

FIRST AMENDED ARTICLES OF INCORPORATION
OF
MINNESOTA SCIENCE FICTION SOCIETY

The undersigned, for the purpose of continuing a corporation pursuant to the provisions of the Minnesota Non-Profit Corporation Act, Minnesota Statutes Chapter 317, adopt the following Amended Articles of Incorporation.

ARTICLE I -- NAME

The name of the corporation shall be Minnesota Science Fiction Society.

ARTICLE II -- PURPOSES

A. The permanent objects and purposes for which the corporation is established are exclusively educational, literary, and charitable, and in furtherance of such purposes and for no other purpose and in compliance with the meaning set forth in Section 501(c)(3) of the Internal Revenue Code.

B. The purpose of this corporation shall be to promote science fiction in all forms of speculative, literary or artistic expression, which lead to the enhancement of either science fiction or related fields and to plan, design, arrange, or sponsor the development of social and physical environments for the advocates of science fiction and its related speculative literatures. Said environments include provisions for meetings, conventions, publications, and lectures, as well as facilities for the storage and operation of equipment for the organization, reproduction, and distribution of any media of artistic expression used for promoting science fiction or its related speculative literatures.

The corporation shall have all powers permitted by law consistent with the foregoing purposes, including, but not limited to, the power to acquire and receive funds and property of every kind and nature whatsoever whether by gift or purchase, and to own, hold, invest, expend, make gifts and contributions of, and to convey, transfer, and dispose of, any funds, property and the income therefrom for the furtherance of the purposes of the corporation, and to lease, mortgage, encumber, invest, and use the same.

No part of the property or the income of the corporation shall be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation, and in no event shall the corporation participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

ARTICLE III -- GAINS, LOANS

The corporation does not and will not afford pecuniary gain, incidentally or otherwise to its members. No part of the property or the income of the corporation or any other pecuniary gain or profit shall inure to any member of the corporation except that reasonable compensation may be paid for services rendered to or for the corporation.

The corporation shall not lend any of its assets to an officer, director, or member of the corporation nor guarantee to any other person the payment of a loan by an officer, director or member of the corporation.

ARTICLE IV -- DISSOLUTION

In the event of dissolution of the corporation, all of its assets shall be disposed of according to the provisions of Minnesota Statutes 317.57(5) for exclusively charitable, literary, and educational purposes, or any one or more of them, within the meaning of Section 501(c)(3) of the Internal Revenue Code.

In the event of dissolution, none of the assets shall be transferred to or in any respect whatsoever inure to or for the benefit of any member of the corporation.

ARTICLE V -- DURATION

The duration of the corporation shall be perpetual.

ARTICLE VI -- REGISTERED OFFICE

The registered office of the corporation in Minnesota shall be located in Minneapolis, Minnesota.

ARTICLE VII -- REVISION HISTORY

The names of the incorporators, each of whom was a natural person of full age, are as follows: Frank Edward Stodolka, Carol Marie Stodolka, Dennis Kieth Lien, Michael Clyde Manion, Linda Lounsbury, Gregg C. Lien, Beverly Swanson, Louie Spooner, Anthony G. Tollin, Gerold Wassenaar, Mary Lynn Himmelbach, Robert A Schmelzer, George Stuart Cole, Stephen Wilfred Hey, Richard O. Tatge, Margaret Lessinger, James M. Young, Mary T. Merlin, William Merlin, Charles P. Holst, Jerry H. Stearns, Michael L. Wood, Lynn H. Torline, Donald Bailey, Timothy Mastrude, Donald O. Nelson, Tom Brosz, Florence R. MacNeill, Ruth Berman, Carole Lynne Ashmore Emberly, Nathan A. Bucklin, Caryl D. Bucklin, Gordon R. Dickson, Virginia L. Saari, Jeffrey N. Appelbaum, Patrick Worthington, Thomas Warren Swierczek.

The first board of directors consisted of the following three (3) persons, each of whom served until the first annual meeting of the members:

Name	Address
Frank E. Stodolka	3755 Pillsbury Avenue Minneapolis, Minnesota
Brian Toren	13509 Colfax Avenue Burnsville, Minnesota
Robert A. Schmelzer	141 Warwick Street S.E. Minneapolis, Minnesota

On or about February 23, 1980, the original document was revised by the then-current board of directors, consisting of Don Bailey, Carol Kennedy, Dave Wixon, Karen Johnson, and Scott Imes.

On or about February 23, 1989, the revised document was again revised into present form by the board of directors, consisting of Don Bailey, David Cargo, Rob Ihinger, Karen Johnson, and Geri Sullivan.

ARTICLE VIII -- BOARD OF DIRECTORS

The board of directors shall consist of from three (3) to nine (9) persons. Except as provided in this Article the election, qualifications, and terms of directors shall be as provided in the By-Laws.

ARTICLE IX -- MEMBERS

The members of the corporation shall be any sentient beings or other persons who meet the qualifications established in the By-Laws of the corporation. Rules governing membership, including admission, retention, suspension, and expulsion, shall be as set forth in the By-Laws of the corporation in conformity with Minnesota Statutes 317.25.

ARTICLE X -- STOCK

The corporation shall have no capital stock.

ARTICLE XI -- PERSONAL LIABILITY

The members, directors, and officers of this corporation shall not be personally liable for the obligations of the corporation.

ARTICLE XII -- AMENDMENTS

These Articles may be amended as set forth in the By-Laws of the Corporation consistent with Minnesota Statutes governing non-profit corporations. However, notwithstanding anything to the contrary in this Article, no change of the objects and purposes set forth in Article II shall be permitted at any time.

IN WITNESS WHEREOF, we have executed these Amended Articles this 23rd day of February, 1989. In the Presence of:

BY-LAWS
OF
MINNESOTA SCIENCE FICTION SOCIETY

BY-LAW I -- MEMBERS

1. a) Membership in the Society shall be open to all persons who subscribe to the Society's principles and objectives, namely, to foster an interest in science fiction and a general involvement in fandom. Membership is open to any

person regardless of race, gender, creed, color, sexual preference, or planet or place of origin. If she, he, or it attends a meeting, that person is a member.

b) All references to persons in this and following Articles shall mean sentient beings and other persons. Subsequent use herein of male-gender pronouns (we flipped a coin) shall include all genders.

2. Membership shall be divided into three classes, honorary members, voting members, and participating members, which classes are defined as follows:

a) Honorary member shall mean any person so designated by the board of directors.

b) Voting member shall mean any person who attends seven (7) or more meetings during the period of twelve months preceding an election, has requested membership, and has given his name and address to the membership secretary.

b) Participating members shall mean any other member, so long as he has not been excluded under provisions of paragraph 5.

3. The rights of membership are subject to payment of annual or special dues that may be levied by the board of directors of the Society in its discretion.

4. Members shall have the right to inspect all books and records of the Society for any proper purpose at any reasonable time, and to request a statement from the Society showing the financial result of all operations and transactions affecting income and surplus during its last annual accounting period, and to request a balance sheet containing a summary of assets and liabilities as of the closing date of such accounting period.

5. Membership may be revoked for good cause only by unanimous vote of the board of directors.

BY-LAW II -- MEETINGS OF MEMBERS

1. The regular annual meeting of the members shall be held between January 15 and March 31 of each year, beginning in 1972.

2. Special meetings of the members for any purpose may be called at any time by the board of directors, or upon written request of one-fourth of the voting members.

3. Notice of any meeting shall be given to the voting members by the membership secretary or other agent appointed by the board. Notice may be given to the members either personally or by sending a copy of the notice through the mail, postage thereon fully prepaid, to his address appearing on the records of the Society. Notice of any regular annual meeting or special meeting shall be mailed or personally delivered at least five (5) days in advance of the meeting and shall set forth in general the nature of the business to be transacted.

4. The presence at the meeting of members entitled to cast one-tenth of the votes shall constitute a quorum for any action governed by these By-Laws. Voting may be conducted by mail and absentee ballots are permitted.

5. The above requirements shall not pertain to meetings called or meetings regularly established for social purposes not requiring action on corporate business.

6. Recorded attendance at the following types of meetings shall count toward establishing voting eligibility when so designated by the board of directors, the president, the vice president acting as president, or the membership secretary in the absence of the president or acting president:

- A. The regular annual meeting of the members
- B. Special meetings of the members called pursuant to paragraph #2 above.
- C. Meetings regularly established for social purposes.
- D. General convention committee meetings

The following shall not be considered as counting toward establishing voting eligibility:

- A. Conventions or events, whether or not sponsored by the Society.
- B. Meetings of the board of directors
- C. Any other meeting designated as an official Minn-stf meeting by the above-mentioned authorities.

BY-LAW III -- BOARD OF DIRECTORS

1. The management and affairs of the Society shall be governed by a board of 3, 5, 7, or 9 directors. Directors shall be members of the Society. The members, at their regular annual meeting, shall determine the number of directors for the ensuing year. The number of directors may be changed by amendment of these By-Laws.

2. Vacancies on the board of directors shall be filled by appointment by a majority of the remaining directors. Any such member appointed as director shall hold office until his successor is elected by the members who may make such election at the next regular annual meeting of the members, or at any special meeting duly called for that purpose.

3. The board of directors shall appoint all officers of this Society and shall have the general management of its affairs. Except for those acts and things that are directed or required by law to be exercised or done by the members in these By-Laws, the Society's Articles of Incorporation, or by statute, the board may exercise all powers of the Society and do all such other lawful acts and things as it deems appropriate.

4. Meetings of the board of directors:

a) The annual meeting of the board of directors for the appointment of officers for the ensuing year and for such other business as may properly come before it shall be held each year immediately following the regular annual meeting of the members of the Society held on such day; or at such other time as may be set by the newly-elected board.

b) The board of directors shall hold its meetings at such places, whether in this State or in any other place, time, or dimension as the majority of the members thereof may from time to time designate. Every board member shall be notified of the place, time, and dimension so designated.

c) Special meetings of the board of directors may be called by the president or by any two directors on two days' notice to each director.

d) Any director may in writing, either before or after the meeting, waive notice thereof; and without notice any director by his attendance at and participation in the action taken at any meeting of the board of directors shall be deemed to have waived notice thereof. Whenever all the directors of this Society shall be present and consent to or participate in a meeting thereof, such meeting shall be deemed to be a legal meeting and all the business transacted thereat shall be legal and valid in all respects the same as though such meeting had been regularly called and notice thereof had been regularly given.

e) Any action that might be taken at a meeting of the board of directors may be taken without a meeting if done in writing signed by 2/3 of the directors, or if orally approved by 2/3 of the directors in advance of the action and ratified thereafter at a regular board of directors meeting.

f) At all meetings of the board of directors, a quorum sufficient for the transaction of business shall consist of a majority of the directors. If, however, such quorum shall not be present at any such meeting, the director or directors present thereat shall have power to recess the meeting from day to day without notice other than announcement at the meeting, until a quorum shall be present.

BY-LAW IV -- OFFICERS

1. The officers of the Society shall be chosen from the membership by the board of directors and shall be a president, one or more vice-presidents, one or more secretaries, one or more treasurers, and such other officers as the board of directors may from time to time deem advisable. The board of directors may fix the powers, duties, and compensation of any officers not specifically provided for herein. No member of the board may concurrently serve as president. Other officers may or may not be members of the board of directors. Any two or more offices may be held by the same person at the same time except that the same person shall not hold at the same time the offices of president and vice-president. The officers of this Society hold their respective offices until the next succeeding regular annual meeting of the members of the Society and thereafter until their successors shall have been appointed, unless sooner replaced.

Any officer may be removed at any time by the board of directors with or without cause. In case of the death, resignation, absence, or inability to act of any officer of the Society or for any other reason that the board may deem sufficient, the board may delegate for the time being the powers, duties, or any of them, of any such officer to any other officer or (except for the presidency) to any director.

Voting membership in the Society shall not be a qualification necessary to the holding of office therein, and the board of directors may choose officers for this Society without regard to whether the persons so chosen are voting members in the Society. The board of directors may fill any vacancies in any office of this Society, each person so appointed to hold office for the unexpired term in respect to which such vacancy occurs.

2. The president shall be the chief executive officer of the Society. He shall preside at meetings of the members. He shall have general active management of the business of the Society, under the supervision and direction of the board of directors. He shall have the general powers and duties usually vested in the office of president of a society and shall have such other powers and perform such other duties as the board of directors may from time to time prescribe.

3. If the board of directors appoints more than one vice president, the board shall at that time designate the order of succession to the powers of the presidency. In case of the death, disqualification, absence or incapacity of the president, the senior-most vice president available, shall have all the powers and perform all the duties of the president, and at other times shall have such of the powers and perform such of the duties of the president as the board of directors may from time to time determine.

4. The duties of the secretary are as listed below, and may be assigned to one or more people:

A. The recording secretary shall be expected to attend meetings of the board of directors. He shall prepare and present agendas for such meetings, based on his record of unresolved business and upon such new business as may be presented by those present or otherwise communicated to him. He shall share record discussion, voting, and other proceedings of said meetings. He shall prepare and preserve minutes of said meetings and archival copies of any documents distributed at same. He shall distribute copies of those minutes to all members of the board, and to such other members or media as the board directs. He shall specifically ensure that place, date, and time of upcoming board meetings are communicated to all interested members of the Society. The recording secretary shall in addition perform such other duties as may be prescribed by the board of directors.

B. The corresponding secretary shall be responsible for collecting and distributing, in a timely manner, all mail and other communications sent to the Society's post office box or otherwise received. He shall have primary responsibility for responding to routine inquiries about the Society and its affairs. He shall in addition perform such other duties as may be prescribed by the board of directors.

C. The membership secretary shall be responsible for keeping attendance records for all meetings designated as eligible for meeting voting requirements. He shall prepare therefrom a list of all voting members current as of the last voting meeting preceding the regular annual meeting. He shall prepare, distribute, collect, validate, and count those ballots required to determine board size, elect the board members, or perform any other business requiring a formal vote of the Society's voting members. If the membership secretary has a conflict of interest regarding the outcome of the vote, the board of directors shall appoint a teller to fulfill his duties.

The membership secretary shall prepare at least twice yearly a directory of names, addresses, and phone numbers of Society members requesting such listing, and shall endeavor to keep such information current in his own records.

The membership secretary shall also ensure that the Society's bulletin board with attached messages be displayed at regularly established meetings of the members, and shall perform such other duties as may be prescribed by the board of directors.

D. Any assistant secretary, if such be appointed on a temporary or other basis, shall have such powers and perform such duties as may be prescribed by the board of directors.

5. The treasurer shall have the care and custody of the Society's funds and securities and shall disburse such funds as may be ordered by the board of directors. He shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society and shall deposit all moneys, securities and other valuable effects of the Society in the name and to the credit of the Society in such depositories as may be designated by the board of directors. Except to the extent that some other person or persons may be specifically authorized by the board of directors to do so, he shall make, execute and endorse all checks and other commercial paper on behalf of the Society. He shall report the financial condition of the Society at the regular annual meeting of the members and at all other times when requested by the board of directors. He shall be responsible for the timely and accurate submittal of tax forms and other financial documents on behalf of the Society as required by law. He shall oversee the activities of members handling Society funds in connection with conventions, publications, and other activities of the Society. He shall perform such other duties as may be prescribed by the board of directors.

The assistant treasurer, if one be appointed, shall have such powers and perform such duties of the treasurer as may be prescribed by the board of directors.

BY-LAW V -- CHECKS, ETC.

All checks, promissory notes, and other commercial paper, and all other contracts necessary or proper to be executed in the business of the Society may be signed by such officer or officers or such person or persons as the board of directors shall by resolution from time to time authorize for that purpose.

BY-LAW VI -- CONVENTIONS

The Society and its membership may authorize, organize and fund one or more conventions each year for the enhancement of the Society's educational, literary and charitable purposes.

(1) The board of directors shall determine what portion, if any, of Society funds shall be used to organize and run each convention. Any convention-associated events or expenses which are considered by the board not to be within the normal range of convention committee responsibilities must be approved and authorized in advance by the board, as extraordinary expenses. All convention receipts not disbursed in the ordinary course of convention expenses belong to the Society. Convention receipts and expenses shall be accounted for and all funds shall be returned to the Society within six months of the convention or by thirty days prior to the deadline for filing Society tax returns for the tax year in which the convention was held.

(2) The board of directors must approve a chairperson(s) or executive committee for each convention to be held. Such executive committee or chairperson(s) then become responsible for organizing a convention committee.

Both the executive committee or chairperson(s) and the convention committee shall be responsible for organizing and running the convention.

(4) The board of directors may only approve an executive committee or convention chairperson(s) for any convention after an open meeting has been held. Such open meeting, previously published in Einblatt and announced at a general meeting of the Minnesota Science Fiction Society, and open to all people interested in working on or with the convention committee, shall be held as soon as possible before the date of the convention. The major purpose of this meeting will be to organize a committee for the convention. Such open meeting shall be called by the executive committee or chairperson(s) of the previous comparable convention no later than two months after said convention; after that period it may be called for by any member of the Society.

The committee so organized shall recommend a prospective executive committee or chairperson(s) to the board of directors. The board may approve the recommended executive committee or chairperson(s), disapprove the executive committee or chairperson(s) with recommendations for change, appoint an executive committee or chairperson(s), or determine that no such convention shall be held. Any disapproval of the recommended slate requires the support of 2/3 of the voting directors.

(5) The board of directors can approve and promulgate censure and removal from office of any convention chairperson(s) or executive committee members, with the approval of a general meeting, announced in advance, of the convention committee. Notice must be mailed to the committee members at least five days in advance of such a meeting. Approval by the committee is to be signified by a simple majority of attending members of that committee who have attended one or more of the meetings of that convention committee within the preceding six months.

(6) The board of directors, with and only with a vote of at least two-thirds of the full board, may overrule any action of the executive committee or chairperson(s) or the convention committee, if in the view of the board such action was injurious or detrimental to the Society and its purposes, or clearly taken for reasons of personal disagreement or personal gain.

BY-LAW VII -- MAILING LIST

(1) The mailing list made up for use by Rune or other Society publications shall not be sold for profit, nor offered for profit-making use.

(2) The board of directors may determine, upon application by a member of the Society, that a publication by such member is an official Society publication and as such allowed to make use of the Society's bulk mailing permit.

(a) By making such application to the board or directors, the member agrees to submit his publication for the board to examine, on the understanding by all parties that the board and Society must protect themselves from use of the permit for improper purposes.

(b) The board of directors may withhold or withdraw its consent at any time, and for any issue of a publication.

(c) The publishing member must completely reimburse the Society for postage expenses incurred through use of the permit. The board or directors will

designate someone to keep financial records for each such publication, which shall be reported to the treasurer upon request.

BY-LAW VIII -- FISCAL YEAR

The fiscal year of the Society shall be the calendar year.

BY-LAW IX -- INDEMNIFICATION

All officers and directors shall be indemnified from any threatened or pending suit or proceeding, wherever brought, whether criminal, civil, administrative or investigative, other than an action by or in the right of the Society, by reason of the fact that he is or was a director, officer or agent of the Society, or is or was serving at the request of the Society in such capacity. Such indemnification shall be to the maximum extent authorized by The Minnesota Non-Profit Corporation Act.

BY-LAW X -- AMENDMENTS

These by-laws may be altered or amended by the board of directors to the full extent permitted by law. Alteration or amendment of By-Laws may be made by a two-thirds majority of the board. Such alterations or amendments take immediate effect upon a single publication in Rune, in Einblatt, or after being posted for a two-month period in a prominent place at Society meetings.

BY-LAW XI -- REPEAL OF PREVIOUS AMENDMENTS

All By-Laws and Amendments to By-Laws of the Society made prior to 23 February, 1989 are hereby repealed.

We, the undersigned, directors of Minnesota Science Fiction Society, do hereby certify that the foregoing By-Laws I through XI are the By-Laws adopted for said Society at the meeting of Directors held on the 23rd day of February, 1989.