

Proposed November 2019 bylaws revision

Revision summary and explanation

The Kumoricon board has been working on a major revision of the Altonimbus Entertainment bylaws for the past year and a half. We presented a draft of this revision to the members last year. This revision is now ready for a vote of the membership. The full text is included in this document, below.

The bylaws in their current form and structure date back to 2009. There have been several amendments since then, but all were small, targeted changes that modified only a few paragraphs or sections for narrow reasons. This new revision is the first time in nine years that we have taken a fresh look at the entire structure of the document.

The new revision of the bylaws is easier to read, both in structure and in clarity, and tends to favor explaining the purpose of a provision where in some cases the previous bylaws only specified a procedure. One example of this is the new Governing Principles article. The new revision also contains a lengthy list of small improvements that were not individually important enough to take to the membership for a bylaws amendment vote, but in aggregate, are worth incorporating into a new revision of the document.

Importantly, this revision of the bylaws does **not** make major substantive changes to aspects of our organization that our staff are familiar with. It does not change the board composition or how board members are elected; it does not change our meeting cadence or structure; and it does not significantly change member voting rights.

What are the bylaws?

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

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

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

What are some of the more specific changes in this revision?

Substantive changes in this bylaws revision include:

- The board may vote on formal actions outside of meetings. Although the board meets once or sometimes twice a month (usually by phone, sometimes in person), this new provision is important because the convention often needs to respond to changing circumstances faster than waiting until the next board meeting.
- Board members can take a leave of absence or be suspended. These provisions are important to accommodate life and personnel circumstances as our organization grows larger and becomes more professional. *(A suspended board member retains their board status, attendance, and voting rights as required by Oregon law, unless formally removed by one of the allowed methods specified in the bylaws, but is suspended from their Kumoricon position during that time.)*
- Board members can be removed by the board for misconduct or performance reasons. This is important as we put in place new organization policies such as the harassment policy. Board members must be subject to these policies just as other staff. Removal requires an adjudication process that involves independent review and the participation of non-executive-level staff, so that the board cannot just use this process to undo an election result that it doesn't like.
- The requirement for quorum at a meeting of the membership has been significantly reduced. Additionally, proxies now count toward quorum. *(Quorum is the minimum number of members who must be present at a meeting for voting to occur.)* The reason for this change is that we have had two recent elections meetings where quorum was not met, yet there was no allegation or perception that the location or notice was unfair or that people were unable to attend; rather, interest in elections had been reduced because most or all races were uncontested, which had not normally occurred in Kumoricon's history. In each instance, in order to avoid having to send everybody home and pause the business of the organization for a month, the board invoked a special clause in Oregon law that allows the board to reduce quorum. To avoid this in the future, these new bylaws reduce the quorum to a much lower number, and remove the ability for the board to change quorum in this manner without a membership vote.
- There is now a framework for officially specifying when all staff positions start and end, and the rules are slightly different for when membership ends. The new wording still preserves an important aspect of the organization's voting rights: That staff from the previous convention can vote for several months after they are no longer staff, to ensure that the voting body is representative at all times of the year.
- The rules have been clarified and modernized for specifying when board members are officially "in attendance" for remote meetings (by phone or other means).
- The procedures around official notice, and waiver of notice, have been clarified and specified in more detail to make sure certain situations are fair.
- The rules have been updated and modernized for specifying where a meeting of the membership can be held, and access to meetings, including updating provisions that allow the membership to call a special meeting.
- Modernization of the financial article to fit the organization's current needs.
- Requirement of a vote of the membership for any sale or lease of assets that would cause the organization to lose control of the Kumoricon event or name.

Examples of how the bylaws are easier to read and use more modern wording include:

- The articles have been re-ordered to group related articles together.
- The wording in many sections has been re-written to be more direct and easier to understand, including: The organization purpose, elections procedure, delegation of the board, date-based restrictions on meeting scheduling, and the explanation of meeting minutes.
- Gender-specific language has been eliminated.
- The document has reduced use of words that sound overly stuffy, like "shall" or "bequest".
- Other terminology has been updated and standardized where it was sometimes inconsistent before; for example, board members are now referred to as "directors", and the word "person" is used consistently instead of "individual".

The current version of the bylaws is publicly available to compare at <https://www.kumoricon.org/bylaws>

The full text of the proposed revision follows.

Altonimbus Entertainment

An Oregon Non-Profit Mutual Benefit Corporation

Article 1: Statement of Purpose

Altonimbus Entertainment is a nonprofit mutual benefit corporation organized to promote Japanese animation and culture by hosting the annual Kumoricon event, as well as other events and activities.

Article 2: Organization and Structure

A. Name

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

B. Address

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

C. Membership

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

D. Board of Directors

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

E. Officers

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

F. Kumoricon

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

Article 3: Governing Principles

A. All-Volunteer Organization

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

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

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

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

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

B. Member-Run Organization

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

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

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

C. Transparency

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

a. Financial controls and spending;

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

c. Election of Directors, and Membership proxies; and

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

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

D. Purpose of Policies

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

Article 4: Membership

A. Membership Requirements and Tenure

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

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

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

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

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

5. When Membership ends under Paragraphs 3 or 4 as a result of a removal action, then if the Member disputes the removal, then the end of Membership status will only take effect upon the final outcome of an adjudication process, as described in Article 9.

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

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

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

B. Decisions of the Membership

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

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

a. All issues to be voted on by the Membership are transacted at Meetings of the Membership.

b. Members must be present to vote, except for voting by proxy.

(i.) A Member may represent by proxy no more than two other Members at any given moment.

(ii.) A Member's appointment of a proxy applies to a single designated Meeting.

(iii.) Proxies are non-transferable.

C. Meetings of the Membership

1. There will be regular Meetings of the Membership.

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

b. A General Meeting of the Membership is held approximately monthly, but these may be held more or less often as circumstances warrant.

c. A Special Meeting of the Membership is held under such appropriate circumstances as detailed below.

2. The Board may call a General or Special Meeting of the Membership at a date, time, and location of its choosing by delivering valid Notice to the Membership of such, as detailed below.

3. The Board must call an Annual Meeting of the Membership to be held at approximately one-year intervals, and it must be scheduled to take place within 10 to 90 days after each Kumoricon. However, the 10-to-90-day restriction is ignored if it would require, or result in substantially increased cost to the organization or inconvenience to Members in order to avoid requiring, the Annual Meeting of the Membership to be less than 180 days or more than 540 days after the previous such Annual Meeting of the Membership.

4. The Membership may authorize a Special Meeting of the Membership for any specified proper purpose that is pursued in good faith, or an Annual Meeting of the Membership if the Board fails to meet the requirement of Paragraph 3, if at least five percent of the Membership signs, dates, and delivers, in one or more parts, such authorization.

a. Such authorization may take either form:

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

(ii.) A call for such Meeting at a specific date, time, and location, constituting Notice to the Membership, delivered directly to the Membership.

b. A Meeting called as a result of a Membership authorization must:

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

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

5. All Members have the right to attend Meetings of the Membership, except that:

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

b. The Membership, by two-thirds vote, or those Directors present, by two-thirds vote, may bar or eject a particular Member from a Meeting presently in progress or about to start, for the reasons listed in (a).

6. For voting to occur at a Meeting of the Membership, in addition to meeting Notice and Quorum requirements detailed below, the Meeting must be scheduled to start between 10:00am and 4:00pm on a Saturday or Sunday and not on a U.S. federal holiday, and it must be held in a location accessible to the public without entry cost or requirements beyond ordinary and typical rules of conduct.

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

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

b. However, the Board or Membership, respectively, who calls a particular Meeting may specify a different Director to be the presiding officer for that Meeting.

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

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

D. Notice to the Membership

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

a. Holding a Meeting of the Membership, specifying the date, time, and location;

b. Election or removal of a Director to be voted on by the Membership, specifying the action, and, for removal actions, the person; and the date, time, and location of the Meeting for the vote;

c. A vote to amend these bylaws or the articles of incorporation, specifying the exact text of the amendment, and the date, time, and location of the Meeting for the vote;

d. A vote to distribute assets as described in Section 12.B, specifying the terms of the distribution with reasonable particularity, and the date, time, and location of the Meeting for the vote.

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

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

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

E. Quorum of the Membership

1. Quorum for acting is met at a Meeting of the Membership if any of the following is met:

a. 30 Members are represented at the Meeting, either in person or by proxy; or

b. The number of Members represented at the Meeting, either in person or by proxy, meets or exceeds the number of Directors in office, plus 20% (without any rounding) of the total number of Members who are not also Directors; or

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

Article 5: Board of Directors

A. Composition of the Board of Directors

1. The Board of Directors consists of nine persons ("Directors") elected by the Membership of the organization and by the Board, as described in Article 8.

a. Three of the Board positions will double as the Officers of Kumoricon as described in Article 6, and the other six Board positions will double as the Managing Directors of Kumoricon, as described in Article 7.

b. Each Director is elected to the Board for a specific Officer or Managing Director position, and attains or loses that doubled position concurrent and simultaneous with taking or leaving office for the Director position, regardless of the cause or reason, except as provided in (c).

c. The Board may sever the tie between the Director position and the doubled Officer or Managing Director position in the case of a leave of absence or suspension, as described by and limited by Sections 8.H, 8.I, and 8.J.

B. Powers of the Board of Directors

1. The governing body of the organization is the Board of Directors ("Board").

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

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

C. Responsibilities of the Board of Directors

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

D. Standards of Conduct for Directors, Officers, and Managing Directors

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

E. Tenure of the Board of Directors

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

F. Decisions of the Board

1. A decision of the Board is the action of the organization.
2. Any of the following constitutes a decision of the Board, provided that these bylaws or applicable law do not specify a different requirement for that action:
 - a. In a Board Meeting, the majority vote of Directors present and casting a vote;
 - b. Outside a Board Meeting, the affirmative written vote of the majority of Directors in office, provided that:
 - (i.) Identical written Notice of the proposed action is sent to all Directors at the same time;
 - (ii.) Such votes are sent to all Directors at the same time;
 - (iii.) Such votes are sent no less than 24 hours and no more than 14 days after Notice is delivered of the action; and
 - (iv.) The action is not limited by these bylaws or applicable law to occurring in a Board Meeting.
 - c. Outside a Board Meeting, the unanimous written approval of all Directors in office, provided that all written approvals are transacted within a 14-day window.

G. Meetings of the Board

1. The Board will meet regularly, and as desired or necessary, in Board Meetings.
2. Any Director, or the Board acting as a body, may call a Board Meeting by sending Notice of the meeting to all Directors.
3. The presiding officer of the Meeting is the President, or if not present or able, then designated by applicable policies or practices.
 - a. However, the Director or Board, respectively, who calls a particular Meeting may specify a different Director to be the presiding officer for that Meeting.

4. The Board must call an Annual Meeting of the Board to be held at approximately one-year intervals, and it must be scheduled to take place no less than 48 hours and not more than 45 days after the close of the Annual Meeting of the Membership.

a. If the Board fails to call an Annual Meeting of the Board in this time range, than any Director may call an Annual Meeting of the Board.

5. All Directors have the right to attend Board Meetings.

6. For actions, decisions, or voting to occur or represent the organization at a Board Meeting, in addition to meeting Notice and Quorum requirements detailed below, the Meeting must be held in a location accessible to all Directors without entry cost or requirements beyond ordinary and typical rules of conduct.

7. A Board Meeting may be held at one or more locations, provided that all locations and remote persons in attendance are connected via one or more communication methods so that each person in attendance can hear or otherwise communicate at substantially the same time with all persons in attendance, and all such persons are included in the course of the discussion, materials, and actions of the Meeting.

8. Board Meetings may be governed as the presiding officer sees fit, not inconsistent with other applicable policies or requirements, provided that:

a. if a Director moves to end discussion of a question and the motion is seconded by another Director, then the vote on whether to end discussion must occur immediately. If the motion to end discussion carries, a vote on the original motion must occur immediately.

b. If there are no remaining valid matters to be voted on for which Notice was delivered to the Board and if there is no pending motion for which at least two Directors express a desire to make progress, the Meeting is closed upon the declaration of the presiding officer or the decisive dispersal of the Directors in the apparent belief that the Meeting has concluded. Otherwise, the Meeting may not be closed over the objection of at least one-third of the Directors present.

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

H. Notice to the Board

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

a. Holding a Meeting of the Board, specifying the date, time, and location(s);

b. Election or removal of a Director to be voted on by the Board, specifying the action, and, for removal actions, the person; and specifying the Board Meeting for the vote;

c. A vote to approve a leave of absence or suspension of a Director position or end such a status, as described in Sections 8.H or 8.I, specifying the position, and specifying the Board Meeting for the vote;

d. A vote to amend these bylaws or the articles of incorporation, specifying the exact text of the amendment, and specifying the Board Meeting for the vote;

e. A vote to dissolve the organization, specifying terms of the action with reasonable particularity, and specifying the Board Meeting for the vote.

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

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

a. A Director waives required Notice if that Director is present at the Board Meeting or for the action otherwise requiring Notice, and does not raise an objection of improper Notice either prior to the action or Meeting or at the earliest reasonable opportunity after the commencement of the action or their arrival to the Meeting. If the Director votes for or assents to an action, that Director's objection is waived regarding both Notice of that action and Notice of holding the Meeting.

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

I. Quorum of the Board

Quorum for acting is met at a Board Meeting if at least two-thirds of the total number of Directors in office are in attendance.

J. Delegation

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

a. Enacting or amending organization policy;

b. Enacting or amending a code of conduct for Staff or for the Kumoricon event;

c. Enacting or amending requirements for all Kumoricon Staff positions or Membership; and

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

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

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

K. Conflict of Interest

1. A transaction in which a Director has a conflict of interest, direct or indirect, may be approved:
 - a. if, in advance of the transaction, the material facts and the Director's interest is disclosed or known to the Board; and/or
 - b. if the material facts and Director's interest were disclosed to the Members, and they approved, authorized or ratified the transaction.
2. A Director must recuse from voting on any matter in which they have a personal interest, including decisions on disciplinary action to themselves or to another person.
3. A Director may recuse themselves from discussion or attendance on any matter in which they have a personal interest or for which they are ineligible to vote, and if doing so:
 - a. If quorum of the Board would otherwise be met but for the presence of recused Directors, it will continue to be met, as long as at least 44% of Directors in office are present; and
 - b. The Board must recall a recused Director to discussion before discussing or acting on any other matters, or it must be treated the same as if the Board had acted without proper Notice to that Director.
4. The organization may abridge a Director's right to voting, discussion, meeting attendance, or access to any organization records or minutes in order to address a conflict of interest. Such restriction must be limited to a specific matter on which the Director has a conflict of interest.
 - a. A newly-imposed conflict of interest restriction of the type specified in this Paragraph, or an increase in scope of an existing such restriction, will only be applied:
 - (i.) As the final outcome of an adjudication process as described in Article 9; or
 - (ii.) If agreed to by the Director.
 - b. The organization has the responsibility of monitoring and determining when and whether to lift any such restriction.

Article 6: Officers

A. Designation of Officers

1. There will be a President, Treasurer, and Secretary of the organization.
2. In addition to the duties for Officers listed here, the organization may assign additional duties to Officers.
3. The Board may temporarily re-assign duties of Officers when not inconsistent with applicable law.

B. Duties of the President

The duties of the President are to:

1. Preside at all Meetings of the organization if not otherwise specified;
2. Have general supervision of the affairs of the organization;

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

C. Duties of the Secretary

The duties of the Secretary are to:

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

D. Duties of the Treasurer

The duties of the Treasurer are to:

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

Article 7: Kumoricon

A. Description

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

B. Managing Directors

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

C. Staff

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

3. The organization may set requirements and durations for specific Kumoricon Staff positions, provided that:
 - a. The organization must structure its requirements such that no person holding a Kumoricon Staff position is subject to a combined requirement of less than 16 hours of volunteer work associated with each Kumoricon event;
 - b. Each Kumoricon Staff position is associated with a specific Kumoricon and has a defined start and end date, which must be reasonably related to the needs of the Kumoricon it is associated with.
 - c. The organization must use a process for appointing persons to Kumoricon Staff positions which requires approval from not less than two Directors if the appointment would result in attainment of Membership or extending the expected duration of Membership based on the end dates of the positions..
 - d. In order to preserve election impartiality, the organization will not appoint persons to Kumoricon Staff positions between the end of a Kumoricon and the next Annual Meeting of the Membership without a specific and narrowly-tailored justification.

Article 8: Election, Tenure, Removal, and Resignation of Directors

A. Eligibility for Election

1. Any person who has the legal ability to enter contracts with the organization and who has reached the age of majority in the jurisdiction in which they reside is eligible for election to a Director position.
 - a. An otherwise eligible person may be made ineligible for election, but only by an explicit limitation on an individual basis imposed by the final outcome of an adjudication process as described in Article 9. For such a limitation to be valid:
 - (i.) The offense(s) must be substantial enough to warrant being barred from all Kumoricon Staff positions; and
 - (ii.) The limitation must be brought in a timely manner proximate to the alleged offense(s), taking into account delays caused by information that could not have been reasonably known to the organization.
 - (iii.) Such limitation must last for a specific amount of time not to exceed 7 years, which can only be adjusted longer or shorter, or removed, by a formal finding of a new adjudication process.
 - b. The organization may impose a condition that all elected Directors sign a confidentiality agreement to protect non-public business information of the organization, but only if the exact text of the agreement is publicly available at least 30 days prior to the election, and if the same agreement and terms are required for all incoming Kumoricon Staff. Such an agreement may not include terms that are not directly required for this purpose.
 - c. Eligibility may not otherwise be limited except by amendment to these bylaws.

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

B. Designation of Method of Election

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

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

C. Election and Tenure

1. The term of a Director position begins and ends at the closing of consecutive Annual Meetings of the body electing that position, to effectuate a term duration of approximately one year.

a. Election of Membership-Elected positions will normally take place at the Annual Meeting of the Membership to fill the expiring terms.

b. Election of Board-Elected positions will normally take place at the Annual Meeting of the Board to fill the expiring terms.

2. A person takes the office to which they have been elected at the close of the Meeting at which the election takes place. If the person does not explicitly accept or decline the election, they are presumed to have accepted the election.

a. If, prior to the close of the Meeting in which an election has occurred, an elected person explicitly declines the election, the election is void and another election for that position must be held.

3. A person who holds a Director position retains office until they are removed, resign, die, or at the close of the Meeting at which their successor is successfully elected.

4. A person may be elected for consecutive terms.

5. In the case of a vacancy in a Director position, a special election will be held to fill the position. The term of a Director elected by special election concludes at the same time as the term of the prior holder of the position.

a. If the next Annual Meeting of the electing body occurs prior to a successful special election for that position, then the special election for that vacancy will not be held and the term for the next holder of the position is the same as if no vacancy had occurred.

b. If a vacancy in a Director position will occur due to a resignation effective at a later date, then a special election may be held prior to the effective date of the resignation, and the successor will take office when the Director resigning leaves office for any reason or at the effective date and time of the resignation, whichever occurs first.

6. In the case of a vacancy or lack of elected successor for a Membership-Elected position, if the Board does not schedule a special election to be held which will occur within 90 days of the effective date of the vacancy, or 60 days of the vacancy if the effective date of the vacancy is less than 240 days from the next Kumoricon, then five percent of the Membership may call for a Special Meeting to be held for this purpose, as described in Paragraph 4.C.4, or may sign, date, and deliver, in one or more parts, a request to the Board for an election for the position to be held at a specified future Meeting already scheduled, and the Board must schedule and deliver proper Notice for such election if it is reasonably possible to do so.

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

1. In addition to the more general requirement of Paragraph 3.C.2, printed copies of these bylaws and policies related to elections must be available for review at a Meeting holding an election of a Director.

2. In any election, including runoffs, any Member has the right to vote for any eligible candidate, including by write-in.
3. Members must have the opportunity to cast a “no confidence” vote which is not in favor of any candidate but counts among the votes cast, and is included in the determination of whether a majority of votes in favor of a candidate has been met.
4. Members must have the opportunity to abstain from casting any vote. Such abstention is not treated as a “no confidence” vote, and is not counted as a vote cast.
5. Elections must be held by secret written ballot, unless, at that election, a motion to elect by acclamation is passed without any Member objection.
6. It is not considered a conflict of interest under the rules of this organization for a Member to vote for themselves or for any other person in any election for a Membership-Elected position.
7. If an election for President and for any other Member-Elected position are occurring at a Meeting, then an attempt to elect the President must occur prior to an attempted election for any other position.

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

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

F. Removal of Directors

1. A Director may be removed from a Membership-Elected position, with or without cause, by a majority vote of the Members casting a vote at a Special Meeting of the Membership.
2. A Director may be removed from a Board-Elected position, with or without cause, by a vote in which two-thirds of the total number of Directors in office vote in favor of the removal, at a Board Meeting.
3. A Director may be removed from a position by a vote in which a majority of the total number of Directors in office vote in favor of the removal, at a Board Meeting. Such removal under this Paragraph may only occur in recognition of a final outcome of an adjudication process as described in Article 9, as the result of a finding by the process that:
 - a. The person is not meeting satisfactory performance or attendance requirements on an ongoing basis in their duties either as a member of the Board, or as Officer or Managing Director, evaluated relative to the typical performance of other Directors, and also has not been reasonably responsive to specific performance feedback as discussed and agreed to by the Board and delivered in writing to the person;
 - b. The person is found to have committed any serious act of misconduct in connection with the organization, including but not limited to an act of dishonesty, theft, misappropriation of organization property, serious violation of a code of conduct or organization rule, or any act injuring, abusing, or endangering others;
 - c. The person pled guilty to, or was convicted of, a felony, or to an offense involving violence to any person; or
 - d. The person is found, by the organization’s internal review, to have carried out an action involving violence to any person; or

e. It is found that a conflict of interest is too great to co-exist with that person's Director position, despite mitigation options.

4. For a removal under Paragraph 3:

a. Any facts in dispute that are relied on to meet the requirements of removal must be established by clear and convincing evidence by the adjudication process.

b. For Sub-Paragraphs 3.c and 3.d, the act of the Director facing removal does not need to be connected with or related to the organization in order to meet a requirement for removal.

c. A removal under Paragraph 3 may not occur if all of the facts that would satisfy the requirements for removal were known to the electing body at the time of that Director's most recent election, and there have since been no significant, material changes in known facts.

d. The Board vote of removal may not occur more than 45 days after the final outcome of the adjudication process that would authorize it.

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

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

G. Resignation of Directors

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

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

b. A resignation must be unconditional to be valid.

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

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

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

H. Leave of Absence

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

I. Suspension

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

J. During a Leave of Absence or Suspension

1. During a leave of absence or suspension:

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

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

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

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

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

b. It is ended by the final outcome of an adjudication process as described in Article 9, provided that the affected Director is still in office; or

c. The Director's successor is elected.

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

Article 9: Adjudication Process

1. The organization will establish a process by which decisions can be made regarding disciplinary action or restrictions against a Member or Director.

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

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

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

5. The process must:

- a. Provide fair and reasonable notice to the respondent of the proceedings and the outcome, and accommodate reasonable scheduling requests;
- b. Provide an opportunity to the respondent to present arguments and evidence in their defense;
- c. Operate in a consistent manner over time, taking into account relevant circumstances;
- d. Individually consider each case in a fair and reasonable manner, taking into account all of the relevant facts and circumstances, and not have a pre-ordained outcome.

Article 10: Contracts, Checks, Deposits, and Funds

A. Contracts

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

B. Financial Instruments

All checks, drafts, or other orders of the payment of money, notes, or other evidences of indebtedness issued in the name of Altonimbus Entertainment shall be signed by such Director or Directors of the organization as may be specified by the Board.

C. Deposits

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

D. Gifts

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

E. Loans

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

F. Review

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

Article 11: Method of Notice

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

- a. Notice is considered delivered when the communication is passed to the control of the mailing address or email address provided within the person's Membership records.
 - b. When Notice relates to a matter concerning a particular person who is entitled to that Notice, every reasonable effort must be made to ensure actual receipt of Notice by that person.
2. A communication that contains a form of Notice recognized by this organization must make the Notice prominent and clear, and it must be quickly evident upon cursory review that the communication contains such Notice.

Article 12: Amendments, Distribution, and Dissolution

A: Amendments

1. These bylaws or the articles of incorporation may be amended by both of the following, which may take place in either order:
 - a. a vote in which two-thirds of the total number of Directors vote in favor of the amendment(s) at a Board Meeting; and
 - b. a majority vote of the Members voting at a Meeting of the Membership.
2. The approval of the Board and Membership for a specific amendment under Paragraph 1 must take place within 120 days of each other to be effective.
3. The amendment procedure in Paragraph 1 does not apply where a different requirement is specified elsewhere in these bylaws.
4. The Board may change the principal office of the organization as an ordinary decision of the Board, and this will result in amendment to Section 2.B of these bylaws to reflect the changed principal address.
5. These bylaws hereby prohibit the option specified by ORS 65.241 (2), or elsewhere in Oregon law, for the Board, without required approval of the Members, to amend these bylaws to decrease the quorum for any Member action.

B. Distribution of Assets

In cases other than dissolution, and in addition to any other provisions of these bylaws that may restrict or forgo such action, the Membership must approve, by majority vote of the Members voting at a Meeting of the Membership, any sale, transfer, lease, or license of any portion of assets that would cause Altonimbus Entertainment to effectively lose control of, or its controlling interest in, the Kumoricon event, or any sale, transfer, lease, or license of any intellectual property interest in the name "Kumoricon" that ties its identity to the Kumoricon event.

C. Dissolution

The organization shall be dissolved upon a unanimous vote of the Board at a Board Meeting at which Notice of this action was provided to the Board, and at least six Board Members are voting.

D. Distribution of Assets Upon Dissolution

Upon dissolution, organization assets shall first go toward satisfying debts owed to the creditors of the organization, if any. Any remaining assets shall be donated to a 501(c)(3) organization approved by both the Membership and by the Board in votes of each body. If such combined approval cannot be obtained after a reasonable, good faith effort, then the Board shall select a 501(c)(3) organization by a vote in which two-thirds of the total Directors in office cast votes in approval.

Article 13: Founders

1. The Founders of Altonimbus Entertainment are (in alphabetical order by last name): Duncan Barth, Sean Larson, Ryan Stasel, Tamara Stasel née Fuller, and Peter Verrey.
2. The Board may consult with and include any Founders on executive-level matters as it deems beneficial or desirable.