Constitution of Winnipeg Science Fiction Association Inc.

Article I. NAME & PURPOSE

1.1. The name of this organization shall be Winnipeg Science Fiction Association Inc. (also known as WINSFA)

1.2. The purpose of WINSFA is to promote awareness in the areas of Speculative Fiction and Fandom in Manitoba. This is done primarily through the production of an annual convention (KEYCON) and its related events. WINSFA will provide resources, guidance, and act as an overseeing committee to the running of the annual KEYCON Convention and to ensure that convention's continuity over time.

Article II: DEFINITIONS

2.1 “Members” or “Senators” refers to the Shareholders or Members of WINSFA pursuant to the legislation of Manitoba.

2.2. “Executive” refers to the Directors and Officers of WINSFA pursuant to the legislation of Manitoba.

2.3. The Constitution and By-Laws of WINSFA make up the By-Laws of the organization.

2.4. “Con-Chairs” refers to the Convention Chairs for the KEYCON Convention.

Article III: MEMBERSHIP

3.1. Any adult person is eligible to be a Senator. The Senators are selected, organized, deemed Active, and removed in accordance with the By-Laws.

3.2. Non-Discrimination Statement: This organization shall not discriminate on the basis of race, colour, religion, sex, age, sexual orientation, gender identity, family status, national origin, disability, status as a veteran, or any other ground protected under the Human Rights Code of Manitoba.

Article IV: ORGANIZATION

4.1: Executive

4.1.1 The Executive shall, subject to the Constitution and By-laws, manage the business and affairs of WINSFA.

4.1.2 The Executive shall consist of President, Vice-President, Treasurer and Secretary.

4.1.3 Elections: The opening of nominations for Executive positions shall be declared at a regular meeting of WINSFA, with the election being held at the following regular meeting, which will fall between October 1st and November 30th.

4.1.4: Terms of Office: The new Executive shall take office January 1st for a term of 2 years. The President and Secretary shall be elected to terms starting in even-numbered years. The Vice-President and Treasurer shall be elected to terms starting in odd-numbered years.

4.1.5 A Senator may hold a specific position on the Executive for no more than two consecutive full terms (four years). After the completion of the second term, they may not hold that position again for one full term.

4.1.6 A member of the Executive shall not hold the position of Con-Chair of KEYCON.

Article V: MEETINGS

5.1: Running of Meetings
5.1.1 The most current version of Robert's Rules of Order shall be the basis for running all meetings of the WINSFA, except where contradicted in the Constitution or By-laws.
5.2: Frequency of Meetings
5.2.1 WINSFA shall hold a minimum of 8 meetings per year, including the Annual General Meeting. WINSFA should endeavor to hold one meeting per month.
5.2.2 Annual General Meeting: The Senate shall host an Annual General Meeting (AGM) open to all KEYCON Attendees on or before August 31st of each year. Senators shall be given due notice. In years when there is a KEYCON Convention, the AGM shall take place at the Convention.
5.2.3 At the AGM, all KEYCON Attendees will have the power to speak and vote on matters before WINSFA.
5.2.4 WINSFA shall hold one regular meeting open to any persons who wish to attend, at the discretion of the chair, during the calendar year, other than the AGM.

Article VI: Powers
6.1: Oversight of the Convention
6.1.1 WINSFA is responsible for selecting the organization of the KEYCON Convention. This includes the appointment or dismissal of certain members of the Convention Committee.
6.1.2 WINSFA is responsible for maintaining the legal and financial continuity of the KEYCON Convention from year to year.

Article VII: Amendments to the Constitution
7.1 An amendment to the Constitution is any addition, alteration, or deletion of the text of the Constitution.
7.2 Any active Senator can propose an amendment to the Constitution during any regular meeting.
7.3 To proceed, the amendment must receive a simple majority of the votes cast at the meeting it is proposed at.
7.4 The final vote on the proposal must be placed on the agenda for the following meeting and the text of the amendment included in the minutes of the prior meeting.
7.5 If changes to the amendment are passed prior to a final vote being called, the final vote for the new amendment must be delayed for another meeting and placed on the next agenda, as per 7.4. This does not apply to any changes that clarify the amendment, without changing its substantive effect.
7.6 When a final vote is taken on an amendment, it requires a two-thirds majority to pass.

<u>BY LAWS of Winnipeg Science Fiction Association Inc.</u>

1. Membership
    a. New Senators
        i. Any active member of WINSFA may suggest a nominee for membership in WINSFA at or before a regular meeting.
        ii. The nomination is then placed on the agenda of the same meeting and voted upon by secret ballot. A simple majority causes the nomination to be placed on the agenda for the next regular meeting.
        iii. At the following meeting, for the nominee to become a Senator, the nominee must receive a 75% majority of a vote conducted by secret ballot. The nominee is not to be present during the discussion or vote. Their membership will become effective at the next meeting subject to the dues requirement.
        iv. A specific proxy may be used for this vote. A general proxy may not be used for this vote.
    b. Senate-Elects
        i. At the Annual General Meeting (AGM), nominations will be accepted from the floor for at least two Senate-Elect positions, providing there are sufficient successful nominees. The number of Senate-elect positions to be selected may be varied by simple vote of the Attendees, after the nominations are closed.
        ii. The Attendees of the KEYCON Convention (as defined in the KEYCON Science Fiction Convention Inc. bylaws) shall be allowed to nominate for these positions and will have a vote in the election.
        iii. After presentations by the nominees, the matter will be voted on by secret ballot.
        iv. In a situation when there are the same number of nominees as positions, the vote will be for approval of the nominees individually, where majority support is required for success.
        v. When there are more nominees than positions, then each vote shall be selecting the number of nominees up to the available positions. I.E. where there are two positions and four nominees, a ballot will select one or two of the nominees. The nominees that receive the plurality of the votes, up to the number of positions, shall become Senate-Elects. A vote for Reject All or Reject All Further (after naming other nominees) will be counted. Any nominees who get fewer votes than the Reject option cannot be elected.
        vi. A Senate-Elect is elected to hold the position of Senator, with all rights and responsibilities, for the following term. Their term begins at the AGM they are elected and ends at the regular meeting following the AGM of the following year, providing they comply with the dues and attendance requirements.
        vii. WINSFA may allow an election of a Senate-Elect at any other time on motion. The electors in that circumstance shall be the members of WINSFA, by simple majority vote. The term of a Senate-Elect chosen in this way shall be from the regular meeting following their election, to the regular meeting that follows the next AGM (i.e. ends at the same time as a regular Senate-Elect).

c. Con-Chairs of KEYCON
    i. Upon the appointment of Con-Chairs for any KEYCON, the Con Chairs become provisional members of WINSFA as long as they remain Con-Chairs and are not already Senators. This continues until either they are no longer Con-Chairs prior to Convention, or until their convention is complete and the financial records are closed. They have no voting rights except on matters pertaining to their convention, at the discretion of the chair.
    ii. Following the completion of the convention and the closure of the financial records, the Con-Chairs become individually eligible to become new Senators. The vote shall be placed on the agenda of the next meeting. A Con-Chair receiving 75% majority by secret ballot shall be elected as a new Senator, subject to the normal dues requirement.
d. Active Members
    i. A member is deemed active upon their admission to WINSFA if they have paid dues for the current year. They maintain active status by attending four of the previous six regular meetings, at least two of which must be by personal attendance. Any member who fails to satisfy these requirements is deemed inactive. Inactive members are not eligible to vote and are not considered in quorum calculations.
    ii. A member who is inactive for failure to pay dues may become active by paying the outstanding dues for the immediate year. A member who is inactive for failure to attend can become active by attending three consecutive regular meetings, at least two of which must be by personal attendance.
    iii. The Secretary shall notify a member that they have become inactive in writing or by email and by which manner they may become active again.
    iv. A member who is inactive and has failed to pay dues for a full year shall lose their membership in WINSFA. The Secretary will notify the member by writing or email before this takes effect.
    v. From time to time, specially-scheduled meetings may be called for specific purposes. As long as that meeting is called for all members, then personal attendance at that meeting will still count towards the attendance requirement outlined in 1.d.i., as if they had attended at a regular meeting. However, special meetings otherwise shall not be counted for attendance requirements.
    vi. An active member may request a sabbatical from WINSFA upon written notice to WINSFA or verbal notice at a regular meeting. The President may grant the request for sabbatical by statement to WINSFA and instructions to the Secretary. Alternatively, WINSFA by motion may grant the request. A sabbatical may be for a defined or undefined time. During the time of the sabbatical, the member is considered inactive, and cannot vote or take other actions entitled to an active member. When the sabbatical is at an end, the Member may become active again by notice to WINSFA without abiding by the attendance requirements of by-law 1.d.ii.
e. Removal of Members
    i. WINSFA may remove any senator whose conduct has been determined to be detrimental to the purpose of KEYCON or WINSFA.

   ii. The President shall have the authority and discretion to place the matter on the agenda of the next regular meeting. If the President fails to exercise their discretion, WINSFA can place the matter on the agenda of the next meeting by motion.
   iii. All concerned parties must be notified in writing or by email of the meeting, and all concerned parties may be allowed to attend for the discussion. They may address the meeting at the discretion of the Chair.
   iv. Once the matter is spoken to and evidence heard, a vote can be held. By simple majority, the matter can be placed on the agenda of the next regular meeting. If the matter is felt to be urgent, it can also be moved that the matter be addressed immediately at the same meeting with a two-thirds majority.
   v. At the second vote, there may be further discussion and presentations, before a vote is called by secret ballot. A 75% majority is required to remove the member from WINSFA. Further measures can be taken by simple majority vote.
 f. Dues
   i. Dues are set in the last meeting of the calendar year, for the following calendar year, and are payable by the end of January of that year. New members will have dues prorated.

2. WINSFA Executive
 a. Election of Officers
   i. Nomination of officers shall be by motion to be placed on the ballot, upon the agreement of the nominee, notified to the Secretary, pursuant to Article 4.1.3 of the Constitution. This can be done at any time until the nominations are declared closed. Nominees must be active members.
   ii. Election shall be by secret ballot. If there is no conflict between the nominees, all the elections can be conducted on a single ballot.
   iii. A member can be nominated for more than one position. If so, elections are held separately for each involved position.
   iv. If there is only one candidate for a position, then the vote shall be an Approve (Yes) or Reject (No). The candidate requires a majority of votes to approve the candidacy.
   v. If there is more than one candidate for a position, then each vote is for a candidate, or for Reject All. A majority is required to declare a victor. Should no candidate achieve a majority, a runoff vote shall be held immediately at the same meeting.
   vi. If candidates are rejected and leave no candidate for a position, then nominations are reopened to be elected at the following meeting.
   vii. A Specific Proxy cannot be exercised for election of Executive.
 b. Interim Election of Officers
   i. If a position becomes vacant for any reason, and it becomes necessary to elect a new officer of the executive during the term of the executive, the vacancy may be filled by nomination and election at the next regular meeting of WINSFA. Such an interim executive will complete the full term of the position.
   ii. Such an election shall be conducted as per by-law 2.a.
   iii. For the purposes of implementing the alternating two-year terms, for

the 2027 election, the President and Secretary shall be elected for one-year terms, and the Vice-President and the Treasurer shall be elected for two year terms.

c. President
    i. The President shall Chair all meetings of WINSFA, when present. They shall ensure that all duties of the Executive and committees are completed as required. The President has other responsibilities as set out in these By-Laws.
    ii. While Chairing the meeting, the President may debate and vote in all matters as all other members. The Chair may not issue a second vote.
d. Vice-President
    i. The Vice President shall, in the absence of the President, be responsible for all duties of the President. Should neither the President nor Vice-President be in attendance, they shall direct the appointment of a Chair.
    ii. While chairing the meeting, the Vice-President may debate and vote in all matters as all other members. The Chair may not issue a second vote.
e. Treasurer
    i. The Treasurer shall properly account for all funds of WINSFA and shall keep such accurate records as may be directed. They shall prepare a statement of the financial position of WINSFA to be presented at the Annual General Meeting and submit a copy of same to the Secretary for the WINSFA permanent records.
    ii. The Treasurer shall receive all monies paid to WINSFA and shall be responsible for the deposit of same in whichever financial institution the Executive may order or delegate the receipt and deposit of such monies as they may direct. The Treasurer shall present a full and detailed account of receipts and disbursements at any meeting if requested by an agenda item.
    iii. The Treasurer shall be responsible for collecting dues as per Section 1.f.i. and reporting payment to the Secretary.
    iv. The Treasurer, in conjunction with the Executive, is responsible for all filings, fees, and maintenance that is required for the yearly upkeep of the incorporation papers of WINSFA and KEYCON.
f. Secretary
    i. The Secretary shall keep accurate minutes of all meetings of WINSFA and the Executive. They shall maintain all WINSFA permanent records.
    ii. The Secretary shall keep a record of all members of WINSFA, their addresses, the date of admission to WINSFA, the status of their dues, and the type of membership they possess.
    iii. If the Secretary cannot attend a meeting, the Chair shall appoint another member to take the minutes, who shall then be responsible to provide those to the Secretary for records and distribution.
    iv. The Secretary will have charge of all correspondence of WINSFA. They may delegate that authority with the permission of the President.
    v. The Secretary shall, in cooperation with the Executive, be responsible for making the annual filings to the provincial government.
g. Replacement and Removal of Officers
    i. Any Executive Officer wishing to withdraw from the position may do so

upon notice in writing to the Executive, or in person at a meeting of WINSFA.

ii. An Executive Officer whose active membership expires while still in office due to a failure to pay dues will be given thirty days written notice to pay their dues. If the Officer fails to pay, then they are deemed removed from the executive.

iii. An Executive Officer who becomes inactive due to non-attendance shall be deemed removed from the executive.

iv. An Executive Officer can be removed from their position for sufficient reason. A member can request that the question be placed on the agenda of the next regular meeting. The Officer in question will be informed in writing prior to the meeting.

v. A 75% majority is required to remove the Officer in question.

vi. Proxies are not permitted on this vote.

vii. Removal from Executive does not automatically carry any other sanctions.

viii. If circumstances require a WINSFA executive to assume the position of Con-Chair, the executive's position shall be immediately vacated and a replacement executive selected as per By-law 2.b.

h. Committees

i. Committees may be constituted by WINSFA or the Executive for purposes to be determined on an as-needed basis. Committee heads shall be appointed by the Executive and shall report back as directed.

3. Meetings of WINSFA

a. Meetings are called by the President who informs the Secretary to notify active members and other required parties of the meeting. Notification by email shall be the assumed method. Notification should be made at the earliest time possible, but by no less than seven days prior to the meeting, including date, time, location and agenda, if available.

i. Alternatively, any three active members may call a meeting by informing WINSFA by email three weeks before the date of the meeting they wish to call.

b. For votes to be taken at a meeting, there must be a quorum of at least two thirds of the active members in attendance, by personal attendance or by proxy.

c. All items to be voted on at meeting requires a simple majority of the voting members in attendance (including proxies) in order to pass, except where directed in the Constitution and By-Laws.

d. "Personal attendance" means attendance in person or remotely by means that they can participate in the meeting, at the approval of the chair.

e. A proxy must be provided in writing or email to the Secretary, denoting who is providing the proxy, which meeting it is made for, and to whom the proxy is being assigned to.

i. General Proxy - provides the donee the vote of the person who donates the proxy on all allowable matters voted on at a given meeting. It does not give authority to vote on: Removal of members, removal of officers, acceptance of con-chairs, financial matters, or new business.

ii. Specific Proxy - outlines agenda items that require voting and

designates how the donor is to vote the proxy on each issue. May not be used for voting on removal of members, removal of officers, or new business at a meeting.
   iii. Any one member can carry a maximum of three proxies.
   iv. If the donee, in turn, is not in attendance at the meeting that the proxy is for, then the proxy counts towards quorum, but may not be used for voting. The donor cannot transfer the proxy they hold to another member.

4. Financial Requirements
   a. WINSFA shall maintain bank accounts for WINSFA (the “Dues” account) and for the investment of KEYCON proceeds (the “Equity” account). In addition, WINSFA may establish and maintain such accounts, investments, and tools as they may deem advisable and is approved by WINSFA.
   b. The Equity account will be maintained for the health of KEYCON activities and should not fall below $25,000 to ensure against catastrophic circumstance.
   c. The Dues account shall be maintained for the operations of WINSFA.
   d. Any financial matters that require WINSFA’s attention may be approved by regular vote. All expenditures from the accounts require a regular vote, except as follows.
      i. Expenditures from the Dues account that are less than $200 may be approved by the President without the approval of WINSFA.
      ii. Expenditures from any account of an amount greater then $2,000 or that have a commitment that is likely to extend beyond one year requires a second vote at the next regular meeting with the second vote requiring a 2/3 majority
      iii. Expenditures from any account that are designated by WINSFA vote as Recurring or Standing Expenses do not require a further vote for approval on subsequent transactions. If the expenditure changes by greater than 10% from the original approval, then the expenditure must be brought back on the agenda for reconsideration.
   e. Any expenditures from the Equity account should occur only with the interests of the KEYCON convention or advancing other purposes of WINSFA in mind. This includes the establishment and maintenance of the education fund, and other grants as may be requested.

5. Powers regarding KEYCON
   a. Selection and Supervision of Con-Chairs.
      i. WINSFA is responsible for advertising for and selecting the Convention Chairs of KEYCON.
      ii. WINSFA will set a timeline for acceptance of nominees for Con-chairs, but typically will begin seeking Con-Chairs during and immediately following one KEYCON, for the KEYCON to be held in two years.
      iii. A group of at least two persons will be required to constitute a proper nominee slate.
      iv. The Con-Chairs selected become the Vice-Chairs for the KEYCON immediately following their selection.
      v. The Con-Chairs are responsible for all steps necessary to hold their KEYCON convention.
      vi. The Con-Chairs shall present a list of their Convention Committee to

WINSFA for approval at the request of WINSFA.

b. Appointment of Convention Personnel
    i. WINSFA is responsible for selecting the Treasurer for the convention. The Treasurer is appointed for at least two years, with the intention being that the newly-appointed Treasurer work with the previous Treasurer to learn the financial systems.
    ii. WINSFA is responsible for selecting the Hotel Liaison for KEYCON. The Hotel Liaison is appointed to negotiate the contract with the hotel and maintain relations with the hotel staff. As the selection of hotels is often a multi-year commitment, the Hotel Liaison must also keep the interests of future conventions in mind. As such, the Hotel Liaison must be an active member of WINSFA.
c. Removal of Convention Personnel
    i. An Appointed Convention Personnel (Con-Chair, Vice-Chair, Treasurer, or Hotel Liaison) can be removed from their position for sufficient reason. A member can request that the question be placed on the agenda of the next regular meeting. The Personnel in question will be informed in writing prior to the meeting.
    ii. The Personnel in question is allowed to attend and speak to the issue before WINSFA.
    iii. A 75% majority is required to remove the Personnel in question.
    iv. Proxies are not permitted on this vote.
    v. Removal as Personnel does not automatically carry any other sanctions.
    vi. A single Con-Chair or Vice-Chair may leave or be removed from their position without prejudicing the other’s position. In these cases, a replacement should be sought by the remaining Chair or Vice-Chair. The replacement must be approved by WINSFA. If they can find no appropriate replacement by the next WINSFA meeting, then WINSFA will be responsible for appointing a replacement.
    vii. If both Chairs, both Vice-Chairs, the Treasurer, or the Hotel Liaison are removed, then WINSFA is responsible for appointing replacements.
d. Reporting
    i. The Con-Chairs are responsible for reporting regularly and on request to WINSFA regarding the progress of preparing for the Convention.
    ii. The Con-Chairs are responsible for providing a final report to WINSFA regarding the outcome of their convention, including a financial report prepared by the KEYCON treasurer. The KEYCON treasurer shall be invited to that meeting to provide the final report, at the discretion of the Chair.
    iii. Should the convention lose money due to the negligence of the Con Chairs or committee, the Con-Chairs are responsible for reimbursing WINSFA for the loss.

6. Amendment to By-Laws
    a. An amendment to the By-laws is any addition, alteration, or deletion of the text of the By-laws.
    b. Any active Senator can propose an amendment to the By-laws during any regular meeting.
    c. An amendment must receive a simple majority of the votes cast at the

meeting it is proposed at.

d. The final vote on the proposal must be placed on the agenda for the following meeting and the text of the amendment included in the minutes of the prior meeting.
e. If changes to the amendment are passed after the proposal meeting but prior to a final vote being called, the final vote for the new amendment must be delayed for another meeting and placed on the next agenda, as per section 6.d. This does not apply to any changes that clarify the amendment, without changing its substantive effect.
f. When a final vote is taken on an amendment, it requires a simple majority to pass.
g. If WINSFA finds a matter urgent to address, it may pass an amendment to the By-laws in a single meeting, with a two-thirds majority.