be *ex officio* a member of all committees of the Board of Directors.

5.10.3 In general, perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

### **5.11 Duties of the Secretary.**

The Secretary shall:

5.11.1 Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date;

5.11.2 Keep at the principal office of the corporation, or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;

5.11.3 See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

5.11.4 Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws;

5.11.5 Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the Articles of Incorporation, and the minutes of the proceedings of the Directors of the corporation;

5.11.6 In general, perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

### **5.12 Duties of the Treasurer.**

Subject to the provisions of these Bylaws relating to the execution of instruments, deposits, and funds, the Treasurer shall:

5.12.1 Have charge and custody of and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;

5.12.2 Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;

5.12.3 Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;

5.12.4 Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

5.12.5 Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefor;

5.12.6 Render to the President and the Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation;

5.12.7 Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;

5.12.8 In general, perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

### **5.13 Compensation of Officers.**

The salaries of Officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the corporation, provided, however, that such compensation paid a Director for serving as an Officer of this corporation shall only be allowed if permitted under the provisions of Section 3.10 of these Bylaws. In all cases, any salaries received by Officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

## **6 Committees**

*[The current text of this article was adopted in April 1994, completely replacing the existing article. Prior to the adoption of the current text, standing committees were created only by Bylaw amendment, and the only such standing committee was the "Standing Worldcon Operating Committee" which operated ConFrancisco, the 1994 World Science Fiction Convention, the holding of which was the original reason for the creation of SFSFC. The current version provides for more flexible creation and discharge of standing committees, and generalized most of the requirements which had been placed on the ConFrancisco Committee to that they apply to all standing committees.]*

### **6.1 Standing Committees.**

The Board may create and discharge standing committees by a majority vote of the entire membership of the Board of Directors. Standing committees shall exist until discharged.

### **6.2 Selection of Chair and Members of Standing Committees.**

The Chair of any standing committee shall be appointed by the President, and such appointment must be ratified by the board within ninety (90) days of the appointment. (If necessary, the President shall call a special meeting of the Board within that period in order to consider the ratification of the appointment.) The Chair of any standing committee shall be removed only by a majority vote of the entire membership of the Board of Directors. If the Chair of a standing committee is not a Director, he or she shall be *ex officio* a non-voting member of the Board. (Such a non-voting member shall not count as one of the numbered seats of the Board, nor shall such a non-voting member count toward quorum or other requirements.) The procedure for choosing the remaining members of standing committees and of filling such vacancies as may arise shall be established by resolution of the Board of Directors. Standing committees may include persons who are not also members of the Board.

*[See also Standing Rule 1, which sets the default procedures for choosing the remaining members of standing committees and of filling vacancies.]*

### **6.3 Financial and Reporting Responsibilities of Standing Committees.**

Each standing committee shall appoint a Committee Treasurer who shall periodically report to the Corporate Treasurer on the financial matters of that committee. Each standing committee shall report to each regular meeting of the Board on that committee's activities.

### **6.4 Other Committees.**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. The Chair of each committee shall be appointed by the President. The procedure for choosing the remaining committee members and filling such vacancies as may arise shall be set by resolution of the Board of Directors.

## **6.5 Meetings and Action of Committees.**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time and place of special meetings of committees may be fixed by resolution of the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **6.6 Discharge of Committees.**

Unless otherwise provided for in these Bylaws or in the resolution creating a committee or by other action of the Board, all non-standing committees shall be discharged at the conclusion of the regular Board meeting following the creation of the committee.

## **7 Execution of Instruments, Deposits, and Funds**

### **7.1 Execution of Instruments.**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances, except that any contract in excess of \$50,000 must be approved by the Board of Directors. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

*[The last clause of the first sentence of this section was added July 13, 2002.]*

### **7.2 Checks and Notes.**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

### **7.3 Deposits.**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **7.4 Gifts.**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

## **8 Corporate Records, Reports, and Seal**

### **8.1 Maintenance of Corporate Records.**

Unless otherwise authorized by these Bylaws, the corporation shall keep at its principal office:

8.1.1 Minutes of all meetings of Directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

8.1.2 Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

8.1.3 A record of the membership of the Board of Directors, indicating their names, addresses, and telephone numbers;

8.1.4 A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during normal office hours.

## **8.2 Corporate Seal.**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **8.3 Inspection Rights of Directors.**

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and to inspect the physical properties of the corporation.

## **8.4 Right to Copy and Make Extracts.**

Any inspection under the provisions of this Article may be made in person or by agent or attorney. The right to inspection includes the right to copy and make extracts.

## **8.5 Annual Report.**

The Board of Directors shall cause an annual report to be furnished not later than ninety (90) days after the close of the corporation's fiscal year to all Directors of the corporation which report shall contain the following information in appropriate detail:

8.5.1 The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

8.5.2 The principal changes in assets and liabilities, including trust funds, during the fiscal year;

8.5.3 The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

8.5.4 The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

8.5.5 Any information required by Section 8.6 and subsequent Sections of these Bylaws.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized Officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

## **8.6 Annual Statement of Specific Transactions.**

The corporation shall mail or deliver to all Directors a statement within ninety (90) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind: Any transaction in which the corporation or its subsidiaries, was a party, and in which any of the following had a direct or indirect material financial interest:

8.6.1 Any Director or Officer of the corporation or its subsidiaries (a mere common Directorship shall not be considered a material financial interest);

8.6.2 Any holder of more than ten percent (10%) of the voting power of the corporation or its subsidiaries.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than fifty thousand dollars (\$50,000). Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any Director or Officer, except that no such statement need be made if such indemnification was approved pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 8.5 and subsequent Sections of these Bylaws, then such annual report shall include the information required by this Section.

## **9 Fiscal Year**

### **9.1 Fiscal Year of the Corporation.**

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

## **10 Amendment of Bylaws and Articles**

### **10.1 Amendment of Bylaws.**

Subject to Section 5150 of the Corporations Code or other provisions of law applicable to the amendment of Bylaws of public benefit corporations, the Board of Directors may revise, amend, or repeal these Bylaws by a two-thirds (2/3) vote of the Board Directors at any regular meeting without notice. Amendments introduced at any special meeting shall require a two-thirds (2/3) vote if the text of the amendment was included with the notice of the meeting or a unanimous vote otherwise.

*[Vote needed to amend changed from 8 votes to a two-thirds vote and from 11 votes to a unanimous vote by Resolution 1991-28, 10-5-91)*

### **10.2 Amendment of Articles.**

The Board of Directors may amend the Articles of Incorporation by a three-fourths (3/4) vote of the Board of Directors at any regular meeting without notice. Amendments introduced at any special meeting shall require a three-fourths (3/4) vote if the text of the amendment was included with the notice of the meeting or a unanimous vote otherwise.

*[Vote needed to amend changed from 9 votes to a three-fourths vote and from 11 votes to a unanimous vote by Resolution 1991-28, 10-5-91)*

## **11 Prohibition Against Sharing Corporate Profits and Assets**

### **11.1 Prohibition Against Sharing Corporate Profits and Assets.**

No Director, Officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. Upon the dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

## **12 Dissolution**

### **12.1 Dissolution of the Corporation.**

The corporation may be dissolved and the winding up of its affairs commenced by a vote of no less than three fourths (3/4) of the Board of Directors.

## **13 Members**

### **13.1 Determination of Members.**

As this corporation makes no provision for members, then, pursuant to Section 5310(b) of the California Nonprofit Public Benefit Corporation Law, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members of approval by the members, shall only require the approval of the Board of Directors.

## **14 Discrimination**

### **14.1 Discrimination.**

The corporation and its Board of Directors shall not, in any of their policies or the administration thereof, discriminate against individuals or groups of individuals because of their gender, race, color, religion, national origin, age, handicap, or sexual preference.

## **15 Terms Used in These Bylaws**

### **15.1 Corporation.**

For the purposes of these Bylaws, "corporation" in the specific sense refers only to San Francisco Science Fiction Conventions, Incorporated.

### **15.2 Board of Directors**

For purposes of these Bylaws, "Board" or "Board of Directors" refers only to the Board of Directors of San Francisco Science Fiction Conventions, Incorporated.

### **15.3 Officers and Directors.**

For purposes of these Bylaws, "Officers" refers only to the positions of President, Acting President, Vice President, Acting Vice President, Secretary, Treasurer, Acting Secretary, and Acting Treasurer of San Francisco Science Fiction Conventions, Incorporated. For purposes of these Bylaws, the President of the Board and the President of the corporation are one and the same; the Vice President of the Board and the Vice President of the Corporation are one and the same; the Secretary and Treasurer of the Board and the Secretary and Treasurer of the corporation are one and the same. Acting officer positions are likewise both Officers of the Board of Directors and Officers of the corporation. For purposes of these Bylaws, "Director" refers to any member of the Board of Directors of San Francisco Science Fiction Conventions, Incorporated, notwithstanding their status as an Officer of the same.

### **15.4 San Francisco Bay Area.**

The San Francisco Bay Area, for purposes of these Bylaws, shall be defined as the Counties of Alameda, Contra Costa, Marin, Napa, San Mateo, Santa Clara, Solano, Sonoma, and the City and County of San Francisco.

*[This section, formerly 3.5, was moved here by Resolution 94-6, adopted October 29, 1994.]*

## **Standing Rules**

### **Standing Rule 1.**

Unless otherwise provided by resolution or instructions, chairs of committees shall have authority to appoint members to and discharge members from their committees.

*[Adopted October 17, 1993.]*

### **Standing Rule 2.**

The motion to postpone definitely is allowed at all meetings, even if more than a quarterly time interval will elapse before the next regular meeting. No motion may be postponed beyond the next regular meeting.

*[Adopted July 17, 2004.]*

Last Revision Date: March 28, 2009

I attest that the preceding bylaws and standing rules, consisting of seventeen (17) pages including this page, are complete and correct as of the last revision date noted above.

Kevin Standlee  
Secretary of the Board of Directors  
San Francisco Science Fiction Conventions, Incorporated

## **Revision History of SFSFC Bylaws**

In March, 1991, the most-current known paper copy of the SFSFC Bylaws was scanned and edited into WordPerfect 5.x format by Ben Miller. The WordPerfect document was converted into Wang WP Plus format by Kevin Standlee using Wang's InfoSharer program. Kevin then prepared the first comprehensive revision (see below), using "redlining" style to indicate changes. Article, section, and subsection numbers were indicated by using "paragraph" style on the article and section headings and on a single space at the beginning of each subsection. In WP Plus, using "paragraph" style allows for automatic numbering of sections. The resulting document was then printed on a Wang LCS-15 laser printer (a variant on the Ricoh 1015).

April 6, 1991: Comprehensive revision. Major purpose of revision was to separate the offices of Secretary and Treasurer. Other notable changes: allowed the principle office to be anywhere in the San Francisco Bay Area instead of only San Francisco County; added provision to allow for election by unanimous consent if there is only one candidate for an office or directorate; modified the method of calling special meetings; explicitly authorized and codified rules for proxy voting; created the Standing Worldcon Operating Committee as a Standing committee instead of a normal ad hoc committee; added "sunset" provision for the discharge of non-standing committees; modified procedures for amendment of bylaws and articles of incorporation; modified fiscal year to end at end of July instead of December.

June 24, 1991: Resolutions 1991-21 and 1991-24, both being actions taken by unanimous written consent without meeting, are certified effective by SFSFC Secretary. 1991-21 adopts Robert's Rules of Order, Newly Revised as parliamentary authority. 1991-24 adds article 4.14, which provides for transaction of business when there are large numbers of vacancies on the Board of Directors.

September 24, 1991: Kevin Standlee transferred the WP Plus document from the Wang minicomputer to his personal Macintosh, by way of Wang InfoSharer and a pass through CompuServe. The document was reformatted using Microsoft Word and additional commentary (indicated by italics) was added.

October 5, 1991: At the semi-annual regular meeting of the Board of Directors, two amendments were adopted. One allowed notices of meetings to be delivered by fax machine or in person in addition to the existing methods of by mail, telephone, or telegraph. (The Secretary pointed out, in answer to a parliamentary inquiry, that if the director does not have a registered fax number on file with the Secretary, then a valid notice cannot be sent to that director via fax machine. The second amendment changed all of the references to specific number of directors needed to adopt motions (8 votes to amend bylaws, 9 to amend articles, 6 to have a quorum, etc.) to percentages of the membership of the board (2/3 vote to amend bylaws, 3/4 vote to amend articles of incorporation, a majority of the board to have a quorum, etc.). The reason stated for the motion was to allow greater freedom of altering the size of the board without having to amend a large number of specific references.

April 4, 1992: At the semi-annual meeting of the Board of Directors, two amendments were adopted. The first added "doing what 501(c)(3) corporations can do" to the list of corporate purposes, and the second allowed the President to specify a date and time other than 1 PM on the first Saturday of April and October for semi-annual regular meetings.

April 25, 1993: A requirement that all directors be legal residents of California was repealed, although the requirement that all odd-numbered seats (in effect, a majority of the Board) be filled by Bay Area residents remained in place.

October 17, 1993: Standing Rule 1, establishing default procedures for appointments to standing committees, was adopted.

April 10, 1994: Article 6, regarding committees, was completely revised. Prior to this time, standing committees were defined only by constitutional amendment, and the only committee so defined was the Standing Worldcon Operating Committee (the ConFrancisco committee). The new text of Article 6 set up procedures for establishing and discharging standing committees and removed the SWOC definition from the Bylaws.

October 29, 1994: Major portions of Article 3 were amended, and other portions rearranged, in a revision that modified the structure of the Board. Prior to this, all eleven directors were elected to three year terms expiring at the same time, and a majority of the directors were required to maintain residence in the Bay Area. The residency requirement was relaxed to the point that directors who are Bay Area residents do not lose their seats if they move out of the Bay Area. The terms of the directors were staggered so that roughly one-third of them expire each year. The seat-numbering system, formerly used to enforce the residency requirements, was discarded. Terms of officers, formerly three years, were shortened to one year. Also, notice requirements for the semi-annual meeting were modified, and private delivery services such as Federal Express, DHL, and UPS were added to the allowable methods of delivering service.

April 20, 1996: Section 4.1 was amended to make the regular meeting months March, July, and November; they had previously been April and October.

July 13, 2002: Section 7.1 was amended to add a requirement that any contract exceeding \$50,000 must be approved by the Board of Directors.

July 17, 2004: Added SR 2 to explicitly allow motions to be postponed definitely to the next regular meeting. This practice is not allowed by default under *RONR* because SFSFC meets less often than quarterly; however, it was common practice to postpone items anyway. This rule recognizes existing practice.

March 11, 2005: Minor formatting and style changes. Spelling corrections made to revision history. No changes to bylaw text.

March 17, 2007: Corporate office change.

March 28, 2009: Created Director Emeritus (Section 3.14). Revised meeting notice requirements (Section 4.4) to make e-mail notice valid and to remove references to telegraph; this also overturned a parliamentary ruling of October 29, 1994, which prohibited e-mail notices. Modified Assistant Officers (Sections 5.1-5.3) to allow non-directors to be Assistant Officers, and made Assistant Officers' terms the same as the appointing officers' terms. Due to a loophole in the previous wording, Assistant Officers' terms were effectively infinite, as they had no defined term.

## Original SFSFC Bylaws Signatories

*[The following is the text of the signature page of the original copy of the SFSFC Bylaws, adopted July 15, 1989.]*

We, the undersigned, are all of the persons named as the initial Directors in the Articles of Incorporation of San Francisco Science Fiction Conventions, Incorporated, a California nonprofit corporation, and, pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of nineteen (19) pages, as the Bylaws of this corporation.

Dated this Fifteenth day of July, One Thousand Nine Hundred Eighty Nine, executed in the City and County of San Francisco.

Michael Wallis, President and Director (Seat 1)

Ben Miller, Director (Seat 7)

Susan Stone, Vice President and Director (Seat 2)

Judy Morman, Director (seat 8)

Daniel Murphy, Secretary-Treasurer and Director (Seat 3)

Georgia Miller, Director (Seat 9)

Terry Biffel, Director (Seat 4)

Gail Sanders, Director (Seat 10)

Wilma Meier, Director (Seat 5)

Linda Von Braskat-Crowe, Director (Seat 11)

Mary Mason, Director (Seat 6)