

SFI

BYLAWS

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The International Star Trek Fan Association, Inc.

## **Bylaws Update History**

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STARFLEET is incorporated as a not-for-profit corporation under the laws of the United States in its state of incorporation. It has been granted 501(c)(7) status by the U.S. Internal Revenue Service and is dedicated to the fans of *Star Trek* as well as pursuing the future envisioned by Gene Roddenberry as depicted in the *Star Trek* television series and movies.

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# ARTICLE 1: General Provisions

## Section 1.1 : Names

The name of this corporation shall be STARFLEET, The International Star Trek Fan Association, Inc., and it shall herein be referred to as “the corporation.”

## Section 1.2 : Offices

Both the principal office and the registered office of the corporation shall be on file with the Secretary of State (or equivalent authority) of the organization’s State of Incorporation. The corporation may also have offices at such other places as the corporation may require.

## Section 1.3 : Fiscal Year

The fiscal year of the corporation shall begin on July 1 and end on the following June 30 of each year.

# ARTICLE 2: Statement Of Purpose

The corporation is established as a social organization in which people of diverse backgrounds with an interest in *Star Trek* can interact socially and recreationally. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a non-profit corporation formed under the applicable nonprofit corporation laws of the organization’s State of Incorporation and which are not inconsistent with the corporation’s qualification as an organization described in Section 501(c)(7) of the Internal Revenue Code or corresponding section of any future tax code.

# ARTICLE 3: Members

## Section 3.1 : Qualification of Members

The members of the corporation (“Members”) shall consist of any persons who share an interest in Star Trek, pay dues pursuant to Section 3.5, below, and agree to abide by the rules of membership as set forth in these bylaws and the STARFLEET Membership Handbook (the “Membership Handbook”).

## Section 3.2 : Classes of Members

There shall be two classes of Members: Voting Members and Non-Voting Members.

**Voting Members.** Voting Members are those Members who are eligible to vote in all corporate elections as set forth in Section 3.3 below and hold office at the Chapter, Regional, or International levels.

**Non-Voting Members.** Non-Voting Members may not hold positions of responsibility at the International, regional or chapter levels of the corporation. Non-Voting Members shall have no voting rights.

### **Section 3.3 : Voting Rights of Voting Members**

The Voting Members in good standing shall have the right to vote with respect to all matters to be decided by the Members. Each Voting Member shall have one vote. Voting Members shall have the following powers and rights of the corporation: to approve all amendments to the Articles of Incorporation and/or bylaws of the corporation by a two-thirds (2/3) majority vote of the Voting Members casting votes together with the Board of Directors as provided in Article 16. Voting Member shall also have the power to approve, by a two-thirds (2/3) majority vote of the Voting Members casting votes together with the Board of Directors, all sales or other disposition of all or substantially all of the property of the corporation and such other powers and rights as are vested in Members by law, by the Articles of Incorporation, by these bylaws, and by the Membership Handbook.

### **Section 3.4 : Member Responsibilities**

All Members of SFI are expected to comply with their respective local, regional, state, and national laws. Additionally, members shall conduct themselves in a legal and ethical manner with respect to the corporation and other Members, behave courteously and respectfully toward their fellow Members, pay dues on time, and comply with any other responsibilities as set forth in these Bylaws and the Membership Handbook.

### **Section 3.5 : Member Dues**

Voting and Non-Voting Members shall pay annual dues in such amounts and in such manner as shall be determined by the Board of Directors and as set forth in the Membership Handbook.

### **Section 3.6 : Resignation**

Any Member may resign as such at any time by written notice to the Vice President-Secretary of the corporation, or their designee.

### **Section 3.7 : Sanctioning, Suspending, or Removal**

The Board of Directors may impose reasonable sanctions on a Member, or suspend or expel a Member from the Corporation, for good cause after a hearing. The Board may not take any action against a Member without giving the Member adequate notice and an opportunity to be heard. To be deemed adequate, notice must be in writing and delivered at least 14 days before a hearing or meeting at which the issue is to be decided. No Member shall be sanctioned by the corporation unless the notice of the meeting at which sanctions are to be considered states such purpose and an opportunity to be heard at such hearing is given to the Member whose sanctioning is sought. Good cause for sanctioning includes, but is not limited to, failure of a Member to comply with the responsibilities outlined in Sections 3.4.

# ARTICLE 4: Members Meetings & Elections

## Section 4.1 : Meetings

If an annual meeting is necessary or required by law, the annual International Conference shall serve as the Members' annual meeting. Quorum for any annual meeting will be the total Voting Members in attendance in person or via proxy. Special meetings of the Members may be called by the Board of Directors or within 30 days after the holders of at least ten percent (10%) of all the votes entitled to be cast on any issue proposed to be considered at the special meeting sign, date, and deliver to the corporation's Vice President-Secretary a written demand for the meeting describing the purpose or purposes for which it is to be held.

## Section 4.2 : Quorum for Election of President and Vice President-Secretary

Twenty percent (20%) of the Voting Members shall constitute a quorum for the election of the President and Vice President-Secretary of the Corporation.

## Section 4.3 : Proxy Voting

At all meetings of the Members, the vote of each Member may be cast by written proxy. Proxies shall be filed with the Vice President-Secretary before being voted. A proxy purporting to be executed by or on behalf of a Member shall be deemed valid unless challenged at or prior to its exercise, in which event the burden of proving invalidity shall rest on the challenger. Further rules and requirements for Proxy Voting shall be set forth in the Membership Handbook.

## Section 4.4 : Action by Ballot

Any action required or permitted to be taken at any meeting of the Members may be taken by written ballot delivered to every Member entitled to vote on the matter. Ballot votes may be provided by electronic transmission, provided that such electronic transmission shall be submitted with information from which it can be determined that the electronic transmission was authorized by the Member or the Member's proxy. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Further requirements for action by written ballot will be set forth in the Membership Handbook.

## Section 4.5 : Waiver of Notice for Meetings

Whenever any notice of a meeting is required to be given to any Member under the Articles of Incorporation, these bylaws, or the laws of the organization's State of Incorporation, a waiver of notice in writing signed by the Member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

# ARTICLE 5: Board Of Directors

## **Section 5.1 : Authority**

The business and affairs of the corporation shall be controlled and governed by the Board of Directors, which shall have the right to exercise all powers of the corporation that are not expressly reserved to the Members of the corporation by these bylaws.

## **Section 5.2 : Qualifications**

Directors shall be Members of the corporation, residents of the regions they represent and shall be at least 21 years of age.

## **Section 5.3 : Election and Composition**

The Board of Directors shall be comprised of one Member from each geographic region of the corporation as set forth in Article 14, Section 14.1 of these Bylaws and the Membership Handbook. There shall be at least three regions and three Directors at all times. Directors shall hold office until their successors are chosen and qualified.

## **Section 5.4 : Terms of Office**

Directors shall serve two-year terms, without limit on the number of terms each individual may serve.

## **Section 5.5 : Conduct of Directors**

Directors, or their proxies, are required to attend Board meetings, vote on issues placed before the Board, administer their regions and report regional finances to the Chief Financial Officer as may be required, enforce policies of the corporation, comply with all duties and responsibilities as set forth in the Membership Handbook, and act in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of the corporation.

## **Section 5.6 : Meetings**

The Board of Directors shall hold annual meetings each year and may elect the time and place for such meetings. The Board of Directors may also hold special meetings, which may be called by the President or by 20% of the Board members then in office by giving notice of the date, time, place, and purpose of such meeting. Notice of special meetings must be given to all Directors at least fifteen (15) days in advance of such meeting. Notice of all meetings in which an amendment to these bylaws is to be considered shall also contain a statement of the exact wording of the proposed amendment.

## **Section 5.7 : Quorum and Voting**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. At any meeting of the Board of Directors at which a quorum is present, a majority of those Directors present shall decide any matter, unless a different vote is specified by law, the Articles of Incorporation, or these bylaws.

## **Section 5.8 : Meetings by Remote Communication**

One or more Directors may attend any annual, regular, special, or committee meeting of the Board of Directors through telephonic, electronic, or other means of communication by which all Directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting. Discussions and Votes by Electronic Mail shall also be considered to be meetings by remote communication.

## **Section 5.9 : Waiver of Notice for Meetings**

Whenever any notice of a meeting is required to be given to any Director under the Articles of Incorporation, these bylaws, or the laws of the organization's State of Incorporation, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## **Section 5.10 : Committees**

The Board of Directors may create such standing and special committees as it determines to be in the best interest of the corporation. The Board of Directors shall determine the duties, powers, and composition of such committees, except that the Board shall not delegate to such committees those powers that by law may not be delegated. Each such committee shall report to the Board of Directors as the Board may designate. Any committee may be terminated at any time by the Board of Directors.

## **Section 5.11 : Executive Committee**

The Executive Committee shall be composed of the officers of the corporation. The Executive Committee shall perform such duties and carry out such responsibilities as may be referred to it by the Board of Directors, to the extent permitted by law. The delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors or any Director from any responsibility imposed by law. Delegations of responsibilities and duties shall be set forth in the Membership Handbook.

## **Section 5.12 : Compensation**

Directors as such shall not receive any salaries for their services on the Board, but Directors shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation. Regions represented by individual Directors may choose to reimburse travel or other expenses incurred by the Director as outlined in the Regional Coordinator's Handbook and the Region's operating documents.

## **Section 5.13 : Vacancies**

Any vacancy occurring in the Board of Directors shall be filled by a vote of the chapters of the region for which there is a vacancy. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

## **Section 5.14 : Resignation**

Any Director may resign by delivering a written resignation to the corporation at its principal office or to the President. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

## **Section 5.15 : Removal**

Any Director may be removed, with or without cause, by a vote of a majority of all the chapters of the region such Director represents pursuant to the requirements set forth in the Membership Handbook. No member of the Board shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the Director whose removal is sought. The Board of Directors may, by two-thirds vote of all Directors then in office, remove any Director who fails to cast votes in at least 75% of the matters voted upon by the entire Board of Directors in any one calendar year. If at any point it is determined that a Director does not meet the qualifications set forth in section 5.2 of these bylaws, such Director shall be removed from office immediately.

# **ARTICLE 6: OFFICERS**

## **Section 6.1 : Officers**

The officers of the corporation shall be a President, Vice President-Secretary, Chief Financial Officer, Chief of Operations, Chief of Communications, Chief of Educational Services, and Chief of Information Services. The Vice President-Secretary will serve as Corporate Secretary and shall have the authority to delegate the Secretary's duties as necessary. The other officers shall be proposed by the President and confirmed by majority vote of the Board of Directors. If the Board votes against confirmation of an officer proposed by the President, the President shall propose another candidate for Board approval. The officers may appoint their own chief assistants.

## **Section 6.2 : Election and Term**

The President and Vice President-Secretary shall be elected on a slate by the Voting Members as set forth in the Membership Handbook and shall serve a term of three years beginning on January 1 of the year following their election. No person may be elected as President for more than two, nonconsecutive, three-year terms.

## **Section 6.3 : Vacancies**

A vacancy in any office because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term in accordance with the procedures set forth in section 6.2.

## **Section 6.4 : Removal**

Any officer or their chief assistant may be removed, with or without cause, by the President at any time. Any officer or their chief assistant may be removed, with or without cause, by a vote of two-thirds of the entire Board of Directors at any meeting of the Board of Directors. No officer or their chief assistant shall be removed from office by the Board of Directors unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought. A removed officer's chief assistant shall serve as acting officer until a replacement officer is confirmed in accordance with section 6.3.

## **Section 6.5 : President**

The President shall preside at all meetings of the Board of Directors. The President, or other proper officer or agent of the corporation, may sign any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. The President shall perform all duties incident to the office of President as outlined in the Membership Handbook and such other duties as may be prescribed by the Board of Directors from time to time.

## **Section 6.6 : Vice President-Secretary**

There shall be a Vice President-Secretary who shall have such powers and perform such duties as shall be designated by the Board of Directors. In the absence or disability of the President, the Vice President-Secretary shall assume all powers and perform all the duties of the President until such time as the Board of Directors shall otherwise direct as outlined in the Membership Handbook. The Vice President-Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; keep written lists of the regions and each region's members; and in general perform all such duties as may from time to time be assigned by the Board of Directors as outlined in the Membership Handbook.

## **Section 6.7 : Chief Financial Officer**

The Chief Financial Officer, or other proper officer or agent of the corporation authorized by the Board of Directors, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all of the duties incident to the office of Chief Financial Officer and such others as may from time to time be assigned by the Board of Directors as outlined in the Membership Handbook. The Chief Financial Officer shall be at least 23 years old.

## **Section 6.8 : Chief of Operations**

The Chief of Operations shall perform all such duties as may from time to time be assigned by the Board of Directors as outlined in the Membership Handbook.

## **Section 6.9 : Chief of Communications**

The Chief of Communications shall perform all such duties as may from time to time be assigned by the Board of Directors as outlined in the Membership Handbook.

## **Section 6.10 : Chief of Educational Services**

The Chief of Educational Services shall perform all such duties as may from time to time be assigned by the Board of Directors as outlined in the Membership Handbook.

## **Section 6.11 : Chief of Information Services**

The Chief of Information Services shall perform all such duties as may from time to time be assigned by the Board of Directors as outlined in the Membership Handbook.

## **Section 6.12 : Chief of Membership Services**

The Chief of Membership Services shall perform all such duties as may from time to time be assigned by the Board of Directors as outlined in the Membership Handbook.

# ARTICLE 7: Corporate Transactions

## Section 7.1 : Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined by specific instances.

## Section 7.2 : Indebtedness

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the President or Chief Financial Officer of the corporation. The Board of Directors may designate other authorized officers under this provision by a two-thirds majority vote of the Board of Directors. Any expenditure of corporate funds over Fifty Dollars (\$50) requires approval by at least two (2) corporate officers or authorized persons designated by Board of Directors before the funds can be released.

## Section 7.3 : Deposits

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

# ARTICLE 8: Books And Records

The corporation shall keep correct and complete books and records of account; minutes of the proceedings of Board of Directors; and a register of the names and addresses of the Directors and other officers of the corporation, divided by geographic region. All books and records of the corporation may be inspected by any Member, Director, or agent or attorney thereof, for any proper purpose at any reasonable time pursuant to N.C.G.S. 55A-16-02.

# ARTICLE 9: Restrictions On Activities

No part of the net earnings of the corporation shall inure to the benefit of any officer, Director, or Member of the corporation, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE 10: Dissolution

Upon dissolution of the corporation, the assets thereof, shall, after all of its liabilities and obligations have been discharged or adequate provision made therefore, be distributed to any non-profit corporation in compliance with the requirements of the Internal Revenue Code and in accordance with a Plan of Dissolution, in accordance with the laws of the organization's State of Incorporation.

## ARTICLE 11: Conflicts of Interest

Whenever a Member, Director, or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected Member, Director, or officer shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determines that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## ARTICLE 12: Personal Liability

A Director of the corporation shall not be liable to the corporation or its members for monetary damages for an act or omission in the Director's capacity as a Director, except to the extent otherwise expressly provided by the laws of the organization's State of Incorporation. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a Director or officer of the corporation existing at the time of the repeal or modification. This Article shall not be effective with respect to (i) acts or omissions that the Director at the time of the breach knew or believed were clearly in conflict with the best interests of the corporation, (ii) any liability under N.C.G.S. 55A-8-32 or N.C.G.S. 55A-8-33, (iii) any transaction from which the Director derived an improper personal financial benefit, or (iv) acts or omissions occurring prior to the date this provision became effective.

As used herein, the term "improper personal financial benefit" does not include a Director's reasonable compensation or other reasonable incidental benefit for or on account of his service as a Director, trustee, officer, employee, independent contractor, attorney, or consultant of the corporation.

## ARTICLE 13: Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, Director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in

the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, Director, or employee under this Article shall apply to such officer, Director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## ARTICLE 14: Regions, Chapters, and Affiliates

### Section 14.1 : Regions

The corporation will have regional divisions defined by their geographic areas and comprised of the chapters or members in those geographic areas and have requirements as outlined in the Membership Handbook. Each Region will have its own set of bylaws or organizational documents, bank account(s), etc. and all members of a Region, including the Regional Coordinator (the member of the Board of Directors who resides in that geographic region and who has been elected by the chapters of that Region, or appointed by the Board of Directors as necessary and appropriate), will comply with the Region's rules, the Corporation's Bylaws, and the Membership Handbook. The Board of Directors shall establish the Regions, and may, by two-thirds vote of the entire Board, add, remove, or change the boundaries of the geographic regions. If a Region is eliminated, its members will be re-classified as belonging to another region. A majority of the Voting Members of any Region may submit a petition to the Board to add, remove, or change the boundaries of the Regions. The Chapters (as set forth in the Membership Handbook) of each Region shall elect their representative Director at a biannual or other meeting of members during a biannual election as set forth in the Membership Handbook, including electronic voting, by a vote of a majority of that Region's chapters voting as set forth in the Membership Handbook.

### Section 14.2 : Chapters

The corporation will have chapters as outlined in the Membership Handbook with chapter requirements as defined in the Membership Handbook.

### **Section 14.3 : Affiliates**

The corporation may establish affiliations and or partnerships with other organizations to further the corporation's purposes upon a majority vote of all of the officers of the corporation to enter into such affiliation or partnership agreements. The officers shall keep the Board of Directors informed of all affiliation and partnership agreements and the Board of Directors can veto any affiliation or partnership agreement by a two-thirds majority vote.

## **ARTICLE 15: Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.

## **ARTICLE 16: Amendments to Bylaws**

With the exception of Article 15, regarding Parliamentary Authority, these bylaws, and all provisions herein, may be amended only upon a two-thirds (2/3) majority vote of the Voting Members casting votes and a majority vote of the entire Board of Directors pursuant to the procedures set forth in the Membership Handbook. Article 15 may be amended by a majority vote of the entire Board of Directors pursuant to the procedures set forth in the Membership Handbook. Amendments may be proposed by the Board of Directors or by a petition signed by at least 10% of the Members of the corporation.

**SO MUCH UNIVERSE,  
AND SO LITTLE TIME**



The International Star Trek Fan Association, Inc.