

Kumoricon proposed September 2022 bylaws amendment

Amendment summary and explanation

This proposed amendment to the Altonimbus Entertainment bylaws incorporates a significant number of legal improvements to more closely match wording and processes in Oregon law regarding nonprofit corporations. In particular, this amendment adds process to our bylaws for holding online-only membership meetings, and “hybrid” meetings that allow participation either online or in-person. This amendment also adds process for holding a written vote of the membership outside a meeting over a period of days.

Summary of changes in this amendment:

- **Remote and hybrid meetings:** Prior to this amendment, our bylaws required all membership meetings to be held in-person. In order to hold meetings online during the pandemic, we relied on ORS 65.205, a provision of Oregon law for nonprofit corporations that allows members to participate (including voting) remotely in membership meetings, as long as the board approves it. (This is why we have been including a statement about ORS 65.205 in our online meeting notices.) In other words, we discovered that ORS 65.205 “rescued” organizations like ours during the pandemic that did not have bylaws that planned for it in advance. This amendment changes our bylaws so that they now directly spell out a process for online meetings or “hybrid” meetings.
 - In a remote or hybrid meeting, those participating remotely count for quorum and can vote.
 - The board decides on a meeting-by-meeting basis which meetings are in-person only, remote-only, or hybrid.
 - We have never done a hybrid meeting before. A hybrid meeting is very logistically and technically complex and challenging. We don’t know if we will ever do hybrid meetings in the future, but this amendment puts the option to do so in our bylaws.
 - The board has not yet decided what our long-term strategy will be for a mix of in-person and remote meetings. We expect that at minimum, we will do some remote meetings for the indefinite future.
 - The rules in this amendment require that we offer participation via two different independent, free services if they require an account (such as Discord and Twitch), or at least one service that does not require registering an account (such as Zoom). (“Independent” means the different services are not owned by the same company.) The rules in the amendment also require that we attempt to accommodate reasonable requests from a member who can’t use any of the offered services. (The text of the amendment does not name specific services; this summary just lists them as examples.) There are also protections to ensure that once we say we will allow voting through a certain service for a specific election, we must guarantee it is available for that meeting, or postpone the election, in order to avoid disenfranchising members who were relying on that service being available in order to vote.
- **Membership votes by written ballot outside a meeting over multiple days:** We recently discovered that ORS 65.222 allows a nonprofit corporation to conduct a membership vote by mailed or online ballots over a period of days instead of voting only during a meeting. This amendment incorporates this process into our bylaws.
 - The board would decide in advance whether a specific vote or election is performed at a meeting (this is the method we have been using throughout our organization’s history), or by written ballots outside a meeting over a period of days. This amendment does not remove the old method or require the new method; it adds an option that the board may choose.
 - Under this new voting method, annual elections might work differently. Instead of holding votes at the annual meeting, we might only include candidate speeches, Q&A, and comments during the meeting, and then immediately go to the next race without pausing to vote. This would substantially shorten the meeting. Instead, voting would be online and might close the day after, or a few days after, the meeting (with a fixed deadline announced in advance). Members who

could not attend the meeting could watch the recording later, or even vote without watching the speeches, Q&A, or comments.

- Because runoffs take much longer for this method of voting than for elections at a meeting, this new method would use approval voting (an election method in which a member votes for as many candidates as the member approves of, rather than voting for just one), which makes the need for a runoff unlikely.
- Even if this amendment passes, the board has not yet decided whether to change any of our elections to this format. The amendment adds the option.

- **Process changes to more closely match or be in harmony with applicable law:**

- In 2019, we amended our bylaws to allow the board of directors to vote outside of board meetings. We recently discovered that in 2020, Oregon enacted ORS 65.343 to do the same thing, with some differences in its process than the process we came up with. This amendment updates our bylaws to more closely match the process in ORS 65.343.
- The rules for quorum at board meetings have been changed to be in harmony with 501(c)(3) rules regarding conflicts of interest and “related” directors.
- The requirement for board action (number of votes needed to pass for a board decision) is changed to be a majority of those in attendance, rather than a majority of those casting a vote. (This can occasionally produce a different result if directors are present but abstain.)
- ORS 65.354 provides for two different types of committees. This amendment clarifies that our organization may only create the second type (an advisory or limited-purpose committee, not one that has the full powers of the board).
- The process for organization dissolution more closely matches ORS 65.624, and also fixes a wording mistake.
- Rules for membership and board notice are more consistent and more closely match ORS 65.034.

- **Legal fixes:**

- A process is added by which the membership can require an agenda item be added to a specific, or upcoming, membership meeting. There is clarification that the board may do this too.
- Conflict of interest rules include a definition of a “related” director.
- Conflict of interest rules have received numerous minor fixes, including a fix that reflects our recent change from a mutual benefit to a public benefit corporation.
- Only “natural persons” (i.e. not corporations) can be members, staff, or directors.
- There are clarifications and fixes to the rules surrounding when and how a member may be ejected or barred from a meeting for safety reasons, and the impact of a third-party online service ban.
- The amendment limits the ability to “adjourn” a membership meeting in-progress to resume at a future date (this isn’t something that our organization historically has done).
- There are clarifications that the number of directors or electing body of each director can only be changed by a bylaws amendment.
- There is a clarification that a special election to fill a director vacancy has the same electing body as for a normal election.

- **Other improvements:**

- The provision that allows the annual membership meeting to have a quorum of 1 is being eliminated. Instead, quorum for all membership meetings is being reduced from 30 to 20.
- There is now a process for officially changing or canceling a board or membership meeting (with protections against doing so to unfairly block action). This fixes an important oversight because it is sometimes necessary to cancel or reschedule a meeting due to a weather emergency, if we lose a venue, (for membership meetings) or just because a different date is more convenient (for board meetings).
- Additional guidance and safeguards have been added to address the situation where an issue arises with an in-process election that wasn’t foreseen by the organization’s written election process.
- The requirements of for-cause director removal have been carefully reviewed to make a few targeted clarifications and tweaks.

- **Rewording explanations to be easier to understand, without changes (or only slight changes) in substance:**
 - Timing requirements for holding the annual meeting of the membership.
 - Requirements for closing a board or membership meeting.
 - Process for amending the bylaws.
 - Approval of distribution of organization assets.
- **Terminology fixes and standardization:**
 - The term “general meeting” is being eliminated. This is a nonstandard term that is not usually used in the nonprofit world (and when it is used, doesn’t mean the same thing that we use it for) and that we somehow adopted out of habit. Instead, meetings will just be called “membership meetings”. To be more specific, our monthly meetings (but not the annual meetings) can be called “regular meetings” under this amendment, but we expect to usually just call them “membership meetings”.
 - Standardizes on “in attendance” instead of “present”.
 - Uses consistent language to describe voting thresholds.
 - Abandons the practice of capitalizing defined or introduced terms. This is not legally required, and is contrary to Kumoricon’s usual style guide and other policy documents. For example, ORS 65 does not capitalize defined terms, even though the chapter begins with a lengthy definitions section. (Terms are not even capitalized in the definitions.)
 - Standardizes on sentence case instead of title case for article and section headers. This is consistent with Kumoricon’s recent style guide for new documents, and is recommended by many organizations’ style guides.

What are the bylaws?

Altonimbus Entertainment is the organization which plans, presents, and runs Kumoricon. The Altonimbus Entertainment bylaws are the basic governing document of the organization. The bylaws are a document recognized by Oregon law (the state in which Altonimbus is incorporated) which describes the mission of the organization, how the board works, how board members are elected, how staff have voting rights, and several other aspects of organization governance.

Amending the bylaws requires both a vote of approval of the board, and of the membership.

The bylaws are **not** a complete policy manual for the organization or for Kumoricon; rather, the document covers aspects of governance that are deemed important enough that to modify them should require a vote of the membership.

Amendment text to be voted on

The bylaws of Altonimbus Amendment are hereby amended such that, in the text below:

- *Text shown in **red** will be inserted;*
- *Text shown in **strikeout** will be deleted; and*
- *Text shown in **blue** will be moved to its presently indicated location, with the text in **<angular brackets>** not being inserted but rather indicating the location prior to and after amendment of moved text.*

Altonimbus Entertainment

An Oregon Nonprofit Public Benefit Corporation

Bylaws

Article 1: Statement of Purpose

Altonimbus Entertainment is a nonprofit public benefit corporation organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The organization is dedicated to creating awareness and appreciation for Japanese animation, comics, and related popular culture by organizing activities and events open to the general public which celebrate their historic and continuing contributions to art and culture.

Article 2: Organization and Structure

A. Name

The name of this organization is Altonimbus Entertainment (“the organization”). It may also operate under the event name Kumoricon.

B. Address

The principal office of Altonimbus Entertainment is PMB 206, 5331 S Macadam Ave Ste 258, Portland, OR 97239.

C. Membership

There is a voting membership of Altonimbus Entertainment, consisting of those accepted applicants as described in Article 4.

D. Board of Directors

There is a board of directors (“board”) of Altonimbus Entertainment. The board operates as the governing body of the organization with the powers and responsibilities as detailed in Article 5.

E. Officers

There are officers of Altonimbus Entertainment as described in Article 6.

F. Kumoricon

Kumoricon is a recurring event hosted by Altonimbus Entertainment as described in Article 7. The management of Kumoricon is tied to the governance of Altonimbus Entertainment, as detailed elsewhere in these bylaws.

Article 3: Governing Principles

A. All-Volunteer Organization

1. Altonimbus Entertainment will operate as an all-volunteer organization. This means that directors, officers, and members of Altonimbus Entertainment, and staff of any event, will not receive taxable compensation for services performed in connection with their duties to the organization.

a. This restriction does not prohibit reimbursement for necessary and unavoidable expenditures incurred on behalf of the organization.

2. In order to preserve the all-volunteer character of the organization, when the organization hires any person via employment, contract, or other arrangement, then such employment (in whatever form):

a. may not confer any organization title, organization or event status, organization membership level, or staff status for any Altonimbus Entertainment event; and

b. will be reserved for cases when it is not reasonably practical to accomplish the objective through volunteer work.

B. Member-Run Organization

1. Although the Board is the governing body of the organization, the Membership is the highest level of oversight of the organization.

a. Several provisions elsewhere in these bylaws are intended to be protections of this principle, including but not limited to: closely tying Kumoricon Staff with organization Membership; the preservation of a Membership of representative size and composition on all days of the year; the election of most Board positions by the Membership; the requirement of Membership approval for bylaws amendments; regular Meetings of the Membership; and notice and quorum requirements.

2. The Membership of the organization consists of Kumoricon Staff, as detailed in Articles 4 and 7.

C. Transparency

1. In order to help ensure its obligations, promises, and protections are met, including those encompassed by its role as a nonprofit, the organization will establish and maintain policies addressing:

a. Financial controls and spending;

b. Conflict of interest for Directors, event Staff, and other appropriate personnel;

c. Election of Directors, and Membership proxies; and

d. Registration, removal, resignation, code of conduct, requirements, and benefits of organization Membership and Kumoricon Staff.

2. The text of policies that are required by these bylaws, as well as the text of these bylaws, must be continuously available to Members.

D. Purpose of Policies

Policy established and maintained by the organization must be not inconsistent with furthering the purpose of the organization's governing principles.

Article 4: Membership

A. Membership Requirements and Tenure

1. Only natural persons may become members.

2. A person's Membership status begins at the time of appointment or election to a Kumoricon Staff position, or upon recognition by these bylaws of Founder status.

a. Membership cannot be granted by any other method not specified in these bylaws.

23. A person's Membership status ends immediately if the person delivers to the Secretary, President, or Board a written resignation of Membership, which also constitutes a resignation from all Kumoricon Staff positions.

34. A person's Membership status ends 10 days (at 11:59pm Pacific Time) after resignation, or delivery of Notice of removal, from a Kumoricon Staff position where there has not been satisfactory completion of the position, provided that the person would not have Membership by virtue of any other reason, including another current Kumoricon Staff position or a Kumoricon Staff position for a previous event for which their Membership would not yet have expired.

45. The organization may remove a person's Membership status as a result of misconduct or other sufficient cause, concurrent with removal from any Kumoricon Staff positions the person may hold, which will take effect on the day specified (at 11:59pm Pacific Time) which is no less than 10 days after delivery of Notice of such action.

56. When Membership ends under Paragraphs 34 or 45 as a result of a removal action, then if the Member disputes the removal, then the end of Membership status will only take effect upon the final outcome of an adjudication process, as described in Article 9.

67. A person's Membership status ends due to expiration on whichever of the following days (at 11:59pm Pacific Time) occurs last:

a. The 180th day after no longer holding any Kumoricon Staff positions, Director positions, or Founder status; or

b. The 180th day after the Annual Meeting of the Membership that was held after both the latest Kumoricon event for which they held a Kumoricon Staff position, and after they became a Member.

B. Decisions of the Membership

1. Every person who is a Member has the right to exactly one vote in any matter put to a vote of the Membership, whether voting directly or represented by proxy.

2. Unless otherwise specified in these bylaws or applicable law, the affirmative vote of the majority of Members casting a vote is the decision of the Membership.

3. All issues to be voted on by the Membership are transacted either at Meetings of the Membership, or by written ballot outside a meeting, in either case meeting all of the requirements in those respective sections, and elsewhere in these bylaws or applicable law. Any specific matter put to a vote of the membership will be transacted either at a membership meeting, or by written ballot outside a meeting, but not both.

a. A vote is only considered a vote by written ballot outside a meeting if the vote is conducted entirely according to that section and not according to rules for voting at a membership meeting. Use of written ballots limited to those in attendance at a membership meeting, including ballots using an online platform or service during the meeting, does not cause the vote to be classified as a vote by written ballot outside a meeting.

<sub-paragraph moved from here to 4.C.10>

C. Meetings of the Membership

1. There organization will hold regular Meetings of the Membership.

a. An Annual Meeting of the Membership is usually held shortly after each Kumoricon, detailed below.

b. A ~~General~~ **regular** ~~M~~meeting of the ~~M~~membership is held approximately monthly, but these may be held more or less often as circumstances warrant.

c. A ~~S~~special ~~M~~meeting of the ~~M~~membership is held under such appropriate circumstances as detailed below.

2. The ~~B~~board may call a ~~General~~ **regular** or ~~S~~special ~~M~~meeting of the ~~M~~membership at a date, time, and location of its choosing by delivering valid ~~N~~notice to the ~~M~~membership of such, as detailed below.

3. The ~~B~~board must call an ~~A~~annual ~~M~~meeting of the ~~M~~membership to be held at approximately one-year intervals.

a. Such meeting will be held between 180 and 540 days after the previous annual meeting of the membership, regardless of the scheduling, status, or cancellation of any Kumoricon event; and

b. Such meeting will also be held between 10 and 90 days after each Kumoricon if this can be accomplished while also meeting the requirement in sub-paragraph (a), and while not imposing substantial cost to the organization or inconvenience to members., and it must be scheduled to take place within 10 to 90 days after each Kumoricon. However, the 10 to 90-day restriction is ignored if it would require, or result in substantially increased cost to the organization or inconvenience to Members in order to avoid requiring, the Annual Meeting of the Membership to be less than 180 days or more than 540 days after the previous such Annual Meeting of the Membership.

4. The ~~M~~membership may authorize a ~~S~~special ~~M~~meeting of the ~~M~~membership for any specified proper purpose(s) that ~~is~~ **are** pursued in good faith, or an ~~A~~annual ~~M~~meeting of the ~~M~~membership if the ~~B~~board fails to meet the requirement of ~~P~~paragraph 3, if at least five percent of the ~~M~~membership signs, dates, and delivers, in one or more parts, such authorization, **and such authorizations necessary to meet these requirements were signed within a 30-day window.**

a. Such authorization may take either form:

(i.) A request delivered to the ~~B~~board (either directly, or via the President or Secretary) to call such meeting, which the ~~B~~board must call within 15 days at a date, time, and location of its choosing meeting the requirements below and the requirements to hold a vote of the ~~M~~membership; or

(ii.) A call for such ~~M~~meeting at a specific date, time, and location, constituting ~~N~~notice to the ~~M~~membership, delivered directly to the ~~M~~membership, **but only if required by law or if the meeting requested by the process in sub-paragraph (i) was not called according to those requirements.**

b. A ~~M~~meeting called as a result of a ~~M~~membership authorization must:

~~(i.) take place no more than 75 days after the earliest dated authorization necessary to meet the requirement; and no more than 45 days after the latest such authorization; and~~

~~(ii.) be located within a 45-minute drive, in clear traffic and weather, of the most likely location or locations where a reasonable Member would expect a typical Meeting of the Membership, taking into account recent Meetings and all of the relevant circumstances.~~

5. The board may change the date, time, and/or location of a meeting of the membership, or cancel a meeting of the membership, by sending notice of the change or cancellation to the membership, provided that:

a. Notice requirements for holding a changed meeting will apply as if the meeting was newly called at the time of the notice of the change.

b. If the date of a meeting of the membership changes, then any notice for an individual action must be re-delivered to be valid; otherwise, such valid notice is preserved.

c. The board may not change or cancel a meeting of the membership to unfairly hinder or block action of the membership, and any change or cancellation must be done in good faith.

6. The board may place an action to be voted on by the membership on the agenda of any meeting of the membership (except for an already called special meeting).

7. The membership may request an action to be voted on by the membership be added to the agenda of either the next feasible meeting of the membership (except for an already called special meeting), or a specific meeting of the membership (except for an already called special meeting), and the board must do so, and deliver valid notice for such, if all of the following are satisfied:

a. The action is one that the membership has the legally authorized power to undertake;

b. There is time to reasonably meet any notice and other applicable legal requirements for such action at that meeting if the request is for a specific meeting; and

c. At least five percent of the membership signs, dates, and delivers, in one or more parts, such request, to the board (either directly, or via the President or Secretary).

58. All Mmembers have the right to attend Mmeetings of the Mmembership, except that:

a. The Bboard, in its sole discretion and without the need for the adjudication process described in Aarticle 9, may bar or eject a particular Mmember from one or more Mmeetings to protect the safety of any person, to prevent or stop substantial disruption, or to satisfy a legal requirement, ~~or if the Meeting venue disallows the person in question from being present by way of a decision made independently of the organization.~~

b. The Mmembership, by affirmative vote of at least two-thirds of those voting ~~vote~~, or those Ddirectors present, by an affirmative vote of at least two-thirds of those voting ~~vote~~, either such vote being allowed to be held without a formal meeting of either body or any notice or quorum requirements, and without the need for the adjudication process described in article 9, may bar or eject a particular Mmember from a Mmeeting presently in progress or about to start, for the reasons listed in sub-paragraph (a).

c. A member's right is not considered infringed if they are unable to attend a meeting due to a legal restriction or due to a ban imposed by a meeting venue or by a remote communication service provider, provided that the decision at the root of the inability was made independently of Altonimbus Entertainment.

9. Meetings of the membership may allow attendance and participation (including voting) via remote communication in addition to a physical location, or may designate a "location" of no fixed physical location and allow attendance and participation solely via remote communication.

b10. Members must be in attendance at a meeting ~~present to vote~~ for votes conducted at that meeting, except for voting by proxy.

~~(i.)~~a. A Mmember may represent by proxy no more than two other Mmembers at any given moment.

~~(ii.)~~b. A Mmember's appointment of a proxy applies to a single designated Mmeeting.

~~(iii.)~~c. Proxies are non-transferable.

<paragraph moved from 4.B.2.b>

611. For voting to occur at a Mmeeting of the Mmembership, all of the following must be satisfied:

a. ~~in addition to meeting~~ Notice and Qquorum requirements as detailed in those sections further below are met.;

~~b. The Meeting is must be~~ scheduled to start between 10:00am and 4:00pm **Pacific Time** on a Saturday or Sunday and not on a U.S. federal holiday, ~~and~~

c. If the meeting is held at a physical location:

(i.) ~~it must be held in a~~ The location is accessible to the public without entry cost or requirements beyond ordinary and typical rules of conduct.

(ii.) The location's travel distance is fair and reasonable taking into account all of the relevant facts and circumstances, including the location of recent or upcoming in-person events, the geographic spread of the membership, and recent meetings of the membership.

d. If the meeting is allowing attendance and participation via remote communication:

(i.) The organization must support either at least one remote communication mechanism that does not require either an account or contract with any third-party service or provider (beyond Internet and email access), or must support a combination of one or more remote communication mechanisms for which there is a choice of at least two reasonably available, no-cost (to the member), independent third-party services or providers such that there is an available alternative for any single third-party service or provider in order to use one of the supported mechanisms. "Mechanism" can refer to a platform, service, or protocol. "Support" means the organization allows attendance and participation (including voting) using this remote communication mechanism.

(ii.) The organization must publish, and keep up-to-date, instructions for attending and participating (including voting) via all of the supported remote communication mechanisms.

(iii.) The organization must reasonably attempt to accommodate individual member requests to attend and participate (including voting) via means other than the listed supported remote communication mechanisms.

e. The precise combination of the meeting's physical location (or choice of no fixed physical location) and supported mechanisms for attendance and participation (including voting) via remote communication is locked at the time of the most recent valid notice prior to the notice deadline, and there must be no subsequent changes in such location or supported remote mechanisms. If any issue prevents usage of any supported remote mechanisms listed in such notice, including an issue either within or beyond the organization's control such as service uptime or network connectivity, this requirement is not met and voting at that meeting may not occur.

(i.) Except, that if a specific remote mechanism was clearly listed in the notice as experimental with a statement that members must arrive prepared to use a different supported remote mechanism, then a removal or lack of availability of this remote mechanism will not cause this requirement to not be met. For this exemption to be available, the remote mechanism listed as experimental must not count toward meeting the requirements of sub-paragraph d.i.

(ii.) A change in channel, virtual room, virtual workspace, or online address but within the same platform, service, or protocol is not considered a change in mechanism.

f. The location, choice of not using a fixed physical location, choice of whether to allow attendance and participation via remote communication, or list of supported mechanisms for remote communication may not deviate from the organization's usual practices for meetings of the membership for an unjustified reason that unfairly hinders or blocks action of the membership, or that is not in good faith.

~~7~~12. Meetings of the ~~M~~membership may be governed as the presiding officer sees fit, not inconsistent with other applicable policies or requirements, provided that the presiding officer must allow every valid matter to be voted on to come to a vote in a fair and reasonable manner.

a. The presiding officer is the President, or if not ~~in attendance present~~ or able, then designated by applicable policies or practices.

b. However, the ~~B~~board or ~~M~~membership, respectively, who calls a particular ~~M~~meeting may specify a different ~~D~~director to be the presiding officer for that ~~M~~meeting. The membership's choice of director as presiding officer is only binding if the process specified in sub-paragraph 4.a.ii was permitted and followed.

13. A meeting of the membership may be closed by any of the following:

a. By declaration of the presiding officer, provided that there are no remaining valid matters to be voted on for which notice was delivered to the membership.

b. By declaration of the presiding officer, if quorum is currently unmet and is not reasonably expected to be met in the near future.

c. Upon the affirmative vote of at least two-thirds of members casting a vote.

d. Upon the decisive dispersal of the membership in the apparent belief that the meeting has concluded.

~~e. If there are no remaining valid matters to be voted on, the Meeting is closed upon the declaration of the presiding officer or the decisive dispersal of the Membership in the apparent belief that the Meeting has concluded. Otherwise, the Meeting may not be closed over the objection of at least one-third of the Members present.~~

§14. The Secretary, or if not ~~in attendance~~ present or able, another person so designated, will take official minutes of the ~~M~~meeting, recording the date, scheduled start time, actual start and end times, and location of the ~~M~~meeting, the presiding officer, the taker of minutes, the number of ~~M~~members in attendance, the status of quorum, any finding of a change in quorum status, the text and outcome of any matter voted on by the ~~M~~members, and additional descriptions or summaries of other business or reports as is necessary or desirable. These minutes will be kept by the organization as required by law or by other purposes.

15. To the extent allowed by law, these bylaws hereby prohibit the ability to adjourn a meeting of the membership to a future date, or to a time more than two hours in the future, or to a different location, unless the original notice for the meeting specified the possibility of adjournment to the specific future date and/or location. If applicable law does not allow for this prohibition, then in such cases where the prohibition is not allowed, these bylaws hereby require notice to the membership to be delivered to the same effect as if the resumed meeting of the membership were treated as a separate meeting.

D. Voting by written ballot outside a meeting

1. In any matter put to a vote of the membership, including an election of a membership-elected director, the vote may be held by written ballot outside a meeting, even if these bylaws otherwise state that the vote will take place at a meeting of the membership, but only if:

a. Approved by the board; or

b. Provided by organization policy; or

c. The membership followed the process to request or schedule a vote of the membership under paragraphs 4.C.4 or 4.C.7, but instead of requesting or scheduling a meeting, requested or sent notice that the matter be transacted by written ballot outside a meeting, and:

(i.) The board approved the request to hold the vote by written ballot outside a meeting; or

(ii.) Organization policy provides that such a membership request to hold a vote by written ballot outside a meeting is automatically granted; or

(iii.) All of the elections for the current term and the previous term for membership-elected directors were held by written ballot outside a meeting.

2. Only persons who are members at the time the official solicitation for vote is sent to the membership are eligible to vote in such a vote by written ballot outside a meeting.

3. Proxy authorizations are not valid for a vote by written ballot outside a meeting.

4. In order to be valid, such vote by written ballot outside a meeting must meet all of the following requirements:

a. Notice and quorum requirements as detailed in those sections below are met.

b. For a vote other than election of a director, the ballot must set forth each proposed action and indicate the percentage of votes that must be met or exceeded in order to pass, and provide an opportunity to vote for or against each proposed action.

c. For an election of a director, which will be conducted under the election method known as approval voting, the ballot must list all candidates for that race based on a nomination process set forth by organization policy, with the member voting for as many candidates as the member approves of, and the winner of the election being the candidate with the most votes in approval, provided that the number of approvals is at least a majority of the votes cast, and provided that ties will be dealt with based on a process set forth by organization policy. The ballot must also contain:

(i.) a “no confidence” option, which is treated as a vote cast in the election but with the member approving none of the candidates; and

(ii.) a write-in field allowing the member to write in as many persons as the member approves of, which will be counted under the same rules as for listed candidates; and

(iii.) instructions and explanation for correctly completing a vote.

d. For any vote, the ballot must provide an opportunity to register an abstention. Such abstention is not counted as a vote cast.

e. The solicitation for vote must indicate the number of responses needed to meet quorum requirements.

f. The solicitation for vote must specify instructions and requirements for submitting the ballot, and specify a deadline in the form of a specific date and time by which it must be received in order to be valid, which must be no later than the 45th day after which ballots were sent, and which may not be changed except under the same circumstances as for sub-paragraph 8.D.6.b.

g. If ballot submission is not open from the time that solicitations for vote are sent, then the solicitation for vote must specify the open date and time, which may not be changed except under the same circumstances as for sub-paragraph 8.D.6.b, and it must open no later than 24 hours before the ballot submission deadline.

5. Votes by written ballot outside a meeting are treated as secret votes.

6. A written ballot, once validly submitted, may not be changed or revoked, unless the ballot was submitted using an online voting system that provides an automated method to change or revoke a submitted ballot which is available to all members using that online voting system throughout the entire voting period, without requiring a special request.

7. A vote by written ballot outside a meeting is not considered concluded until the ballot submission deadline.

8. When the organization has validly commenced a process to vote to elect a membership-elected director by written ballot outside a meeting that would otherwise take place at the annual meeting of the membership, then:

a. The term for such director elected by written ballot outside a meeting shall instead begin immediately at the first announcement of the winner for such election and the person elected will take office at that time, and the preceding term shall end at the same time.

b. The voting deadline must be no earlier than 11:59pm, Pacific Time, on the day of the annual meeting of the membership, and no later than 11:59pm, Pacific Time, on the 14th day after the annual meeting of the membership.

9. If a membership-elected director elected by written ballot outside a meeting in cases other than described in paragraph 8 would take office at the close of the meeting if the vote had been held at a membership meeting, then instead, the elected director will take office immediately at the first announcement of the winner for such election.

10. For an election of a director by written ballot outside a meeting, once the ballot submission deadline has passed, time is of the essence in counting the ballots and determining and publicly announcing the winner. The organization will treat concluding the election with the same urgency as if it were held during a membership meeting.

11. The protections described in paragraph 8.D.6 will apply to any vote by written ballot outside a meeting.

DE. Notice to the Membership

1. Notice to the Members must be delivered 10 days prior to any of the following actions for such action to be valid:

a. Holding a Meeting of the Membership, specifying the date, time, and location, and any supported mechanisms for remote communication;

b. Election or removal of a Director to be voted on by the Membership, specifying the action, and, for removal actions, the person; and the date, time, and location of the Meeting for the vote, or solicitation of a vote by written ballot outside a meeting meeting all such requirements;

c. A vote to amend these bylaws or the articles of incorporation, specifying the exact text of the amendment, and the date, time, and location of the Meeting for the vote, or solicitation of a vote by written ballot outside a meeting meeting all such requirements;

d. A vote to distribute assets as described in Section 12.B, specifying the terms of the distribution with reasonable particularity, and the date, time, and location of the Meeting for the vote, or solicitation of a vote by written ballot outside a meeting meeting all such requirements.

e. The deadline for ballot submission for any vote held by written ballot outside a meeting, with the solicitation of such vote meeting all applicable requirements.

2. Notice to the Members must be delivered specifying the outcome within 10 days after any valid vote of the Membership to elect or remove a Director, or to amend these bylaws, or a vote on any matter held by written ballot outside a meeting; or after any change of these bylaws except for a change to the principal address as specified in Section 2.B; or after any change in Board membership for any reason specifying the person and position which has changed.

3. A Member may waive required Notice by signing and delivering to the organization a written waiver of such Notice. A waiver of Notice does not apply to Notice which is specific to that particular Member unless the waiver explicitly states that it includes that type of Notice.

a. A Member waives required Notice if that Member is in attendance present at a Meeting of the Membership and does not raise an objection of improper Notice of holding a Meeting at the beginning of such Meeting, or does not raise an objection of improper Notice of a particular action when that matter is presented.

b. A member waives required notice of a vote by written ballot outside a meeting if that member casts a valid vote on that matter, or does not raise an objection of improper notice as soon as the member learns or

reasonably should have learned of such vote, taking into account the facts and circumstances regarding the alleged defective notice.

EF. Quorum of the Mmembership

1. Quorum for acting is met at a Mmeeting of the Mmembership if any of the following is met:

a. ~~30~~20 Mmembers are represented at the Mmeeting, either directly in attendance ~~person~~ or by proxy; or

b. The number of Mmembers represented at the Mmeeting, either directly in attendance ~~person~~ or by proxy, meets or exceeds the number of Ddirectors in office, plus 20% (without any rounding) of the total number of Mmembers who are not also Ddirectors. ~~;~~ or

~~c. For the Annual Meeting of the Membership only, with any number of Members represented, if valid Notice was given at least 30 days in advance of the Meeting with no subsequent change in date, time, or location, and if the location of the Meeting is within a 45-minute drive, in clear traffic and weather, of the location of the last Kumoricon event.~~

2. Quorum for a vote by written ballot outside a meeting is met if the number of votes cast plus abstentions registered by ballot would meet quorum if those members voting or registering an abstention were directly in attendance, not considering proxy representation, at a meeting of the membership.

Article 5: Board of Ddirectors

A. Composition of the Bboard of Ddirectors

1. The Bboard of Ddirectors consists of nine persons (“Ddirectors”) elected by the Mmembership of the organization and by the Bboard, as described in Aarticle 8.

a. Three of the Bboard positions will double as the Oofficers of Kumoricon as described in Aarticle 6, and the other six Bboard positions will double as the Mmanaging Ddirectors of Kumoricon, as described in Aarticle 7.

b. Each Ddirector is elected to the Bboard for a specific Oofficer or Mmanaging Ddirector position, and attains or loses that doubled position concurrent and simultaneous with taking or leaving office for the Ddirector position, regardless of the cause or reason, except as provided in sub-paragraph (c).

c. The Bboard may sever the tie between the Ddirector position and the doubled Oofficer or Mmanaging Ddirector position in the case of a leave of absence or suspension, as described by and limited by Ssections 8.H, 8.I, and 8.J.

d. The number of directors and electing body of each director can only be changed by amendment to these bylaws.

B. Powers of the Bboard of Ddirectors

1. The governing body of the organization is the Bboard of Ddirectors (“Bboard”).

2. The Bboard has supervision, control, and direction of the management, affairs, and property of the organization.

3. The Bboard may adopt such policies, rules, and regulations for the organization as the Bboard deems necessary or desirable.

C. Responsibilities of the Bboard of Ddirectors

The Bboard will actively pursue the purposes and objectives of the organization and supervise the disbursement of organization funds.

D. Standards of Cconduct for Ddirectors, Oofficers, and Mmanaging Ddirectors

A Ddirector, Oofficer, or Mmanaging Ddirector must discharge the position's duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the person reasonably believes to be in the best interests of the organization.

E. Tenure of the Bboard of Ddirectors

Directors are elected to approximately one-year terms, as described in Aarticle 8.

F. Decisions of the Bboard

1. A decision of the Bboard is the action of the organization.

2. Any of the following constitutes a decision of the Bboard, provided that these bylaws or applicable law do not specify a different requirement for that action:

a. In a Bboard Mmeeting, the affirmative vote of a majority vote of Ddirectors in attendance ~~present and casting a vote;~~

b. Outside a Bboard Mmeeting, the affirmative written vote sent via email of the majority of Ddirectors in office, provided that:

(i.) A director sends via email identical written Nnotice of the proposed action ~~is sent to all Ddirectors at the same time,~~ stating that it is notice for an out-of-meeting action, and specifying a voting deadline which must be no earlier than 48 hours and no later than 336 hours after the notice was sent, and which must be stated either as a specified number of hours after the notice or as a specified date and time;

(ii.) Such votes are sent to all Ddirectors at the same time;

(iii.) Such votes are sent no earlier ~~less than 24 hours~~ after notice is sent of the action and no later than the voting deadline ~~and no more than 14 days after Notice is delivered of the action;~~ and

(iv.) The action is not limited by these bylaws or applicable law to occurring in a Bboard Mmeeting.

c. Outside a Bboard Mmeeting, the unanimous written approval of all Ddirectors in office, provided that all written approvals are transacted within a 336-hour ~~14-day~~ window. Unanimous written approval under this sub-paragraph bypasses any requirement elsewhere in these bylaws that an action must be performed only in a board meeting.

3. For actions conducted under sub-paragraph 2.b:

a. The decision is not considered enacted until the voting deadline.

b. A director may change their vote until the voting deadline by following the same process as for sending an original vote.

4. For actions conducted under sub-paragraphs 2.b or 2.c:

a. In a subsequent board meeting, the board shall review the action and any ratification or objection to the procedure of the decision will be entered into the minutes, including a listing of votes for or against the action and any statements of abstention for the action.

G. Meetings of the Board

1. The Board will meet regularly, and as desired or necessary, in Board Meetings.
2. Any Director, or the Board acting as a body, may call a Board Meeting by sending Notice of the meeting to all Directors.
3. The President, or the board acting as a body, may change the date, time, and/or location(s) of any board meeting, or cancel any board meeting, by sending notice of the change or cancellation to all directors.
 - a. Notice requirements for holding a changed meeting will apply as if the meeting was newly called at the time of the notice of the change.
 - b. Valid notice for an individual action within a changed meeting is preserved.
 - c. For a change or cancellation not made by the board, the change or cancellation will not take effect if any director who did not approve the change or cancellation delivers an objection to the change or cancellation in writing to all directors within 24 hours of delivery of the original notice.
34. The presiding officer of the Board Meeting is the President, or if not in attendance present or able, then designated by applicable policies or practices.
 - a. However, the Director or Board, respectively, who calls a particular Meeting may specify a different Director to be the presiding officer for that Meeting.
45. The Board must call an Annual Meeting of the Board to be held at approximately one-year intervals, and it must be scheduled to take place no less than 48 hours and not more than 45 days after the close of the Annual Meeting of the Membership, or, instead, the time of announcement of election results if an election for a membership-elected director that would have otherwise taken place at the annual meeting of the membership was held by written ballot outside a meeting.
 - a. If the Board fails to call an Annual Meeting of the Board in this time range, then any Director may call an Annual Meeting of the Board.
56. All Directors have the right to attend Board Meetings.
67. For actions, decisions, or voting to occur or represent the organization at a Board Meeting, in addition to meeting Notice and Quorum requirements detailed below, the Meeting must be held in a location accessible to all Directors without entry cost or requirements beyond ordinary and typical rules of conduct.
78. A Board Meeting may be held at one or more locations, or at no fixed physical location, provided that all locations and remote persons in attendance are connected via one or more communication methods so that each person in attendance can hear or otherwise communicate at substantially the same time with all persons in attendance, and all such persons are included in the course of the discussion, materials, and actions of the Meeting.
89. Board Meetings may be governed as the presiding officer sees fit, not inconsistent with other applicable policies or requirements, provided that:
 - a. If a Director moves to end discussion of a question and the motion is seconded by another Director, then the vote on whether to end discussion must occur immediately. If the motion to end discussion carries, a vote on the original motion must occur immediately.
 - b. If there are no remaining valid matters to be voted on for which Notice was delivered to the Board and if there is no pending motion for which at least two Directors express a desire to make progress, the Meeting is closed upon the declaration of the presiding officer or the decisive dispersal of the Directors in the apparent

~~belief that the Meeting has concluded. Otherwise, the Meeting may not be closed over the objection of at least one-third of the Directors present.~~

10. A board meeting may be closed by any of the following:

- a. By declaration of the presiding officer, provided that there are no remaining valid matters to be voted on for which notice was delivered to the board, and if there is no pending motion for which at least two directors express a desire to make progress.
- b. By declaration of the presiding officer, if quorum is currently unmet and is not reasonably expected to be met in the near future.
- c. Upon the affirmative vote of at least two-thirds of directors in attendance.
- d. Upon the decisive dispersal of the directors in the apparent belief that the meeting has concluded.

911. The Secretary, or if not ~~in attendance present~~ or able, another person so designated, will take official minutes of the ~~M~~meeting, recording the date, scheduled start time, actual start and end times, and location of the ~~M~~meeting, the presiding officer, the taker of minutes, the list of ~~D~~directors and other persons in attendance, the status of quorum, any finding of a change in quorum status, any waiver of notice of an absent ~~D~~director, the text and outcome of any matter voted on by the ~~B~~board, and additional descriptions or summaries of other business or reports as is necessary or desirable. These minutes will be kept by the organization as required by law or by other purposes.

H. Notice to the ~~B~~board

1. Notice to ~~the Board~~ every director must be delivered 48 hours prior to any of the following actions for such action to be valid:

- a. Holding a ~~M~~meeting of the ~~B~~board, specifying the date, time, and location(s);
- b. Election or removal of a ~~D~~director to be voted on by the ~~B~~board, specifying the action, and, for removal actions, the person; and specifying the ~~B~~board ~~M~~meeting for the vote;
- c. A vote to approve a leave of absence or suspension of a ~~D~~director position or end such a status, as described in ~~S~~sections 8.H or 8.I, specifying the position, and specifying the ~~B~~board ~~M~~meeting for the vote;
- d. A vote to amend these bylaws or the articles of incorporation, specifying the exact text of the amendment, and specifying the ~~B~~board ~~M~~meeting for the vote;
- e. A vote to dissolve the organization, specifying terms of the action with reasonable particularity, and specifying the ~~B~~board ~~M~~meeting for the vote.

2. Notice to ~~the Board~~ every director must be delivered as soon as reasonably practical specifying the outcome of any vote of the ~~B~~board to elect or remove a ~~D~~director, approve a leave of absence or suspension of a ~~D~~director position or end such a status, to amend these bylaws, or to dissolve the organization; or of any ~~D~~director's submitted resignation.

3. A ~~D~~director may waive required ~~N~~notice by signing and delivering a written waiver specifying the meeting or action that the waiver applies to. A waiver of ~~N~~notice for a ~~M~~meeting does not constitute a waiver of a particular action at that ~~M~~meeting that requires separate ~~N~~notice unless such additional waiver is explicitly specified.

a. A ~~D~~director waives required ~~N~~notice if that ~~D~~director is ~~in attendance present~~ at the ~~B~~board ~~M~~meeting or for the action otherwise requiring ~~N~~notice, and does not raise an objection of improper ~~N~~notice either prior to the action or ~~M~~meeting or at the earliest reasonable opportunity after the commencement of the action or their

arrival to the Meeting. If the Director votes for or assents to an action, that Director's objection is waived regarding both notice of that action and notice of holding the Meeting.

b. A Director's ineligibility to vote, inability to act, or recusal from acting, on any matter, as a result of a conflict of interest or any other reason, does not constitute that Director's waiver of notice on such a matter, unless the parameters of the conflict of interest restriction explicitly specify exemption of notice for that matter.

I. Quorum of the Board

To determine whether quorum for acting is met at a Board Meeting is met, directors will be counted using two different methods. Quorum is met only if the requirements of both counting methods are satisfied:

1. To satisfy the first requirement, the number of directors in attendance must be at least two-thirds of the total number of directors in office.

2. To satisfy the second requirement, the number of directors in attendance must be more than half the total number of directors in office, making the following adjustment for any relationships between directors:

a. If two or more directors are related (as described by paragraph J.5), then all directors who form part of a chain of such relationships will collectively count as no more than one director in attendance for the purpose of computing whether the second quorum requirement has been met.

b. This adjustment to take into account relationships between directors is solely for counting for quorum under paragraph 2 (and not paragraph 1), and for no other purpose, and does not result in any reduction in voting power for such directors.

KJ. Conflict of Interest

1. A transaction in which a Director has a conflict of interest, direct or indirect, may be approved, if:

a. In advance of the transaction, the material facts and the Director's interest were disclosed or known to every director on the Board; and/or

b. The material facts and Director's interest were disclosed to the Members, and they approved, authorized or ratified the transaction.

b. All other applicable requirements under the organization conflict of interest policy in effect at the time the conflict of interest began were followed.

2. A Director must recuse from voting on any matter in which they have a personal interest, including transactions with or decisions on disciplinary action affecting themselves or a related person (as described by paragraph 5).

3. A Director may recuse themselves from discussion or attendance on any matter in which they have a personal interest or for which they are ineligible to vote. If doing so, :

a. If quorum of the Board would otherwise be met but for the presence of recused Directors, it will continue to be met, as long as at least 44% of Directors in office are present; and

b. The Board must recall a recused Director back to the meeting discussion before discussing or acting on any other matters, or the director will have the same claim of improper notice regarding such discussion or actions it must be treated the same as if they had occurred in a separate board meeting Board had acted without proper notice to that Director.

4. To the extent permitted by law, the organization may abridge a Director's right to voting, discussion, meeting attendance, or access to any organization records or minutes in order to address a conflict of interest. Such restriction must be limited to a specific matter on which the Director has a conflict of interest.

a. A newly-imposed conflict of interest restriction of the type specified in this ~~P~~paragraph, or an increase in scope of an existing such restriction, will only be applied:

(i.) As the final outcome of an adjudication process as described in ~~A~~article 9; or

(ii.) If agreed to by the ~~B~~director.

b. The organization has the responsibility of monitoring and determining when and whether to lift any such restriction.

5. "Related" as used in these bylaws includes family, personal, and outside business relationships, and is interpreted under all applicable legal requirements, including but not limited to ORS 65.361 and the Internal Revenue Code, and also as may be expanded under the organization conflict of interest policy.

<section moved from 5.K>

~~J~~K. Delegation

1. The ~~B~~board may delegate or undelegate decisions or categories of decisions it has the power to make to appropriate personnel, except for any specific type of action listed in these bylaws or applicable law as being a decision of the ~~B~~board. When the ~~B~~board delegates in this manner, it may delegate to a person, to a group, or via a specified process. However, the following decisions are reserved to the ~~B~~board directly:

a. Enacting or amending organization policy;

b. Enacting or amending a code of conduct for ~~S~~staff or for the Kumoricon event;

c. Enacting or amending requirements for all Kumoricon ~~S~~staff positions or ~~M~~membership; and

d. A decision to hold an event or begin a project with an expected budget of over \$10,000.

2. The ~~B~~board may not delegate its ~~B~~board power generally, or to effectively alter the ~~B~~board's role as the active, de facto governing body of the organization.

3. The ~~B~~board may not use delegation in order to effectively change requirements on ~~B~~board action specified in these bylaws, such as increasing, reducing, or changing the requirements for ~~B~~board votes, or changing ~~N~~notice requirements.

4. Committees may not exercise the general power or authority of the board.

<section moved from here to 5.J>

Article 6: Officers

A. Designation of ~~Θ~~officers

1. There will be a President, Treasurer, and Secretary of the organization.

2. In addition to the duties for ~~Θ~~officers listed here, the organization may assign additional duties to ~~Θ~~officers.

3. The ~~B~~board may temporarily re-assign duties of ~~Θ~~officers when not inconsistent with applicable law.

B. Duties of the President

The duties of the President are to:

1. Preside at all ~~M~~meetings of the organization if not otherwise specified;

2. Have general supervision of the affairs of the organization;
3. Personally represent the organization on proper occasions and in business contacts;
4. Assist all other Officers and Managing Directors of the organization in their records, correspondence, and other organization duties; and
5. Act as Chair of Kumoricon.

C. Duties of the Secretary

The duties of the Secretary are to:

1. Keep a record of the minutes of each Board and Membership Meeting;
2. Handle organization correspondence as necessary or desirable;
3. Give notices for Membership Meetings;
4. Maintain records of Member names and addresses; and
5. Authenticate records of the corporation.

D. Duties of the Treasurer

The duties of the Treasurer are to:

1. Maintain organization financial records and deliver financial reports to the organization annually or when requested by the Board; and
2. Maintain organization banking and bank accounts.

Article 7: Kumoricon

A. Description

1. The organization will produce, plan, and host the event Kumoricon on an approximately annual schedule.
2. Kumoricon is dedicated primarily to the promotion of Japanese animation and culture, and may also include programming related to other topics. Kumoricon may hold programming which is of an entertainment, educational, or charitable nature.

B. Managing Directors

The Managing Directors of Kumoricon are the positions of Director of Infrastructure, Director of Membership, Director of Operations, Director of Programming, Director of Publicity, and Director of Relations.

C. Staff

1. In order to bring about and preserve a Staff-run organization, the management of Kumoricon will be structured so that as much of the production, planning, and hosting of Kumoricon as is reasonably possible is performed by Staff positions which confer Membership in the organization.
2. Officers of the organization and Managing Directors of Kumoricon are Kumoricon Staff positions.
3. The organization may set requirements and durations for specific Kumoricon Staff positions, provided that:

a. Kumoricon staff positions may be held only by natural persons.

ab. The organization must structure its requirements such that no person holding a Kumoricon Sstaff position is subject to a combined requirement of less than 16 hours of volunteer work associated with each Kumoricon event.;

bc. Each Kumoricon Sstaff position is associated with a specific Kumoricon and has a defined start and end date, which must be reasonably related to the needs of the Kumoricon it is associated with.

ed. The organization must use a process for appointing persons to Kumoricon Sstaff positions which requires approval from not less than two Ddirectors if the appointment would result in attainment of Mmembership or extending the expected duration of Mmembership based on the end dates of the positions-.

de. In order to preserve election impartiality, the organization will not appoint persons to Kumoricon Sstaff positions between the end of a Kumoricon and the next Aannual Mmeeting of the Mmembership without a specific and narrowly-tailored justification.

Article 8: Election, Ttenure, Rremoval, and Rresignation of Ddirectors

A. Eligibility for Eelection

1. Any natural person who has the legal ability to enter contracts with the organization and who has reached the age of majority in the jurisdiction in which they reside is eligible for election to a Ddirector position.

a. An otherwise eligible person may be made ineligible for election, but only by an explicit limitation on an individual basis imposed by the final outcome of an adjudication process as described in Aarticle 9. For such a limitation to be valid:

(i.) The offense(s) must be substantial enough to warrant being barred from all Kumoricon Sstaff positions; and

(ii.) The limitation must be brought in a timely manner proximate to the alleged offense(s), taking into account delays caused by information that could not have been reasonably known to the organization.

(iii.) Such limitation must last for a specific amount of time not to exceed 7 years, which can only be adjusted longer or shorter, renewed for a specific duration, or removed, by a formal finding of a new adjudication process.

b. The organization may impose a condition that all elected Ddirectors, upon election, sign a non-disclosure confidentiality agreement to protect non-public business information of the organization, but only if the exact text of the agreement is publicly available at least 30 days prior to the election, and if the same agreement and terms are required for all incoming Kumoricon Sstaff. Such an agreement may not include terms that are not directly required for this purpose.

c. Eligibility may not otherwise be limited except by amendment to these bylaws.

2. A person does not need to be in attendance present at the election to be elected.

B. Designation of Mmethod of Eelection

1. The Ddirector positions which correspond to the positions of President, Director of Infrastructure, Director of Membership, Director of Operations, Director of Programming, Director of Publicity, and Director of Relations are Mmembership-Elected. The electing body of these positions is the Mmembership.

2. The Ddirector positions which correspond to the positions of Secretary and Treasurer are Bboard-Elected. The electing body of these positions is the Bboard.

C. Election and Tenure

1. The term of a ~~D~~director position begins and ends at the closing of consecutive ~~A~~annual ~~M~~meetings of the body electing that position, to effectuate a term duration of approximately one year.
 - a. Election of ~~M~~membership-~~E~~lected positions will normally take place at the ~~A~~annual ~~M~~meeting of the ~~M~~membership to fill the expiring terms.
 - b. Election of ~~B~~board-~~E~~lected positions will normally take place at the ~~A~~annual ~~M~~meeting of the ~~B~~board to fill the expiring terms.
2. A person takes the office to which they have been elected at the close of the ~~M~~meeting at which the election takes place. If the person does not explicitly accept or decline the election, they are presumed to have accepted the election.
 - a. If, prior to the close of the ~~M~~meeting in which an election has occurred, an elected person explicitly declines the election, the election is void and another election for that position must be held **at that meeting**.
3. A person who holds a ~~D~~director position retains office until they are removed, resign, die, or at the close of the ~~M~~meeting at which their successor is successfully elected.
4. A person may be elected for consecutive terms.
5. In the case of a vacancy **or lack of elected successor for** in a ~~D~~director position, a special election will be held to fill the position. The term of a ~~D~~director elected **to fill a vacancy** ~~by special election~~ concludes at the same time as the term of the prior holder of the position.
 - a. **Only the electing body specified in paragraph 1 for the position requiring a special election may vote to fill a vacancy.**
 - ab. If the next ~~A~~annual ~~M~~meeting of the electing body occurs prior to a successful special election for that position, then the special election for that vacancy will not be held and the term for the next holder of the position is the same as if no vacancy had occurred.
 - bc. If a vacancy in a ~~D~~director position will occur due to a resignation effective at a later date, then a special election may be held prior to the effective date of the resignation, and the successor will take office when the ~~D~~director resigning leaves office for any reason or at the effective date and time of the resignation, whichever occurs first.
 - 6d. **If the position requiring a special election is** ~~In the case of a vacancy or lack of elected successor for a~~ ~~M~~membership-~~E~~lected position, **then either the board, or the membership, using the process described in paragraphs 4.C.4 or 4.C.7, may schedule the special election, which must meet all of the applicable requirements, including notice requirements, for holding such election.** ~~if the Board does not schedule a special election to be held which will occur within 90 days of the effective date of the vacancy, or 60 days of the vacancy if the effective date of the vacancy is less than 240 days from the next Kumoricon, then five percent of the Membership may call for a Special Meeting to be held for this purpose, as described in Paragraph 4.C.4, or may sign, date, and deliver, in one or more parts, a request to the Board for an election for the position to be held at a specified future Meeting already scheduled, and the Board must schedule and deliver proper Notice for such election if it is reasonably possible to do so.~~

D. Requirements and Conduct of Elections for Membership-Elected Positions

1. In addition to the more general requirement of ~~P~~paragraph 3.C.2, printed copies of these bylaws and policies related to elections must be available for review at a ~~M~~meeting holding an election of a ~~D~~director **if the meeting is held at a physical location**.

~~2. In any election, including runoffs, any Member has the right to vote for any eligible candidate, including by write-in.~~

~~3. Members must have the opportunity to cast a “no confidence” vote which is not in favor of any candidate but counts among the votes cast, and is included in the determination of whether a majority of votes in favor of a candidate has been met.~~

~~<paragraph moved from here to 8.D.3>~~

~~52. Elections must be held by secret written ballot, unless, at that election, a motion to elect by acclamation is passed without any Member objection. The ballot must contain the following options, for which the member must choose exactly one unless abstaining:~~

~~a. all candidates for that race, based on a nomination process set forth by organization policy, subtracting any candidates who may be eliminated in a runoff, such elimination and runoff processes also set forth by organization policy;~~

~~b. a “no confidence” option, which does not count as a vote in favor of any candidate but counts as a vote cast in the election, and is included in the determination of whether a majority of votes in favor of a candidate has been met; and~~

~~c. a write-in option to list one person, for which all persons originally eligible remain eligible, including persons never listed on any ballot and candidates who were eliminated in a run-off round.~~

~~43. Members must have the opportunity to abstain from casting any vote. Such abstention is not treated as a “no confidence” vote, and is not counted as a vote cast. <paragraph moved from 8.D.4>~~

~~64. It is not considered a conflict of interest under the rules of this organization for a Member to vote for themselves or for any other person in any election for a Membership-Elected position.~~

~~75. If an election for President and for any other Member-Elected position are occurring at a Meeting, then an attempt to elect the President must occur prior to an attempted election for any other position.~~

~~6. Elections will be conducted under organization policy, provided that it does not conflict with these bylaws or applicable law, and provided that:~~

~~a. Any change to election policy or practices made any after nomination process, either formal or informal, has started, or is imminently anticipated to start, will only apply to that election if:~~

~~(i.) It is necessary to resolve an anomaly or problem with the fairness or impartiality of the election; or~~

~~(ii.) It clarifies or improves the detail of a matter that has no material impact to the fairness or impartiality of the election; or~~

~~(iii.) It is consented to by all candidates and there is no objection from at least three members after giving the membership a reasonable opportunity to object.~~

~~b. If ballot collection has begun for an election but then either the election cannot be completed, or an anomaly or problem arises with the fairness or impartiality of the election, in either case in a manner not anticipated by organization policy, then the personnel tasked with administering the election must promptly decide how to resolve the issue, with a strong presumption toward remedying the issue and completing the election, unless canceling and re-doing the election is necessary in order for the election to be fair and impartial.~~

~~c. Ballots will not be examined or counted until the latest point necessary to decide the election, or before deciding and publicly announcing how to resolve a problem or anomaly under sub-paragraph (b), unless examining or counting the ballots at an earlier point is necessary in order to fairly and impartially resolve the issue or conduct the election.~~

E. Requirements and Conduct of Elections for Board-Elected Positions

1. An election for a Board-Elected position must take place at a Board Meeting.
2. A Director who holds a Membership-Elected position is eligible to vote to elect a Board-Elected position. However, in no case can a Director cast a vote for themselves in any election for a Board-Elected position.

F. Removal of Directors

1. A Director may be removed from a Membership-Elected position, with or without cause, by the affirmative majority vote of a majority of the Members casting a vote at a Special Meeting of the Membership.
2. A Director may be removed from a Board-Elected position, with or without cause, by a vote in which two-thirds of the total number of Directors in office vote in favor of the removal, at a Board Meeting.
3. A Director may be removed from a position by a vote in which a majority of the total number of Directors in office vote in favor of the removal, at a Board Meeting. Such removal under this Paragraph may only occur in recognition of a final outcome of an adjudication process as described in Article 9, as the result of a finding by the process that:
 - a. The person is not meeting satisfactory performance or attendance requirements on an ongoing basis in their duties either as a member of the Board, or as Officer or Managing Director, evaluated relative to the typical performance of other Directors, and also has not been reasonably responsive to specific performance feedback as discussed and agreed to by the Board and delivered in writing to the person;
 - b. The person is found to have committed any serious act of misconduct in connection with the organization, including but not limited to an act of dishonesty, theft, misappropriation of organization property, serious violation of a code of conduct or organization rule, or any act injuring, abusing, or endangering others;
 - c. The person pled guilty or no contest to, or was convicted of, a felony, or to an offense involving violence to any person, without regard to any pending appeals, as long as the outcome is still in place; or
 - d. The person is found, by the organization's internal fact-finding and/or review, without any requirement to rely on or agree with any finding or outcome of any judicial proceeding, to have carried out an unlawful action involving violence to any person; or
 - e. It is found that a conflict of interest is too great to co-exist with that person's Director position, despite mitigation options.
4. For a removal under Paragraph 3:
 - a. Any facts in dispute that are relied on to meet the requirements of removal must be established by clear and convincing evidence by the adjudication process.
 - b. For Sub-Paragraphs 3.c and 3.d, the act of the Director facing removal does not need to be connected with or related to the organization in order to meet a requirement for removal.
 - c. A removal under Paragraph 3 may not occur if all of the facts that would satisfy the requirements for removal were known to the electing body at the time of that Director's most recent election, and there have since been no significant, material changes in known facts.
 - d. The Board vote of removal may not occur more than 45 days after the final outcome of the adjudication process that would authorize it.

5. For votes of removal authorized by Paragraphs 1 or 2, a removal action may specify the removal of more than one person to be voted on as one action.

6. Any action of the Membership or of the Board under this Section that constitutes the final decision that causes a removal takes effect immediately upon passing.

G. Resignation of Directors

1. A Director may resign from office by delivering signed, written notice to the President, Secretary, or the entire Board declaring the intent to resign as a Director.

a. A resignation may specify a fixed date and time in the future at which it takes effect, but no further than 60 days in the future. A valid resignation that does not specify an effective date and time takes effect immediately upon delivery.

b. A resignation must be unconditional to be valid.

c. If the Director holds more than one Officer or Managing Director position, the resignation must specify which position(s) the Director is resigning from.

2. Upon receipt of an attempted resignation, any receiving Director must, if the resignation is invalid or ambiguous, immediately report to the delivering Director the reason for the defect; or if the resignation is valid, immediately notify the entire Board of the resignation.

3. A valid resignation, once delivered, cannot be revoked.

H. Leave of Absence

1. The Board may approve of a leave of absence for a Director, with the Director's consent, by a vote in which two-thirds of the total number of Directors in office vote in favor of the action, at a Board Meeting.

I. Suspension

1. The Board may suspend a Director from holding their associated Officer or Managing Director position, with or without cause, by a vote in which two-thirds of the total number of Directors in office vote in favor of the suspension, at a Board Meeting.

J. During a Leave of Absence or Suspension

1. During a leave of absence or suspension:

a. The tie between the Director position and the associated Officer or Managing Director position is temporarily severed.

b. The affected Director retains the full rights and privileges of the Director position that relate to its status as a Board Member, including rights of notice, attendance, and voting at Board Meetings, and the Director position's term, tenure, process of election, and process of removal remain unchanged.

c. The associated Officer or Managing Director position functions as an ordinary Kumoricon Staff position, and may be vacant or filled by one or more persons other than the affected Director.

2. The leave of absence or suspension lasts until whichever of the following occurs first:

a. The Board ends it by the affirmative vote of a majority of directors in attendance at a Board Meeting, provided that the affected Director is still in office; or

b. It is ended by the final outcome of an adjudication process as described in **A**rticle 9, provided that the affected **D**irector is still in office; or

c. The **D**irector's successor is elected.

3. When the leave of absence or suspension ends, if the associated **O**fficer or **M**anaging **D**irector position has been reassigned to one or more other persons, and if arrangements have not been separately specified for the end of such position, then the person(s) holding such position will assume the title of the position's executive assistant, or the most similar such position.

Article 9: Adjudication **Process**

1. The organization will establish a process by which decisions can be made regarding disciplinary action or restrictions against a **M**ember or **D**irector.

2. These bylaws do not impose a general requirement that this process must be used for all disciplinary actions or restrictions against a **M**ember, but policy passed by the **B**oard, other portions of these bylaws, or applicable law, may specify specific situations where it must be used.

3. Any change to the process made after the organization becomes aware of a specific incident cannot apply to the disadvantage of the affected respondent.

4. Once the **B**oard authorizes or assents to this process being used to decide a particular matter, then the process must be allowed to run to completion, and the decision of the process is the action of the organization with the same or greater weight as a decision of the **B**oard.

5. The process must:

a. Provide fair and reasonable notice to the respondent of the proceedings and the outcome, and accommodate reasonable scheduling requests;

b. Provide an opportunity to the respondent to present arguments and evidence in their defense;

c. Operate in a consistent manner over time, taking into account relevant circumstances;

d. Individually consider each case in a fair and reasonable manner, taking into account all of the relevant facts and circumstances, and not have a pre-ordained outcome.

Article 10: Contracts, **Checks, **D**eposits, and **F**unds**

A. Contracts

The organization may authorize, either by policy or in specific instances, any **D**irector, **S**taff member, or agent to enter into any contract or execute and deliver any instrument in the name and/or on behalf of the organization, which furthers the purpose of the organization, subject to appropriate oversight and controls, and subject to any other restrictions in these bylaws.

B. Financial **Instruments**

All checks, drafts, or other orders of the payment of money, notes, or other evidences of indebtedness issued in the name of Altonimbus Entertainment shall be signed by such **D**irector or **D**irectors of the organization as may be specified by the **B**oard.

C. Deposits

All funds of the organization shall be deposited to the credit of Altonimbus Entertainment in such banks, trust companies, or other depositories as the Board may select.

D. Gifts

The organization may accept any contribution or gift that furthers the purpose of the organization.

E. Loans

The organization may not loan money or property to, or guarantee the obligation of, any Director or Staff member in a transaction that personally benefits such person in more than an incidental manner.

F. Review

In addition to additional or stricter requirements set forth by organization policy, any contract, transaction, or gift with a value of at least \$10,000, or any monetary loan to or from the organization with a value of at least \$1,000, must receive individual, prior approval from the Board, in order to be enacted.

Article 11: Method of Notice

1. Any type of Notice to a Member or Director must be sent via email, first class mail, or certified mail, unless the person entitled to Notice opts in to a different method which is provided for the benefit or convenience of that person.

a. Notice sent via email is considered delivered when a proper delivery attempt the communication is made passed to any of the control of the mailing address or email addresses listed provided within the person's Membership records.

b. Notice sent via first class mail or certified mail is considered delivered either upon actual delivery, or six days after the communication that contains the notice is deposited in the United States mail if it is correctly addressed with the mailing address listed within the person's membership records and has proper postage affixed, whichever occurs first.

bc. When Notice relates to a matter concerning a particular person who is entitled to that Notice, every reasonable effort must be made to ensure actual receipt of Notice by that person.

2. A communication that contains a form of Notice recognized by this organization must make the Notice prominent and clear, and it must be quickly evident upon cursory review that the communication contains such Notice.

Article 12: Amendments, Distribution, and Dissolution

A: Amendments

1. These bylaws or the articles of incorporation may be amended by both of the following, provided that they take place within 120 days of each other, which may take place in either order:

a. at a board meeting, the affirmative a-vote on the amendment of in which two-thirds of the total number of Directors in office vote in favor of the amendment(s) at a Board Meeting; and

b. at a meeting of the membership, the affirmative vote on the amendment of a majority vote of the Members casting a vote voting at a Meeting of the Membership.

~~2. The approval of the Board and Membership for a specific amendment under Paragraph 1 must take place within 120 days of each other to be effective.~~

~~32.~~ The amendment procedure in Paragraph 1 does not apply where a different requirement is specified elsewhere in these bylaws.

~~43.~~ The Board may change the principal office of the organization as an ordinary decision of the Board, and this will result in amendment to Section 2.B of these bylaws to reflect the changed principal address.

~~54.~~ To the extent allowed by law, these bylaws hereby prohibit the option specified by ORS 65.241 (2), or elsewhere under applicable Oregon law, for the Board, without required approval of the Members, to amend these bylaws to decrease the quorum for any Member action.

B. Distribution of Assets

In cases other than dissolution, and in addition to any other provisions of these bylaws that may restrict or forgo such action, then the Membership must approve, by majority vote of the Members voting at a Meeting of the Membership, any sale, transfer, lease, or license of any portion of assets that would cause Altonimbus Entertainment to effectively lose control of, or its controlling interest in, the Kumoricon event, or any sale, transfer, lease, or license of any intellectual property interest in the name "Kumoricon" that ties its identity to the Kumoricon event, may not occur until such transaction has been approved by majority vote of the members voting at a meeting of the membership and until such transaction has been approved by the board.

C. Dissolution

The organization may not ~~shall~~ be dissolved except upon either of the following:

1. a unanimous vote of the Board at a Board Meeting at which Notice of the dissolution this action was delivered provided to the Board, and at least six Board Members are voting; or:

2. Both of the following, provided that they take place within 180 days of each other, in either order:

a. at a board meeting, the affirmative vote on the dissolution action of two-thirds of the total number of directors in office; and

b. at a meeting of the membership, the affirmative vote on the dissolution action of a majority of the members casting a vote.

D. Distribution of Assets Upon Dissolution

Upon dissolution, organization assets shall first go toward satisfying debts owed to the creditors of the organization, if any. Any remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The purpose of such distribution will be approved by both the Membership and by the Board in votes of each body. If such combined approval cannot be obtained after a reasonable, good faith effort, then the Board shall select the exempt purpose by a vote in which two-thirds of the total Directors in office cast votes in approval.

Article 13: Founders

1. The Founders of Altonimbus Entertainment are (in alphabetical order by last name): Duncan Barth, Sean Larson, Ryan Stasel, Tamara Stasel née Fuller, and Peter Verrey.

2. The Board may consult with and include any Founders on executive-level matters as it deems beneficial or desirable.