

TRASH PANDA, LLC BYLAWS

Adopted 4 February 2017

I. Purpose and Powers of the Company

This Limited Liability Company is organized for literary and cultural purposes, for the benefit of its members, to promote speculative fiction fan-related activities, including, but not limited to, holding conventions, events, and meetings.

The Company has the general powers allowed by Pennsylvania law. Notwithstanding the above, the Company shall not engage in any activity that is not permitted by the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.

This Company shall have members as determined by the Board of Directors.

II. Board of Directors

1. The Board of Directors makes decisions concerning the legally-required activities of the Company, including, but not limited to:
 - a. Appointing officers responsible for any conventions, meetings or events
 - b. Appointing officers of the Company
 - c. Other items related to the responsible execution of the Company's purpose.
2. All decisions may be made by a simple majority vote of the board unless otherwise stated. Any ties shall be resolved at the discretion of the Chair or, in the Chair's absence, the Chair's designated proxy or, in the absence of a designated proxy, the Vice-Chair.
3. Directors shall serve a term of five years, which may be renewed upon expiration.
4. Directors shall be appointed by the Chair within the first year of the formation of this Company, or at any time be voted in at a meeting of the Board of Directors.
5. The Board of Directors shall consist of the Officers of the Company, and no greater than eight additional Directors.
6. The initial Board of Directors shall consist of
 - a. Michael VanHelder, Chair
 - b. Martha Harbison, Vice-Chair
 - c. Dr. Katie Rask, Secretary
 - d. Douglas McEachern, Treasurer
 - e. Kristina Hiner
 - f. Marguerite Smith
 - g. Jill Friedman
 - h. Anna Fischer
 - i. Kyle Cassidy
7. Directors may be removed by a vote of the Board of Directors. Notice of such proposed removal must be given to the person whose removal is sought at least seven (7) days prior to the meeting at which the removal is to be voted on.

III. Officers

1. Officers of the Company shall be Chair, Vice-Chair, Secretary and Treasurer, and such other officers as deemed necessary by the Board of Directors
2. Officers shall be appointed by the Board of Directors
3. Officers shall serve a term of no more than five years, which may be renewed upon expiration by the Board of Directors.
4. The initial Officers of the corporation shall be:
 - a. Michael VanHelder, Chair
 - b. Martha Harbison, Vice-Chair
 - c. Dr. Katie Rask, Secretary
 - d. Douglas McEachern, Treasurer
5. Officers may be removed by the Board of Directors in accordance with Title 15 of the Pennsylvania Constitution and Statutes.

IV. Duties of Officers

1. Chair
 - a. The Chair shall arrange agendas for and preside over meetings of the Board of Directors
 - b. The Chair shall have charge of the business of the Corporation in accordance with these Bylaws and the Articles of Incorporation. In all cases the Chair shall be bound by the policies established by the Board of Directors.
 - c. The Chair shall sign or otherwise approve all legal documents and contracts.
2. Vice-Chair
 - a. In the absence of the Chair at a meeting of the Board of Directors, the Vice-Chair shall have the duties and powers of the Chair.
 - b. In case of the death, disappearance or other disqualification of the Chair, the Vice-Chair will serve as the Chair until the Board of Directors appoints a new Chair, or the end of the Vice-Chair's term.
 - c. In the absence of the Secretary or Treasurer at a meeting of the Board of Directors, the Vice-Chair shall temporarily assign the duties of that officer to another Director.
3. Secretary
 - a. The Secretary shall maintain records of the proceedings of all meetings and shall discharge other appropriate functions as the Chair or Board of Directors shall direct.
 - b. The Secretary shall carry out official correspondence, preserve written records (except financial records), provide notice of meetings of the Board of Directors, publish the Annual Reports and shall record all votes.

- c. The Secretary shall have charge of maintaining and supplying copies of the Articles of Incorporation, Bylaws, minutes of meetings, the Annual Report, and other official papers of the Corporation.
 - d. The Secretary shall inform Directors and Officers of the time and place of regularly scheduled board meetings at least fourteen (14) days before each meeting. Notice may be given by e-mail, phone, letter, in person or via instant messenger.
 - e. The Secretary shall inform Directors and Officers of the time and place of emergency board meetings at least twenty four (24) hours in advance of the meeting. Notice may be given by e-mail, phone, letter, in person or via instant messenger.
4. Treasurer
 - a. The Treasurer shall receive, record, and safeguard all monies paid to the Company.
 - b. The Treasurer shall keep full and accurate books of account of all financial transactions of the Company, shall open these books for inspection at any time deemed necessary by the Board of Directors and shall render a financial statement when called upon by the Board of Directors.
 - c. The Treasurer shall pay all bills duly approved by the Board of Directors, and see that appropriate legal and tax forms are filed and taxes, fines, fees or other levies are paid.
5. Other Officers may be appointed by the Board of Directors with duties and titles created thereby.

V. Board Meetings

1. The Board of Directors shall hold regular meetings on dates and times set by a vote of the Board. Meetings may be attended in person or by electronic means (telephone, video conference, or other similar means).
2. The date of a regularly scheduled meeting may be changed by the Chair or Vice-Chair on an emergency basis.
3. Directors must be informed by the Secretary of the time and place at least fourteen (14) days before each regular meeting.
4. An emergency meeting of the Board may be called by request of two Company Officers or at least four Directors. Directors shall be informed of emergency meetings at least twenty-four (24) hours prior to the meeting. Business conducted at an emergency meeting shall be considered official.
5. Directors may vote by proxies carried by other attendees of the meetings, if they are not themselves able to attend. These proxies must be documented in print.
6. Quorum for a meeting shall be at least 50% of the membership of the Board of Directors, represented either in person, by phone or electronically or by a proxy held by another Board member.

VI. Annual Report

The Secretary shall prepare and publish the Annual Report of the Corporation, in accordance with Title 15 of the Pennsylvania Constitution and Statutes, on or before April 30th of the year following the fiscal year for which the Report is prepared.

VII. Bylaws

The Bylaws of this Corporation may be adopted, amended, or rescinded in whole or in part by at affirmative vote of a two-thirds majority of the Board.