

Gaylactic Network Charter

Effective
January 1, 2017

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Article I. Definitions

- A. The Gaylactic Network: An alliance of autonomous organizations and individuals bound together by a common interest in the science fiction, fantasy, horror genres and related issues that concern gay men, lesbians, bisexuals, transgender, and queer people and their friends.
- B. Affiliate: An organization that is part of the Gaylactic Network.
- C. Board Member: A Member of a Network Affiliate who has been appointed by the Affiliate to serve on the Board.
- D. The Network Board: A group composed of 1 representative from each Affiliate. The Board shall be responsible for governing the Network.

Article II. The Gaylactic Network

- A. Purposes:
 - 1. To promote science-fiction, fantasy, horror, and other related genres (hereafter SF/F/H) in all forms, with particular attention to materials of interest to lesbians, gay men, bisexual, transgender and queer (hereafter LGBTQ) persons.
 - 2. To provide forums for LGBTQ persons and their friends to share their interest in SF/F/H in all forms.
 - 3. To promote the presence of LGBTQ elements within SF/F/H in all forms and within fandom in general.
 - 4. To promote SF/F/H in all forms within the LGBTQ communities.
 - 5. To promote a sense of community among LGBTQ persons who are interested in SF/F/H in all forms.
- B. Powers and Duties:
 - 1. Creating and/or admitting local organizations, known as Affiliates, that will carry out the purposes of the Network.
 - 2. Providing a central organization for Affiliates without infringing on the Affiliates' autonomy.
 - 3. Providing support, advice, and assistance to Affiliates when requested.
 - 4. Organizing and coordinating joint projects and activities such as conventions, conferences, seminars and workshops.
 - 5. Producing and distributing information about the Gaylactic Network through whatever means are economically feasible.
 - 6. Encouraging and facilitating communication between Affiliates.
 - 7. Publicizing and lobbying on behalf of the Network as a whole, and expressing the views of the Network to fandom in general, to the LGBTQ communities, and to the mundane world.
 - 8. Any other power or duty appropriate to fulfilling the Network purposes.
- C. Governance and Operation:
 - 1. The Network shall be governed by the Board, this Charter and any other policies and regulations duly adopted.

2. The Board and any committees created shall run the day-to-day operations of the Network.

Article III. The Network Board

A. Board Members

1. The Network Board shall consist of one representative appointed from each Affiliate.
2. Each Board Member shall have one equal vote.
3. Removal
 - a) If the Board finds that a Board Member is alleged to have acted irresponsibly, the Board may remove the Board Member upon agreement of at least two-thirds (2/3) of the voting Board Members not involved in the alleged irresponsible conduct.
 - b) The Speaker may immediately remove any Board Member for failure to fulfill the Board Member's duties under the Charter. This action can be reversed by a simple majority of the Board, excluding the vote of the Board Member in question.
4. Duties of Board Members
 - a) To discuss and decide any matters within the Board's authority.
 - b) To cast a "Yes" or "No" vote within 30 days of a formal vote being requested or before the Board meeting ends if the vote is requested during a Board meeting.
 - c) To attend and participate in the annual meeting of the Board, or to arrange for attendance and participation by an informed proxy.
 - d) Present to the Board not less than annually a list of the activities of the Affiliate in order to maintain active Affiliate status.

B. Duties and Powers of the Board

1. The Board shall make decisions and create policies as appropriate to fulfill the purposes, powers and duties of the Network including requirements of Network membership.
2. The Board may require the Speaker to create ad hoc committees as appropriate to fulfill the purposes, powers and duties of the Network and to carry out the decisions and policies of the Network.

C. Meetings:

1. The Board and Officers shall hold a meeting at least once a year.
2. These meetings shall be held at Gaylaxicon unless the Board Members decide otherwise.
3. If an Officer or Board member cannot attend, an informed proxy must be appointed.

D. Procedures: The Board shall establish its own procedures for fulfilling its purposes, powers and duties.

E. Decision-Making

1. All matters may be decided by agreement of a simple majority with the following exceptions:
 - a) The following actions require a three-quarter (3/4) agreement of the Board.
 - (1) Amending or repealing the Charter.
 - (2) Removing the Speaker.
 - (3) Removal of a Gaylaxicon Committee Chairperson.
 - b) Any vote to dissociate an Affiliate shall pass by unanimous agreement of the Board excluding the Board member from said Affiliate.
2. The Speaker shall vote to break a tie on an issue to be decided by simple majority.
3. The Speaker shall decide the vote ratio necessary in cases of uncertainty.

F. Generally

1. Only Board Members have the power to vote.
2. Officers who are not Board Members shall not have the power to vote, except that the Speaker shall have the power to vote to break a tie.

Article IV. Officers

A. Treasurer:

1. Maintains Network bank accounts.
2. Holds, manages and distributes Network funds and merchandise in a timely manner.
3. Prepares budgets and reports on financial information.
4. Keeps accurate records of all Network financial information.
5. Closes the financial and legal obligations of the Network in the event it dissolves.

B. Speaker:

1. Functions of the Speaker

- a) Keeps accurate records of the names, addresses and other relevant contact information of the Board, Officers, Affiliates, and Members.
- b) Keeps accurate records of Network activities including minutes of all Board meetings.
- c) Prepares at least once per quarter a summary report of Board activity for the membership.
- d) The Speaker shall set the agenda for Board meetings after consultation with the Board.
- e) The Speaker shall chair any meeting of the Board.
- f) The Speaker shall serve as spokesperson for the Network as a whole.
- g) The Speaker shall ensure that:
 - (1) All Board members and Officers fulfill their obligations to the Network.
 - (2) The Board, Officers and the Network follow the procedures set forth in this Charter.
 - (3) The Board, Officers and the Network operate in a way that will promote the purposes set forth in this Charter.
- h) The Speaker shall interpret the Charter and any other regulations, unless the Board assigns this responsibility to another individual or group.
- i) The Speaker may put proposals before the Board and require a formal vote be taken.

2. Selection of the Speaker

- a) The Speaker shall serve a one year term beginning on January 1st.
- b) The Speaker is a rotating position passed between Board members starting with the oldest Affiliate and proceeding to the newest. Once the term of the representative from the newest Affiliate has concluded the cycle begins again from the oldest Affiliate.
- c) The Speaker may assume duties within his or her local Affiliate if the Affiliate's rules so permit.

C. Powers and Duties:

1. Any Officer shall have the power to create a committee or otherwise delegate responsibility as necessary to fulfill the duties of the Office except that the money-handling duties of the Treasurer shall not be delegable.
2. All Officers shall communicate with and report to the Board through means and in the frequency requested by the Board.
3. All Officers shall attend the annual meetings of the Board or appoint an informed proxy.
4. Any Officer may resign at any time by giving the Board due notice and opportunity to choose and train a successor.

D. Removal from Office

1. The Speaker may request that the Board replace an Officer.
2. A simple majority vote of the Board is needed to approve the Speaker's request to remove an Officer.
3. If the Officer is also a Board Member, he or she shall not participate in the vote.
4. The Board may remove the Speaker by a three-quarters (3/4) vote. The next Board member in the typical order of succession will complete the term in addition to their regular term as Speaker.
5. A Speaker who is removed from office by the Board is not eligible to become an Officer, or a Board member unless the Board, by a three-quarters (3/4) vote choose to lift this restriction in part or in total.

Article V. Board Selection and Term of Office

A. Elevation to the Board

1. Each Affiliate can determine its own process and procedures to appoint a representative to the Board.
2. Board members serve for durations set by each Affiliate's own rules and procedures.
3. The Treasurer is nominated by the Speaker and approved by a simple majority of the Board to serve a one year term which commences January 1st.

B. Vacancies:

1. If any Office becomes vacant by any means other than expiration of term, the Speaker shall appoint a replacement to serve the remainder of the term.
2. The Speaker's appointment of a replacement Officer must be approved by a simple majority of the Board.
3. If any Board Member's position becomes vacant, the associated Affiliate must appoint a replacement within 90 days.

Article VI. Dues and Finances

A. Funds

1. The Gaylactic Network shall be run not-for-profit.
2. Any funds made by the Network shall be used for projects and day-to-day expenses of the Network. Such funds shall not at any time become the property of any member of the Network.
3. The Network shall have the power to raise funds by any legal means it deems appropriate.

B. Dues and Fees

1. The Board may set and revise dues and fees for Affiliate membership as well as the terms of collecting said funds.
2. Any benefits of Network membership, including Board voting rights, are suspended, if dues and fees have not been paid.
3. Voting rights, committee memberships and any other benefits of Network membership are restored when the Treasurer has received payment for all dues and fees owed.

Article VII. Committees

A. General

1. Committees are an extension of the Officer's authority used to carry out the day-to-day operations of the Network.
2. The committee chairperson shall run and be responsible for the operations of a committee. He or she shall report progress and problems to the Officer that created the committee.
3. Officers are responsible to the Board for the actions and progress of committees created and managed by their office.

B. Creation and Governance

1. When an Officer creates a committee, it must be created with a written statement of purpose, a budget, duration, and a designated chairperson. This information shall be reported to the Board.
2. If the duration is over a year, the chairperson must be approved by a simple majority of the Board.
3. A chairperson may serve until the Officer responsible for the committee requests a change.
4. The Board must approve a new or replacement committee chairperson if there is more than a year left in the approved duration of the committee.
5. The above apply to all committees equally unless otherwise provided for in this Charter.
6. The Gaylaxicon Chairperson must always be approved by a simple majority of the Board.

C. Gaylaxicon

1. Gaylaxicon is a science fiction, fantasy and horror convention focusing on themes of interest to LGBTQ individuals.
2. Gaylaxicon shall be organized and run by one or more Affiliates, to be chosen as follows:
 - a) Affiliates interested in organizing and running a Gaylaxicon shall submit bids at least one year before the proposed convention date.
 - b) Bids shall include the following information, which shall be deemed reliable and binding:
 - (1) The name of the Affiliate or Affiliates sponsoring the convention.
 - (2) The city or metropolitan region in which the convention will be held.
 - (3) The name of the individual who shall serve as the chairperson of the convention committee, and a brief summary of the chairperson's convention experience and qualifications, if any.
 - (4) How any profits made from the convention would be distributed between the network, the Affiliate, and any other charity or organization.
 - (5) Any seed or start-up funding requested from the Network including terms of repayment.

- c) Bids shall include the following information, which shall be deemed reliable but not binding:
 - (1) The date of the convention.
 - (2) The names of other convention committee members, and a brief summary of their convention experience and qualifications, if any.
 - (3) The Affiliate's experience or qualifications at hosting events or conventions, if any.
 - (4) An estimated budget including membership goal, revenue and expenses by category.
 - d) Bids may also include a proposed hotel site, accessibility of transportation or any other information that is relevant to consideration of the bid.
 - e) All bids received within the previous year shall be sent to the Board members immediately preceding the annual meeting.
 - f) At the annual Board meeting, the Board shall consider all timely bids, as well as the possibility of holding no convention during the year in question.
 - g) A convention bid, or a decision to have no convention, shall pass upon simple majority. If no agreement is reached, new and updated bids will be accepted, and a decision made within six months.
- 3. Gaylaxicon committees report to the Speaker.
 - 4. A Gaylaxicon Chairperson (ConChair) serves until the completion of all business associated with the particular convention and can only be replaced by three-quarters (3/4) vote of the Board.
- D. Speaker's Committee
- 1. There shall exist a permanent committee funding day-to-day activities of the Officers and other minor ad-hoc activities.
 - 2. The annual amount of funding for the Speaker's Committee shall automatically continue year-to-year unless modified by a simple majority vote of the Board.

Article VIII. Relationship Between the Network and Affiliates

- A. Autonomy:
- 1. All Affiliates shall retain their autonomy.
 - 2. The internal governing, duties and obligations, legal or otherwise, of individual Affiliates are the sole right and responsibility of each individual Affiliate except as limited in this article.
 - 3. Affiliates shall not adopt or promote any policy, position, or procedure that jeopardizes any tax-exempt, nonprofit, corporate or other legal or governmental designation that the Network considers beneficial. Jeopardizing any beneficial Network designation is an irresponsible act by an Affiliate toward the Network.
- B. Mutual Responsibilities: The benefits of central organization cannot be achieved unless the Affiliates act toward each other and toward the Network in a responsible and cooperative manner. Accordingly, the Affiliates shall limit their actions in the following manner:

1. Affiliates and members of Affiliates shall not purport to represent the policies or views of the Network or another Affiliate without the written consent of the Network or the Affiliate in question. Likewise, the Network shall not purport to represent the policies or views of any individual Affiliate, but only the consensus of the Network.
2. Affiliates and the Network shall abide by this Charter and policies validly adopted by the Network, and shall effect change in accordance with this Charter.
3. If an Affiliate and the Network cannot resolve a dispute between themselves, the parties shall have the dispute resolved by a neutral Affiliate agreed upon by both parties.
4. Affiliates that act irresponsibly toward other Affiliates or toward the Network shall be subject to dissociation from the Network and loss of all privileges appurtenant. Board Members or Officers who act irresponsibly toward Affiliates shall be subject to removal.
5. Affiliates shall supply current contact information to the Speaker for Affiliate contacts.
6. If the Network has been unable to contact any of the Affiliate's designated contacts, or if none of the Affiliate's designated contacts will act on behalf of the Affiliate, the Network will be justified in acting as if the Affiliate has been duly contacted or informed, and that no response was provided by the Affiliate.

C. Use of Names and Symbols

1. The Gaylaxian name, font, logo and motto are the intellectual property of the Gaylactic Network.
2. The Network and Gaylaxian Science Fiction Society (GSFS) agree that the Network owns these symbols; however GSFS's irrevocable right to use the name and logo in perpetuity limits the Network's ownership of these symbols.
3. All other Affiliates may use the Network's symbols in a reasonable and responsible manner during the period of their Affiliation. No Affiliate shall use these symbols to fraudulently represent themselves as speakers for the Network or for another affiliate.
4. Affiliates are encouraged to indicate their affiliation by using the word "Gaylaxian" or a variant within the Affiliate's name.
5. Affiliates shall not adopt the symbols of another Affiliate without that Affiliate's express permission.

D. Establishment of New Affiliates

1. New Affiliates may be established from time to time upon application to the Network with approval of a simple majority of the Board Members.
2. Applications for affiliate status shall contain the following:
 - a) The current name of the group.
 - b) The size of the group.
 - c) The name, address and phone number of a contact person.
 - d) A statement of the group's acceptance of this Charter and an agreement to abide by the Charter's terms.

- e) A proposed Affiliate name and symbols in accordance with the terms of Section C, above.
 - f) A description of the last 6 activities the group hosted.
3. The Board may require additional information from and place additional conditions on groups applying for affiliation before making a vote.
 4. Within 30 days after acceptance as an Affiliate, the group must pay prorated dues or other applicable fees to the Network.
- E. Dissociation of Affiliates
1. Secession
 - a) Affiliates may secede from the Network at any time.
 2. Involuntary Dissociation
 - a) Affiliates can only be dissociated for cause shown. If the Board finds cause to dissociate an Affiliate:
 - (1) The Board shall provide the Affiliate with a written statement of the reasons for dissociation.
 - (2) The Affiliate shall have not less than 60 days to justify its actions, offer to correct, or deny the allegations.
 - (3) Affiliates may be dissociated upon three quarter (3/4) agreement of the Board.
 3. Inactivity
 - a) An Affiliate must host at least 2 events or activities per calendar year. These can include Gaylaxicon planning meetings, book discussions, movie premiere, etc as long as they are open to the public and forward the purposes of the Gaylactic Network.
 - b) Failure to hold the required number of events per calendar year by December 31st means that the Affiliate has become inactive in the eyes of the Network and ceases to be an Affiliate.
- F. Effect of Secession or Involuntary Dissociation
1. The Affiliate shall lose all rights and privileges of Network membership, including the use of the Gaylaxian name and symbols, except that GSFS retains the right to use the Gaylaxian name and logo.
 2. The Board member representing the former Affiliate is immediately removed from office.
- G. Dissolution of the Network
1. If at any point the Network is reduced to a single Affiliate for 6 continuous months the Treasurer must begin the orderly closing of the Network. Once begun this process must be followed to completion.
 2. Any open accounts and obligations (corporate status, post office boxes, Internet hosting, etc) must be terminated and any associated fees paid.
 3. Any remaining funds available after the above is completed shall be distributed as follows

- a) Equal shares to the final Affiliate (if still active), any active Gaylaxicon committees, and any organizations that are still active and have hosted a Gaylaxicon in this or the previous 2 calendar years.
- b) An organization can only qualify for a single share regardless of how many ways they qualify (i.e. a current Affiliate hosting a Gaylaxicon would still only receive a single share).
- c) If there are no qualifying shares then the total shall be given to the “It Gets Better Project” or another similar 501(c)3 organization at the Treasurer’s sole determination.