

# Bylaws of Fear Crafters

April 21, 2013

## 1 General

### 1.1 Name

1. The organization will be called Fear Crafters.
2. Members can indicate their affiliation and display a sign or poster indicating that affiliation for personal displays, performances or events but cannot claim or imply that they are acting officially, unless granted permission to do so by the Board of Directors. Appropriate signs would indicate the person is A member of Fear Crafters or some equivalent wording.
3. Permission for an official display, performance or event can be revoked if use of the name deviates from descriptions given when permission was granted.

### 1.2 Purpose

To support and encourage all creative endeavors, critical analysis of creative endeavors, or exchange of ideas related to or having themes consistent with celebration of, general history of and/or enjoyment of Halloween. This includes but is not limited to the creation or modification of static or moving props, creation or modification of costumes including makeup and gathering to further the mutual social goals of this club.

## 2 Membership

### 2.1 Member Qualifications

1. Must pay all dues by December 31<sup>st</sup> for the following year and fees associated with their membership class.
2. The Board of Directors has the right to impose additional late fees for any amount due to the club not paid on time.

3. An individual must be at least 19 years old to hold a membership.
4. Fear Crafters will not refuse membership to a household or individual based on race, gender, religion, disability or sexual orientation.

## **2.2 Membership Types**

1. A membership with only a single individual listed in the member records is an individual membership.
2. A membership with more than one individual from the same household listed in the member records is a household membership.
3. A household membership can include a spouse or significant other, all children up to the age of 19 and other individuals related or unrelated in a household. Members will be responsible for ensuring all individuals listed are living within the residence associated with the household membership and that all individuals under 19 years old are indicated as such.
4. Any adult member regardless of membership types will have the same rights, privileges and responsibilities as any other member in good standing in their membership class as defined in Section 2.?? Membership Classes. Children will have different rights regarding voting.

## **2.3 Member Application**

1. Members must complete a membership application and return it to any member of the Board of Directors.
2. Membership forms must indicate the name of all individuals and an indication of the primary member in a household membership seeking membership and either their age or a statement that they are at least 19 years old, a mailing address, email address, and phone number.
3. To add or remove individuals from a household membership, members must contact the President or Board of Directors and indicate what changes they are requesting to make.
4. Information provided to the club will be used only for conducting club business as outlined in Section 8.4 Privacy of Records.
5. Membership may be denied or revoked if it is discovered the applicant does not meet the requirements or the applicant or a household member that will be included in the membership has previously been expelled or had their membership terminated. If the Board of Directors denies or revokes membership, notice will be delivered to the applicant explaining why the membership was denied or revoked.

## **2.4 Member Conduct**

1. Fear Crafters is intended as a social and recreational club and expects its members to behave in an accepting manner when participating or representing the club. Members are expected to treat other members with respect and acceptance.
2. Members must not act in a way that is harmful, reckless or damaging to the club, its members and guests or the public. Members are expected to familiarize themselves with the safe operation of any tools or equipment used at a club activity or event and act appropriately.
3. Failure to comply with this section may result in expulsion from an official Fear Crafters event (such as a meeting, fundraiser or social activity) or an event in which members are attending as a group and their attendance reflects the club. Only a member of the Board of Directors may expel a member in this way. The decision will be made by the majority of the members of the Board of Directors attending or the President or presiding member.

## **2.5 Member in Good Standing (Active Member) Requirements**

1. Pay all dues on time and all fees in a timely manner. The Board of Directors may grant an extension if members provide good reason for the lateness of any payments.
2. A year of membership starts at the end of one Annual Membership Meeting and continues until the end of the following Annual Membership Meeting.
3. Attend at least 3 activities in a year including at least 1 membership meeting.

## **2.6 Member in Bad Standing (Inactive Member)**

1. A membership that is not maintained in good standing and is not on a leave of absence becomes an inactive membership.
2. A membership that has been an inactive membership for 2 years or longer may be removed from the Fear Crafters list of members.

## **2.7 Member Leave of Absence**

1. A member in good standing may request a leave of absence of no more than 2 years with no less than six months between requests by delivering written notice to the President, Secretary or Board of Directors.
2. Members will be required to pay dues for each year they participate in club activities, but will not be required to pay dues for a year occurring during a leave of absence.

3. During a leave of absence, the members will not be required to attend events to maintain membership. Upon returning, participation requirements will be expected again.
4. Members have 30 days after returning from a leave of absence to pay dues and fees for the current year, if any are owed.
5. Members on a leave of absence may not vote on election of directors or other matters during a membership meeting.

## **2.8 Membership Classes**

### **2.8.1 Joining a Membership Class**

1. All new members joining are Initial Members during their first full year of activities. The first full year of membership in Fear Crafters is counted as the time between the first and second Annual Membership Meeting the member(s) were given notice of, and includes all time before the first Annual Membership Meeting. Transition to Regular Membership occurs at the end of the Second Annual Meeting regardless of member attendance of the meeting. Dues for that year must be paid at that time to maintain good standing.
2. If someone seeking application was a member that resigned, had their membership lapse, was expelled or terminated or otherwise left the club they will return as a Regular Member regardless of time spent as an Initial Member previously or as a Founding Member or Special Member if they qualify.
3. If a member is joining a household membership or applying for a new household membership including a current member they will join as the class the member previously belonged to. If the included member has resigned, had their membership lapse, was expelled or terminated or otherwise left the club the members will join as Regular Members regardless of time spent as Initial Members or as Founding Members or Special Members if they qualify

### **2.8.2 Initial Membership**

1. Initial Members in good standing 19 or older are allowed to vote on but are not limited to:
  - Matters brought to the club by the Board of Directors
  - Changes to the rights, privileges and powers of the Initial Membership class.
2. Initial Members in good standing are allowed to vote on but are not limited to the following during their second Annual Membership Meeting:
  - Election of directors to the Board of Directors

- Amendments to the bylaws
- Purchases by the club exceeding \$500.00. Any money raised and used for charitable purposes or raised for a specific purpose are excluded.
- Annual budget
- Changes to the budget
- Changes to dues for their membership class

### **2.8.3 Regular Member**

1. All Initial Membership convert to Regular Membership after the first full year of activities in the club.
2. Regular Members in good standing 19 or older are allowed to vote on but are not limited to the following items:
  - Election of Directors to the Board of Directors
  - Amendments to the bylaws
  - Matters brought to the club by the Board of Directors
  - Purchases by the club exceeding \$500.00. Any money raised and used for charitable purposes or raised for a specific purpose are excluded.
  - Annual budget
  - Changes to the budget
  - Changes to dues for the Regular Membership Class
  - Changes to the rights, privileges and powers of the Regular Membership class.

### **2.8.4 Founding Members**

1. Fear Crafters will keep a list of the Founding Members who were involved with Fear Crafters before it was officially incorporated. Only those members are part of the Founding Member class.
2. Founding Members in good standing 19 or older are allowed to vote on but are not limited to:
  - Election of Directors to the Board of Directors
  - Amendments to the bylaws
  - Matters brought to the club by the Board of Directors
  - Purchases by the club exceeding \$500.00. Any money raised and used for charitable purposes or raised for a specific purpose are excluded.
  - Annual budget

- Changes to the budget
- Changes to dues for the Founding Membership Class.
- Changes to the rights, privileges and powers of the Founding Membership class

### **2.8.5 Honored Spirit Members**

1. All members in good standing who have been given an invitation by the Board of Directors for outstanding service to the club may choose to become Honored Spirit Members a term of no less than their next year of membership at the discretion of the Board of Directors.
2. Honored Spirit Members in good standing 19 years or older are allowed to vote on but are not limited to the following items:
  - Election of Directors to the Board of Directors
  - Amendments to the bylaws
  - Matters brought to the club by the Board of Directors
  - Purchases by the club exceeding \$500.00. Any money raised and used for charitable purposes or raised for a specific purpose are excluded.
  - Annual budget
  - Changes to the budget
  - Changes to dues for the Honored Spirit Membership Class
  - Changes to the rights, privileges and powers of the Honored Spirit Membership class.

## **2.9 Termination of Membership**

1. Any member can resign at any time for any or no reason by delivering written notice to the Secretary, President or the Board of Directors, effective the date listed on the notice, or at a later date, if specified. Written notice may be hand delivered, sent by mail or delivered electronically.
2. Any fees or dues paid will not be refunded. Resignation does not waive any fees or obligations to the club owed by the member except membership dues of the year the member resigned if there was no participation in other club events or activities.

## **2.10 Transfer of Membership**

1. In the event of a change in guardianship of children in a family, the new guardians will be offered a chance to transfer the household membership. In the event of separation of spouses in a household membership, a household membership may be converted to an individual membership a household membership.

2. The Board of Directors can review any other cases if notice is delivered.
3. Except as stated above, membership may not be transferred from any individual or household of members to another individual or household.

## **2.11 Suspension, Expulsion or Termination of Membership by the Board of Directors**

1. Members will be considered for suspension if they act in a way that is recklessly harmful to themselves or others, if the member's actions or failure to act are considered harmful to the reputation of the club, or if they act in any other way in serious violation of Section 2.4 Member Conduct.
2. Only the Board of Directors may initiate suspension or expulsion of a member or suspension or termination of a membership.
3. After the Board of Directors has decided to suspend, expel or terminate a membership, written notice must be sent at least 30 days before the suspension, expulsion or termination will occur. Notice may be sent through the mail or electronically and only to the member or members affected. The member will be allowed to schedule a meeting with the Board of Directors or relevant member to prevent the suspension or termination at any time up to 15 days before the suspension or termination will occur. The Board of Directors or President may choose to delay the suspension or termination until such a meeting can be scheduled, but only if the member has contacted them and efforts have been made to schedule a meeting before the original date of suspension, expulsion or termination. The Board of Directors may then choose to stop the suspension or termination.
4. Written notice must be sent to the last known address of the member and can be sent by certified mail.
5. All members on the membership in question are suspended from participation in official club activities and events until the membership is terminated or the termination is overturned. If they have paid for participation in any activity or event the costs will not be refunded. Purchase of food for a meeting, tools for participation in an activity or other costs not set for participation will not be refunded.
6. The Board of Directors may suspend, expel or terminate membership of a member with a majority vote of the Board of Directors. At that time, the individual will lose all right and privileges of membership. This will not waive any fees or obligations to the club owed by the individual.
7. Any appeals to the decision for suspension, expulsion or termination may be carried out up to 1 year after the date of the decision.

8. The member may have their membership reinstated after termination or expulsion by a majority vote of the Board of Directors.

## **3 Member Meetings**

### **3.1 Notice of Meetings**

1. Notice will be required for all members in good standing and all initial members. Notice may also be sent to children of household memberships and members who have inactive status. Members who have been expelled or had membership suspended or terminated will not be required to receive notice.
2. Notice must go out at least 10 days before a meeting or through a posted calendar of events.
3. Notice will be given by email or other direct electronic means preferentially. It may also be given by phone, or by a written notice mailed to the last known mailing address of the member and may be posted as an announcement on the Fear Crafters' website or other website owned or operated by Fear Crafters.

### **3.2 Member Quorum and Voting**

1. There must be members representing at least 10% of the members in good standing not including directors present to hold a meeting and vote on club business unless there are less than 30 total members in good standing excluding all directors at which time there must be at least 6 of the members in good standing including directors present to hold a meeting. Any gathering held with a lower percentage of voting members cannot vote on matters presented in the meeting notice and must be rescheduled to a later date.
2. Approval will be by a majority vote of all present members in good standing and directors at a meeting unless state law or these bylaws impose a higher percentage of affirmative votes.

### **3.3 Annual Membership Meetings**

1. The Annual Membership Meeting will take place in January.
2. Notice of the Annual Membership Meeting will include a detailed description of any proposed changes to the bylaws, listings of what (if any) positions on the Board of Directors will be voted on and a reminder of voting on a new budget and any other changes to dues.
3. The Annual Membership Meeting will always include:

- Reading of the minutes of the previous Membership Meeting
  - A report by the President regarding the last year's activities
  - A report by any committee chairs regarding their last year's activities
  - A report by the Treasurer regarding the current financial state
  - Proposal of next year's budget and of any changes to membership dues
  - Any voting on any amendments to bylaws or other reasonable issues raised
4. The Annual Membership Meeting will take place at the Fear Crafters office or another location specified by the Board of Directors in the notice for the Annual Meeting.

### **3.4 Regular Member Meetings**

1. In addition to the Annual Membership Meeting, there may be additional regular membership meetings.
2. Notice will include a description of any matters requiring the membership to vote on during the meeting.
3. Each regular membership meeting will be held at the Fear Crafters office or another location set by the Board of Directors if the change in location is indicated in the notice of the meeting.

### **3.5 Special Membership Meetings**

1. A special membership meeting can be called by the Board of Directors or by signed and dated notice delivered to any officer by members representing at least 5% of the members in good standing of the club. The close of business on the thirtieth day before written notice is delivered to an officer is the record date for determining if the required 5% of voting power was met.
2. If the President or Board of Directors does not respond to the notice of a special member meeting in 30 days, the members can set the location, date and time of the meeting.
3. When establishing a special membership meeting, notice must be given as to the specific agenda for the meeting. Only items related to the purpose or purposes of the meeting as set in the notice can be addressed at the meeting.
4. If a special membership meeting is called, and the location, date and time are set, but a voting quorum of members is not present, the issues may not be addressed unless the process is repeated to hold another special membership meeting.

### **3.6 Action by Written Ballot**

1. Any matter that the members in good standing can vote on can be approved without a meeting by a written ballot, provided that the number of returned responses equals or exceeds the number of members in good standing needed to hold a meeting and enough responses approve the matter such that it would pass if a meeting were held. For most matters there must be a majority of the responses that approve unless otherwise specified in these bylaws or by local, state or federal law.
2. A written ballot must give notice detailing what matters are being voted on with the option to vote for or against each independently. An exact copy of any proposed amendment to the bylaws must be included, along with a clear indication of what number of total responses is needed, what number of affirmative votes is needed to pass each item unless it is the election of a director, and the date the ballot is due.
3. The Secretary will record the action in the minutes as a vote and give notice to all members of what items (if any) passed.

### **3.7 Non-Meeting Events**

1. As a social organization, Fear Crafters will have several official events and activities that are not membership meetings but are open to members. These events may require a fee for participation.
2. No official business may be voted on at a non-meeting event even if there are enough members in good standing present. Updates from the President or any other officer or any committee chair can be given, but no actionable final reports may be given.
3. The number and nature of these activities will be set by the Board of Directors at the Annual Board Meeting and may be added to or changed at regular or special board meetings.
4. A non-meeting event can be scheduled for directly before or after the Annual Membership Meeting, regular membership meeting or a special membership meeting. If the event is before a meeting, matters that will be discussed can be mentioned, but may not be voted on until the meeting. Such events count as a single activity for determining good standing requirements.
5. Members may volunteer or be asked by the Board of Directors to host or present during a non-meeting event. Any member may refuse or retract their offer up to 1 week before the activity.
6. Fees for participation will be established based on the cost of materials (including copies of instructions or a reasonable portion of shared tool or material costs), rounded up to the nearest whole dollar, and any additional participation fee as set by the Board of Directors.

### **3.8 Rule of Order**

The rules of order as outlined in Robert's Rules of Order, Newly Revised will be consulted to govern member meetings when not inconsistent with these bylaws. This will not apply to non-meeting events.

## **4 Directors**

### **4.1 Definition**

1. Director in this document refers to a member currently serving on the Board of Directors.
2. A director may be designated, appointed or elected. Unless otherwise specified, director refers to any member of the Board of Directors.

### **4.2 Duties and Responsibilities**

1. The Board of Directors will be responsible for making all decisions to ensure the long-term success of Fear Crafters and its activities.
2. The Board of Directors is responsible for suspension, expulsion or termination of members and expulsion of members from events.
3. The Board of Directors is responsible for setting and imposing any reasonable fines associated with violations of these bylaws or any other actions considered damaging to Fear Crafters. The Board of Directors must also hear any appeals or arguments against a fine imposed and decide if the fine should be reduced or waived.
4. Vacancies in any office or the membership of the Board of Directors can be filled by appointment until the next regular election of directors.

### **4.3 Qualifications and Nominations**

1. An individual must have had member in good standing status for at least 2 years to be nominated for the Board of Directors. The Board of Directors may waive this requirement with a majority vote but the individual must be a member.
2. A member can nominate themselves or another member for election to the Board of Directors if they qualify.
3. Nominations may be made orally at a member or board meeting or by written consent delivered to the President, Secretary or Board of Directors up to 15 days before the meeting in which elections will take place.

4. Some directors are also officers. If a director being elected is also an officer the nomination is for both the seat on the Board of Directors and the office.
5. Any member can decline or withdraw from a nomination at any time before the meeting election will be held in.
6. Any member that loses good standing or has membership suspended, expelled or terminated before the election will have their nomination removed.

#### **4.4 Designated Directors**

1. Brad and Tracy Moul shall serve as designated directors until they cannot or do not wish to serve any longer.
2. At the point at which either one, or both of them, no longer serve in the capacity of directors, their seat(s) shall permanently be converted to elected directors.
3. The newly formed elected director seats will have their term adjusted to match the term of the most recently elected directors. The Board of Directors may choose to change this to the least recently elected directors to even the number of directors being elected.
4. Any vacancies of a designated director will be filled by an appointed director until the designated director can return or decided to no longer serve. If they choose to no longer serve the appointed director will serve until the next regular election of directors, at which time an elected director will fill it.

#### **4.5 Appointed Directors**

1. The President or presiding member of the Board of Directors may appoint two director to serve until the next regular election.
2. The Board of Directors may appoint additional directors with a majority vote, who will serve until the next regular election.
3. If there is an absence in the Board of Directors that reduces the total number of elected directors below the amount specified in Section 4.4.6.1 Terms of Elected Directors, the Board of Directors must appoint a member to fill the vacancy.

#### **4.6 Terms of Elected Directors**

1. Fear Crafters will have 4 elected directors in addition to any designated directors in these bylaws and those appointed by the President or the Board of Directors.

2. The initial Board of Directors will be set by the Articles of Incorporation. Those not also designated in these bylaws will be divided into 2 directors serving a term of 2 years while the remaining 2, and all future elected directors, will serve a 4 year term.
3. There will be no limit on consecutive terms served for elected directors. Terms for the elected directors will be staggered so every 2 years the club will vote on 2 of the directors.
4. All appointed directors filling a vacancy serve until the next regular election of directors, at which time any vacancies will be filled by elected directors.

#### **4.7 Interpretation of Bylaws**

1. The Board of Directors shall be responsible for interpretation of the bylaws and can resolve any issues arising from ambiguity of the bylaws or inconsistency between two or more provisions of the bylaws.
2. Any change to the interpretation of the bylaws from a previous interpretation shall not invalidate any prior actions taken.
3. Decisions made by the Board of Directors are binding upon the members.

#### **4.8 Conflict of Interest**

1. A director has a conflict of interest if they are a partner of or have an interest in any business the club intends to transact business with.
2. A conflict of interest transaction can occur if the director makes the conflict of interest known to all directors and the prices are reasonable.
3. A conflict of interest can be approved by the Board of Directors only if a majority of directors present for a vote that do not have a conflict of interest approve. Approval cannot be made by a single director. Any votes cast by directors that have a direct or indirect conflict of interest will not affect the validity of the transaction.

#### **4.9 Leave of Absence**

1. A director may request a leave of absence by delivering written notice to the President, Secretary or Board of Directors indicating the effective dates (provided the amount of time requested is reasonable) and may include a recommendation for a replacement.
2. All directors may request up to 12 months of absence in a 4 year period. Requests must be for at least 1 month and cannot extend beyond the term of an elected director.

3. During that time, the Board of Directors will appoint a director who will serve the duration of the absence. After the director on a leave or absence returns the appointed replacement will continue to serve for 60 days.
4. If the director chooses to resign during or at the end of the leave of absence or does not return after the leave of absence, the appointed replacement will continue to serve until the next meeting with a regular election, at which time an election will be held to replace the director. The term will be shortened to match the original term of the director if necessary.
5. Up to 4 regular or annual board meetings missed during one or more leave of absence(s) will not directly count against the Director in determining their ability to execute their duty.

#### **4.10 Resignation**

1. A director can resign at any time for any or no reason by delivering written notice to the President, Secretary or Board of Directors.
2. The resignation will be considered effective on the date it was received or a later date if specified in the resignation.
3. The Board of Directors can work to fill the vacancy, but the vacancy cannot be filled until the date of resignation.

#### **4.11 Removal**

1. Any director may be removed by the Board of Directors if they miss more than 25% of planned board meetings in a year. This excludes special board meetings.
2. An elected director can only be removed by the membership at a special membership meeting in which removal of the director is the intended purpose.
3. One or more elected directors can be removed by the members at any time for any or no reason provided that a majority vote of the members which would be sufficient to elect the elected director is approved to remove the elected director.
4. An appointed director can only be removed by those that appointed them (either the President or a majority vote of the other members of the Board of Directors.)
5. A designated director can be removed by the members at any time for any or no reason by amending these bylaws to remove the designated director's name.
6. Approval of the removal of a director does not terminate their membership.

## 4.12 Suspension of Directors

1. Any director will be suspended if:
  - They lose member in good standing status
  - They fail to perform or complete reasonable assigned responsibilities or duties.
2. At least 10 days in advance the President, Vice President, Presiding Director or Board of Directors will call a special board meeting to discuss if the director in question has properly executed their duties. The notice must include a list of all accusations including a description of what was expected and why it was not achieved.
3. At any time before the meeting the accused director can deliver to the other directors an explanation or justification for their actions. At the meeting, the director will be given a chance to further clarify, explain or justify their actions.
4. The remaining directors will then discuss the accusations and, in the absence of the accused director, vote on if the director should be removed. A majority vote will suspend the director.
5. Suspension of a member from the Board of Directors does not terminate their membership and may not suspend them from participation in club activities.

## 5 Board Meetings

### 5.1 Annual Board Meeting

1. The Annual Board Meeting for Fear Crafters will take place in December.
2. Written notice will be given to all directors at least 2 weeks prior to the meeting. It will include a description of items to be voted on and issues that will be raised.
3. The Annual Board Meeting will include:
  - A review of activities in the last year
  - A review of the financial state of the club
  - Setting the calendar of events for the upcoming year
  - Setting annual goals and/or tasks for the upcoming year

### 5.2 Regular Board Meeting

1. In addition to the Annual Board Meeting, regular board meetings maybe held.
2. Notice will be sent to all directors at least 1 week before the meetings.

### **5.3 Special Board Meetings**

1. A special board meeting may be called by the President or by at least 20% of directors currently on the Board of Directors by giving notice to the Board of Directors to establish a location, date and time for the meeting.
2. If the President or Board of Directors does not set a location, date and time of meeting within 30 days, the directors calling the special board meeting can set the location, date and time of the meeting.
3. When establishing a special board meeting, notice must be given as to the specific agenda for the meeting. Only items related to the purpose or purposes of the meeting can be address at the meeting.

### **5.4 Action by Written Ballot**

1. Any matter that must be approved by the Board of Directors can be approved without a board meeting with a written ballot provided at least as many directors respond as would be needed to vote during a meeting, and a majority approves unless these bylaws require a greater number of affirmative votes.
2. A written ballot must give notice detailing what matters are being voted on with the option to vote on each independently. An exact copy of any proposed amendment to the bylaws must be included, along with a clear indication of what number of total responses is needed, what number of affirmative votes is needed to pass each item, and the date the ballot is due.
3. Response to written notice must include a signature of the voting director.
4. The Secretary will record the action in the minutes as a vote and given notice to all directors of what items passed.

### **5.5 Rule of Order**

The rules of order as outlined in Robert's Rules of Order, Newly Revised will be consulted to govern board meetings when not inconsistent with these bylaws.

## **6 Officers**

### **6.1 Election and Appointment**

1. Each elected director serving an office will be elected by the members to serve that office.

2. A designated director serving an office can choose to appoint another director who is not currently serving an office to serve the office with that director's consent.
3. There is no limit on consecutive terms for officers
4. If an officer's term has expired and the members cannot elect a director to serve that office, the Board of Directors may appoint a director to serve that office until the members can elect an officer. This should be done in the case that no member wishes to be nominated to serve that office during the election.
5. In the event that an absence in the Board of Directors causes a vacancy in an office, the Board of Directors may appoint a director to serve an office until the next election. If there is an absence in an office, a director who is currently serving an office can be appointed to serve an additional office provided they will not hold the offices of President and Vice President.

## **6.2 Responsibilities of the President**

1. Preside over all membership and board meetings.
2. Must sign all contracts for the club along with either the Vice President, Treasurer or Secretary.
3. Assign any reasonable tasks or responsibility to other officers, directors or committees.

## **6.3 Responsibilities of the Vice President**

1. Appoint all chairs for committees, chair all unchaired committees and oversee committee actions.
2. Perform the President's duties in their absence including presiding over member or board meetings or other Fear Crafters activities.
3. Become President if the President cannot fulfill their duties for the remaining portion of their term.

## **6.4 Responsibilities of the Treasurer**

1. Maintain financial records for the club and ensure all financial reporting is completed in a timely manner.
2. Accept recommendations for and create the annual budget.
3. Lead or assist in preparing financial goals or budgets for projects or long term plans.

4. Prepare quarterly update of the financial state of the club for presentation at the regular board meetings and prepare an annual report of finances for the Annual Member Meeting.
5. Perform or manage any other reasonable financial responsibilities as required by the Board of Directors.

## **6.5 Responsibilities of the Secretary**

1. Record the minutes for all member and board meetings and make them available in format that can readily be converted to a printed format at the Fear Crafters office.
2. Maintain the body of documentation for the club and review suggestions or submissions for inclusion.
3. Ensure notice of meetings and prepare agendas for membership and board meetings.
4. Correspond to any inquires of the club or assist the registered agent in correspondence.
5. Handle any other responsibilities reasonably expected of the Secretary and any other assignments from the President or other directors.

## **6.6 Responsibilities of the Publicity and Fundraising**

1. Interact with the media on the club's behalf and prepare and supervise any members who have been granted the right of interacting with the media.
2. Handle or oversee communications between the club and other organizations.
3. Organize or delegate responsibilities to organize all fundraising activities of the club.
4. Serve on all committees to organize fundraisers for the club.

## **6.7 Succession of Officers**

1. In the event that both the President and Vice President are unable to preside over a meeting or activity the Treasurer will serve as the President.
2. In the event the Treasurer cannot preside over the meeting or activity the Secretary will serve as the President.
3. In the event that the Secretary is serving as the President or is unable to attend, minutes will be recorded by a member specified by the Secretary, preferentially an officer or director present. If the appointed person is not present or the Secretary has not made an appointment for the meeting, the President may appoint a member, preferring another officer or director. If no other officer or director is present a member in good standing may be appointed.

## **6.8 Responsibility to the Office**

Each officer is responsible for ensuring the duties of their office are carried out. If they cannot carry out the responsibilities, they must delegate the responsibility to another officer or director with consent and ensure it is carried out.

## **6.9 Leave of Absence**

1. An officer may not request a leave of absence greater than 4 months. If a leave of absence of 5 months or greater is sought this will count as a resignation from their office.
2. If an officer requests a leave of absence of 4 months or less, they are responsible for making arrangements for a director to fulfill the responsibilities of the office in their absence. Failure to do so will count as resignation from the office.

## **6.10 Resignation**

1. Any officer can resign at any time for any or no reason by delivering notice to the President, Secretary or Board of Directors.
2. The resignation is considered effective at the time of delivery or at a later date if specified in the notice.
3. The Board of Directors will then need to appoint someone to the office at a board meeting before the next member meeting. Any appointments will take over at the time of appointment or on the specified date of resignation, whichever is later.

## **6.11 Removal for Failure to Execute**

1. Any officer will be considered for removal if:
  - (a) They have 3 or more unexcused absences in a year or miss 30% or more of the planned member and board meetings rounded down as unexcused absences in a year whichever is greater.
  - (b) They have 6 or more excused absences in a year or miss 50% or more of the planned member and board meetings rounded down as excused absences in a year whichever is greater.
  - (c) They lose member in good standing status.
  - (d) They fail to perform or complete expected duties or other reasonable assigned responsibilities or duties.

2. An excused absence is when an officer cannot attend a member or board meeting but informs the President, Vice President or Board of Directors and makes arrangements for another director to fill their duties in their absence at the discretion of the Board of Directors
3. An unexcused absence is when an officer cannot attend a member of board meeting and does not contact the President, Vice President or Board of Directors and/or does not make arrangements for another director to fill their duties if any.
4. At least 10 days in advance of the removal the Board of Directors can call a special board meeting or add removal of the accused officer to notice for a planned board meeting to discuss if the accused officer in question has properly executed their duties. The notice must include a list of all accusations including a description of what was expected and why it was not achieved.
5. At any time before the meeting the accused officer can deliver to the other directors and officers an explanation or justification for their actions. At the meeting, the accused officer will be given a chance to further clarify, explain or justify their actions.
6. The remaining directors and officers will then discuss the accusations and, in the absence of the accused officer, vote on if the officer should be removed. A majority vote will remove the accused officer.
7. Removal from office may include removal from the Board of Directors but does not terminate membership in the club. The Board of Directors may choose to keep the member on the Board of Directors after removal from office given all facts and circumstances.

## **7 Committees**

### **7.1 Operation**

1. Committees can be appointed by the President, Vice President or Board of Directors.
2. All committees must have a purpose defined at the time of appointment and must have at least 2 directors. Any member in good standing may join a committee with an appointment by the President or the chair of the committee.
3. Any committee meeting with less than 2 members or without a committee member also serving on the Board of Directors cannot operate. Any committee with total appointments less than is required cannot operate until additional appointments are made so it meets the requirements again.
4. Actions of the committees must be approved by the Vice President. If a vote is taken to determine the course of action, the Vice President must either approve or agree to honor the outcome.

5. A member of a committee can choose to resign by delivering a written notice to the committee chair or another member of the Board of Directors. They will be considered to have resigned upon delivery of the notice or at a later date if specified in the notice.

## **7.2 General Responsibilities and Rights**

Aside from the stated purpose, all committees will be expected to:

1. Prepare a report to be given during the Annual Membership Meeting.
2. Ensure that at least 2 directors are serving on the committee.

## **8 Code of Ethics**

### **8.1 Openness of Meetings**

1. Board or committee meetings will be open to club members. This does not allow attending members a right to vote or demand that an issue be resolved.
2. A closed meeting may be held if it meets the criteria outlined below.

### **8.2 Closed Meetings**

The Board of Directors may elect to hold a closed meeting at a board meeting for one or more of the following reasons:

- Privileged or confidential information will be discussed at the request of those disclosing the information or as required by local, state or federal laws.
- The meeting is to plan for or prepare an officer, director or other agent for negotiations on the club's behalf provided it will discuss the price or material goods transferred in the exchange.
- The meeting will investigate possible misconduct by one or more club members.
- The nature the meeting is to discuss or finalize selection of members who will receive honors, special recognition or an award from the club.

### **8.3 Compensation**

No officer or director will be compensated for their work (reimbursement for club expenses does not count as compensation).

## **8.4 Privacy of Records**

1. All personal information gathered by the club (name, mailing address, email address, phone number...) will be used exclusively to contact members of meetings, events, activities and other news related to the club. It will not be sold in part or whole to any other company or group.
2. Members have a right to view records of membership and copy information on members as limited by their need to contact other members for club business. This includes but is not limited to minutes of membership, board and committee meetings, financial records of the club, and lists of members given notice for meetings. Details about members may be excluded (such as address or contact information) if contact is deemed unnecessary to comply with the request for information.
3. The club may refuse to release records to members if no reasonable reason for reviewing the records is given or if the member is currently engaged in legal action against the club.
4. The club maintains the right to charge a small fee for the materials and effort involved in producing copies of records for members.

## **8.5 Loans**

Fear Crafters will not make any loans to members or other companies or groups.

## **8.6 Non-Discrimination**

Fear Crafters will not deny membership to any individual for reasons of race, gender, religion, disability or sexual orientation.

# **9 Financial**

## **9.1 Setting Dues and Fees**

1. The Treasurer will be responsible for proposing changes to the dues and fees associated with club membership and participation.
2. Changes to dues and fees must be approved by the members at the Annual Members Meeting or a special meeting.
3. Fees for participation will be the amount owed in addition to the cost of materials.

## **9.2 Setting Fines and Penalties**

1. The Board of Directors will set the fines and penalties associated with violations to the bylaws.
2. In the event of an unusual circumstance or a circumstance that had previously not occurred, the Board of Directors has the right to set a fine or penalty that it deems reasonable based on costs incurred, the amount of damage to the Fear Crafters image or reputation and severity of the incident.
3. The Board of Directors must give written notice to a member of a fine or penalty they owe including the reason or reasons for the penalty or fine, the amount owed and the date the penalty or fee is due which must be no less than 10 business days after notice was sent if delivered electronically or in writing in person or by first class mail.
4. Any member who owes a fine or penalty to the club may explain their actions or argue the amount owed at any time up to 5 days before the sum is due.
5. The Board of Directors may choose to wave the fee or reduce the amount owed. If they do, they must send written notice to the member indicating the reason for the change, the amount owed and the date due if any amount is still owed.
6. Any amount not paid on time may have additional late penalties added, according to state law.
7. If a fine or penalty is changed or removed, it will not affect the amount owed in the past or still owed by any other member, unless at the discretion of the Board of Directors.

## **10 Governing**

### **10.1 Binding of Rules**

These Bylaws, the Articles of Incorporation and other official rules and regulations of the club provided they are consistent with all local, state and federal laws, will bind all members. By accepting membership in Fear Crafters, each individual and household member involved agrees to comply with these rules.

### **10.2 Amendments to Bylaws**

1. An amendment to these bylaws can be voted on during the Annual Member Meeting, regular membership meetings or a special membership meeting. Notice of the proposed amendment must be included with the notice for the meeting, including a

copy of the proposed amendment and can include further explanations about why the changes is being proposed.

2. An amendment can be added with a majority of the members in good standing of the club or a 2/3<sup>ds</sup> majority of members attending the meeting provided there is sufficient voting power at the meeting.
3. An amendment can be approved by written ballot as described in Section 3.6 Action by Written Ballot.
4. If passed, a notice to all members will be prepared by the Secretary detailing the change and when it will take effect if delayed.

### **10.3 Liabilities**

Officers and directors will not be liable for actions taken in good faith. An action is in good faith if the person acted within a reasonable amount of time, made actions they believed to be in the best interest of the club and were based on advice from a competent adviser that is an expert in the given field or committee chair for a committee they are not on.

### **10.4 Indemnification**

The club may pay some of or all legal fees for any current or previous officer or director being accused of not acting in good faith as allowed by local, state or federal law.

### **10.5 Severability**

If any part of these bylaws is proven to be illegal or ineffectual that will not invalidate the remaining rules.

### **10.6 Non-Waver**

1. Any actions or inactions taken by the club that fails to uphold the bylaws or any other governing document does not waive the right of the club to enforce that rule in the future against the same or another individual.
2. Failure to enforce a rule by the club does not invalidate that rule.

## **11 Dissolution**

### **11.1 Initiation**

1. The club may elect to dissolve with an affirmative vote of 4/5<sup>ths</sup> of members in good standing present with sufficient voting power or 3/4<sup>ths</sup> of all members in good standing, whichever is less.

2. The club will dissolve if there are less than 3 total members in good standing.
3. If notice is given and not rectified from the state or a court order is given, the club may be dissolved.

## **11.2 Propagation**

1. Dissolution will begin by drafting Articles of Dissolution and delivering them to the state and all other federal agencies that require notice with appropriate fees paid. Details of what must be included will be gathered from the respective groups.
2. A notice of dissolution will be sent to a newspaper of general circulation in the area of the club.
3. At the time notice is delivered to the state, Fear Crafters will be considered to no longer exist but will continue to operate to settle all debts owed. Claims for property will be accepted and reviewed before acting upon appropriately.

## **11.3 Termination**

1. Upon dissolution, all assets remaining after debts have been paid will be distributed among members.
2. At any time up to 120 days after the Articles of Dissolution have been filed, Articles of Revocation of Dissolution may be filed to revoke dissolution.

# **12 Emergency Powers and Procedures**

## **12.1 Powers and Use**

1. This section only applies when there is a catastrophic event that prevents the general membership or Board of Directors from meeting and conducting normal business.
2. Any section inconsistent with any other part of these bylaws, but not with local, state or federal laws, takes precedent.
3. This section and any appointments made to satisfy it end when the designated and elected Board of Directors can meet regularly again or when the membership can meet.

## **12.2 Meeting Voting Requirements for the Board of Directors**

1. The following actions will be taken in the order they appear until there are sufficient directors to vote on issues.

2. If a director has appointed or designated someone as a replacement for themselves in the event of an emergency, they will be contacted and asked to serve temporarily.
3. A special membership meeting will be held to elect new directors to serve until the originally elected directors may return.
4. If the remaining directors can agree during a special gathering on members to replace the directors that cannot attend those members will serve as appointed directors provided the member consents so serving.
5. The number of required directors to have a meeting will be reduced to three.

### **12.3 Required Offices**

1. In the event that the Emergency Bylaws are being used, the only offices that will be required to be filled will be the President, Treasurer and Secretary.
2. Any director serving another office may continue to do so unless there are not enough other directors to fill the required offices. At which time they will need to resign from the office until another director can serve the required office. Any offices resigned in this way are automatically reinstated when possible.

### **12.4 Term of Emergency Appointed Directors**

1. All directors appointed to replace an elected or appointed director will serve until the elected or appointed director can return and fulfill their responsibilities or until the next Annual Membership Meeting where new directors can be elected is held. If the original director has returned the appointed director will continue to serve for 60 days.
2. If a director is elected to replace an elected director in a year elections would not normally be held, they will follow the term of the replaced director.
3. Any director that is elected to serve at a membership meeting will become a director but will be replaced when the director they originally replaced can fulfill their duties again unless the initial director's term expired. If the original director has returned the elected director will continue to serve for 60 days.
4. Any appointed director that has an amendment passed to become a designated director will serve in such capacity and will not be replaced when the director they replaced can fulfill their duties again.
5. If there are not sufficient members present to elect directors, the appointed director will continue to serve until an election can be held.

Approved by \_\_\_\_\_  
President

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