

Phandemonium Policies & Procedures

Ratified as of January 10, 2016

1. Organization

- a. The General Membership, which is made up of all people who have purchased an annual membership or have been granted a membership for providing valuable service to the Corporation.
- b. Keepers of Valuable Knowledge, who are people appointed by the Board and serve at the Board's discretion or until they notify the Board in writing of their resignation. All Keepers are answerable directly to the Board and may not act for the Corporation except at the direction of the Board. The Keepers are members who have provided valuable service to the corporation in the past and are charged with providing guidance/experience to other corporate members as requested.
- c. The Convention Staff:
 - i. The annual ad-hoc Convention Committee (Con Com), which is headed by a Convention Chair (Con Chair) who is chosen by the Board and serves at the Board's discretion until their assigned convention is complete and has closed its books or they notify the Board of their resignation in writing. The rest of the committee is appointed by the Con Chair and serves at the Con Chair's discretion, with responsibilities determined by the Con Chair, until their assigned convention is complete or they notify the Con Chair of their resignation.
 - ii. The annual ad-hoc Convention Committee in Waiting (Con Com in Waiting), which is headed by a Convention Chair (Chair Apparent) who is chosen by the Board and serves at the Board's discretion until their assigned convention is complete and has closed its books or they notify the Board of their resignation in writing. The rest of the committee is appointed by the Chair Apparent and serve at the Chair Apparent's discretion, with responsibilities determined by the Chair Apparent, until their assigned convention is complete or they notify the Chair Apparent of their resignation.
- d. The Corporate Staff, which is made up of people appointed by the Board and who serve at the Board's discretion or until they notify the Board in writing of their resignation. At the start of each Con Year the Board will have a vote of confidence for each Corporate Staff position. All Corporate Staff are answerable directly to the Board and may not act for the Corporation except at the direction of the Board or in the execution of their explicitly granted powers. The Corporate Staff is made up of the following positions:
 - i. The Corporate Archivist, who is responsible for maintaining records of corporate activities, and events (as not covered by the Secretary in section 3.a.ii) in as public a manner as possible.
 - ii. The Minister for Community Outreach, who is responsible for defining and executing plans to enhance the community; researching the interests and goals of the community; assisting with the growth of Fen within the community; aiding Fen in getting connected with corporate resources and advancing through the corporate structure.
 - iii. The Supreme Minister of Fun, who is responsible for gauging the effectiveness of all aspects of the Corporation and providing an annual report to the Board as

well as providing any ad-hoc notifications/kudos they deem necessary. Also acts as Ombudsman between the Board of Directors and the General Membership.

- iv. The IT Director, who is responsible for acquiring, managing, and maintaining the IT needs of the Corporation.
 - v. The Facilities Coordinator, who is responsible for continuity of the relationship with the hotel or other facilities, including contract negotiations, and providing historical knowledge to the Con Com Hotel Liaison.
 - vi. Health and Sanitation Supervisor, who secures and holds Health and Sanitation certificate from appropriate government office, prepares and maintains documentation regarding food sanitation for use at Phandemonium events where Phandemonium provides food service, oversees and ensures health and sanitation requirements are upheld at Phandemonium events where Phandemonium provides food service, and oversees any other duties as required by the Board regarding health and sanitation needs.
 - vii. Ad-Hoc Staff, The Board may create Ad-Hoc Staff positions for the purpose of accomplishing a given task required by the corporation. These positions are designed to handle a single important task with a defined endpoint.
 - 1. These positions must be created with a title, a defined purpose, and goal, and/or a defined term limit.
 - 2. Any Ad-Hoc Staff positions must be reviewed at the first meeting of the new fiscal year.
 - 3. No person holding a formally defined staff position or a voting member of the Board may hold an Ad-Hoc Staff position.
 - e. The Board of Directors, as defined in the Bylaws.
2. Rules of Conduct
- a. Regarding the whole Corporation
 - i. This is a volunteer and not-for profit organization. As such, no compensation for work done for the Corporation will be permitted beyond the granting of a standard membership. However, in recognition for the amount of additional effort placed into the Convention over the course of the year, the Con Chair may provide an addition gift or memento to all members of the Con Com, provided that the value of these gifts in total are approved by the Board of Directors as part of the convention budget.
 - ii. No membership reimbursements may exceed the amount actually spent by the member to purchase a membership.
 - iii. The Corporation and the Convention exist for the improvement and enjoyment of the community. Any actions that endanger those goals are prohibited and can result in the removal of the offender's membership and/or exclusion from future events.
 - iv. Memberships to the Corporation are transferable at the discretion of the Con Chair or their designated representative.
 - b. Regarding the Board
 - i. All Board Members shall receive a minimum of two weeks' notice for all meetings, except in the case where an emergency meeting is required.
 - ii. Conduct of meetings:
 - 1. The President presides over each Board Meeting.
 - 2. The election of the President of the Board shall be the first business of the Con Year for each new Board.
 - a. This election shall be presided over by the first person available from the below selection order:

- i. Previous Con Year's Board President, if they are still serving on the Board.
 - ii. Previous Con Year's Secretary, if they are still serving on the Board.
 - iii. Previous Con Year's Treasurer, if they are still serving on the Board.
 - iv. Previous Con Year's Supreme Minister of Fun, if they are still serving on the Board.
 - v. The Board Member entering their last year of service whose last name come first alphabetically.
 3. The votes to retain and/or select the Secretary and Treasurer will be the second business of the Con Year for each new Board.
 4. Completion of the Conflict of Interest Questionnaire will be done at the first meeting of the Con Year for each new Board.
 - a. If a member cannot attend the first meeting, the Questionnaire will be completed at the first meeting themembers is able to attend or within 90 days of the first meeting, whichever comes first.
 5. The proceedings of all Board meetings must be documented.
 6. The agenda of each Board meeting (which is to be set and published to all those invited to attend at least three (3) days before the meeting) is set by the President except:
 - a. The agenda shall include a Treasurer's report detailing the Corporate/Convention finances and a Con Chair's report detailing purchased memberships/project membership.
 - b. Any Board Member may add items to the agenda. The order of the added items within the published agenda is at the discretion of the President.
 - c. The Supreme Minister of Fun may add items to the agenda. The order of the added items within the published agenda is at the discretion of the President.
 - d. Any other Corporate Staff member may request an item be added to the agenda provided they announce this to the President no later than two (2) days before the meeting.
 7. The first vote of every meeting will be to adopt rules of order for the meeting. If rules of order cannot be agreed upon, the current edition of Robert's Rules of Order Newly Revised shall be instituted by default.
 8. Any Keeper of Corporate Staff may attend a Board Meeting; their participation however, is limited to adding input only when recognized by the President. They may be removed from a Board meeting at the discretion of the President, with the exception of the Supreme Minister of Fun, who may only be removed from the meeting by a supermajority vote.
- iii. To be eligible for election to the Board a candidate must meet the following conditions:
 1. Be a member of the Corporation, over the age of 18 at the time that the election is held.
 2. Served as a member of a Convention Committee or have provided significant service to the Convention/Corporation.

3. May not concurrently hold a position equivalent to Board Member or Con Chair of a similar Science Fiction Corporation or Convention, as defined by the Conflict of Interest Questionnaire.
4. May not have served in an elected or appointed capacity on the Board of Directors during the current Con Year.
5. Have their candidacy ratified by a majority vote of the current Board of Directors.
 - a. If a prospective candidate believes that they have not received due consideration from the Board of Directors, they may appeal to the Supreme Minister of Fun for reconsideration. If the Supreme Minister of Fun determines that a candidate should be reconsidered, a second vote shall be called. This second vote will require a supermajority to disqualify a candidate.

iv. Election Process:

1. Annually, the Board of Directors shall send out a notification to the General Membership describing the eligibility requirements, and requesting interested parties to declare their intent to run for the Board, by responding with their qualifications and any other pertinent information. This notification can be via mass mailing, Corporate/Convention websites, and/or email. Dates and timeframes for notification and responses are to be determined by the Board of Directors.
2. The Board of Directors shall review all candidate and determine eligibility based on the requirements as stated in the eligibility rules.
3. The Board of Directors shall respond to all candidates stating whether they have been approved to be on the ballot or not.
4. An informational session shall be held during the Convention prior to the open Board meeting, to allow candidates to discuss their qualifications and/or agenda with the General Membership.
5. The elections will take place at the open Board meeting held during the convention. Members attending the meeting will be allowed to vote for two candidates from the slate of candidates appearing on the ballot.

v. Selection of the Chair Apparent:

1. Annually, the Board of Directors, shall send out a notification to the General Membership soliciting proposals to run the next unassigned Convention, and requesting interested parties to respond with their proposals and any other pertinent information. This notification can be via mass mailing, Corporate/Convention websites, and/or email. Dates and timeframes for notification, responses, and selection are to be determined by the Board of Directors.
2. Selection of the Chair Apparent shall occur no earlier than the end of July, and no later than Mid-November. If no proposals are presented, or the Board determines that none of the proposals are viable, the Board will act as Chair Apparent until such time as the Board determines to fill the position.
3. The Board of Directors shall review all proposals received by the submission deadline, and invite interested parties to a Board of Directors meeting to present their proposal and answer questions.

4. The Board of Directors shall select a Chair Apparent based on the submitted proposals and discussions with the prospective Chairs Apparent.
 5. The Board of Directors shall respond to all those submitting proposals to inform them of the Board's decision.
- vi. Removal:
1. Members of the Board, the Con Chair, and the Chair Apparent may be removed if it is determined that they are acting contrary to the best interests of the Corporation. This determination can only be made by a Board vote. Regardless of the number of voting Board Members present, the vote to remove requires a simple majority of all eligible voting members of the Board of Directors.
 2. Upon removal of any Board Member, the Board shall appoint a replacement to serve the remainder of that Member's term. All replacements shall need to fulfill the same eligibility requirements as other members of the Board.
 3. Upon removal of the Con Chair, Chair Apparent, or Corporate Staff, a replacement shall be selected as soon as possible.
- vii. Separation of Functions:
1. No one person shall simultaneously hold two voting positions on the Board of Directors (Elected Board Member, Secretary, Treasurer, Convention Chair). In order to assume the new function, the old function must be given up. In cases where a Board Member is filling a vacancy for Secretary or Treasurer, they may remain Board Members as defined in the bylaws, but are limited to a single vote.
 2. Elected members of the Board of Directors may serve as one of the named Corporate Staff positions, except the position of The Supreme Minister of Fun.
 3. The Supreme Minister of Fun and the Convention Chair may not hold any other position on the Board of Directors or Corporate Staff.
 4. The President of the Board of Directors may not serve as one of the Corporate Staff positions.
- c. Regarding the Convention Committee and the conduct of the Convention:
- i. The Convention is to be a four day event (Thursday through Sunday), held in February. Alteration of the above timing is subject to approval by the Board.
 - ii. The Con Chair will notify the Board of all full Con Com Meetings.
 - iii. The Con Chair will submit a preliminary budget at least twelve (12) months before their convention or one (1) month after the closing of the books of the immediately previous convention, whichever occurs later.
 - iv. The Con Chair will submit a final budget at least ten (10) months before their convention or three (3) months after the closing of the books of the immediately previous convention, whichever occurs later.
 - v. The purchase of an annual membership to the Corporation will grant the holder access to the Convention.
 - vi. All memberships granted shall be charged to the Convention's budget at the pre-registration rate.
 - vii. The Convention Committee will arrange space at the Convention (at a time and location published in the Convention program book) for conducting Corporation business including, but not limited to:
 1. The holding of a Board meeting open to all Corporation members.

2. Election of two new Board members by the membership attending the meeting.
 3. The holding of an informational session regarding all aspects of the Corporate membership prior to the open board meeting.
 4. The holding of a session to allow candidates for the Board of Directors to talk with and answer questions from the General Membership prior to the open Board meeting.
 5. Any other Corporation business deemed necessary by the Board or the Con Chair.
- viii. All submissions for reimbursement against the convention budget shall be given no later than one month after the Convention or two weeks prior to the end of the Con Year, whichever comes first. After this time they are only acceptable by approval of the Board.
 - ix. The face value of all memberships to the Corporation can be recommended by the Con Chair, but need to be approved by the Board.
 - x. The Con Chair shall designate one of the Guests of Honor for their convention to be eligible to receive lifetime membership to Phandemonium and complimentary 3 night hotel stay during the convention for any years in which they desire to attend the Convention. The expenses related to this benefit shall be part of the Phandemonium Board budget, and not a Convention expense.
 - xi. The program book for the Convention will include a listing of the Con Com, Keepers of Valuable Knowledge, Corporate Staff, and Board of Directors for that Con Year.
- d. Regarding the Convention Committee in Waiting:
 - i. The Chair Apparent will notify the Board of all full Con Com in Waiting meetings.
 - ii. The Chair Apparent shall use the time period from their appointment, to the start of their Con Year, to invite and confirm guests, prepare marketing materials (print and/or online), as well as organize and put the convention preparation in motion without interfering with the current Con Chair or Con Com at the discretion of the Board of Directors.
 - iii. The Chair Apparent will become the Con Chair and the Con Com in Waiting will become the Con Com officially at the beginning of the Con Year in which their assigned convention occurs.
 - e. Regarding the Corporate Staff:
 - i. All Corporate Staff must provide the board with at least three reports of their activities and accomplishments in regard to their position in each Con Year.
3. Regulations
 - a. Defined Powers – Along with the powers defined in the Phandemonium Bylaws, the following powers are granted to each position of the Corporation. Any powers not explicitly granted are reserved for the Board as a whole.
 - i. Board President
 1. Sign checks for the Corporation at the discretion of the Board or the Con Chair.
 2. Sign Contracts as directed by the Corporation.
 - ii. Corporate Secretary
 1. Record the proceedings of any corporate Board Meeting.
 2. Distribute copies of the meeting minutes to all Board Members within two weeks of the meetings.

3. Summarize minutes and deliver summarization to all Board Members for approval and positing to the appropriate public forum.
 4. Oversee any other duties as required by the Board.
- iii. Treasurer
1. Sign checks for the Corporation at the discretion of the Board or the Con Chair.
 2. Open and close bank accounts in a manner advantageous for the Corporation at the direction of the Board.
 3. Deposit and withdraw funds (including cash) at the direction of the Board or the Con Chair.
 4. Shift funds between corporate accounts.
 5. Complete and submit accurate State and Federal forms for the Corporation.
 6. Serve on all Con Coms during their tenure.
 7. Oversee any other financial duties as required by the Board.
- iv. Convention Committee Chair (Con Chair)
1. Sole executive authority for the execution of the convention for which they are responsible, including, but not limited to:
 - a. Selection and/or removal of members of the Con Com for their Convention with the exception of the Treasurer and IT Director.
 - b. Detailing all the particulars of the Convention as long as those particulars do not break any existing corporate regulation or agreements. Agreements however, may be cancelled with Board approval.
 - c. Arranging for Convention Guests of Honor, including necessary airfare, transportation, lodging, and attendance stipends.
 2. Sign checks relating to their Convention expenses.
 3. Call a Board meeting if something requiring immediate attention arises.
- v. Archivist
1. Enter into agreements and purchase services to help with the archiving and dissemination of corporate records and materials, with Board approval.
 2. Oversee any other duties as required by the Board.
- vi. Minister of Community Outreach
1. Develop proposals for the Board for projects and/or expenditures of funds to enhance the community.
 2. Disseminate any blanket community enhancement funds authorized by the Board.
 3. Oversee ongoing community events (other than the yearly convention).
 4. Oversee any other duties as required by the Board.
- vii. Supreme Minister of Fun
1. Attend any Board or Con Com meeting.
 2. Interview any member of the Corporation.
 3. Create questionnaires for inclusion in corporate publications or for direct mailings.
 4. Act as Ombudsman between the Board of Directors and the General Membership.
 5. Add items to the agenda of any Board of Directors meeting.
 6. Oversee any other duties as required by the Board.
- viii. IT Director

1. Enter into agreements for the Corporation relating to the IT infrastructure of the Corporation and event.
 2. Oversee Convention/Phandemonium website admin – Track passwords, names, permissions. Works with Conventions and Phandemonium webmasters to make sure any Board defined items/goals are met.
 3. Oversee email admin – Maintain aliases, number of lists, and who goes on/off lists.
 4. Oversee forums – Can access administrative permissions, ensures forums comply with organization standards.
 5. Oversee Convention attendee database – Maintain access and control over logins and permissions. Know where backups are kept and what the recovery procedure is. Oversee exportation of the database when desired by either the Con Chair or the Board of Directors. Ensure that before/during the convention the database is maintained in such a way that it is clean and up to date.
 6. Oversee departmental databases – Ensure that backups of the databases are made and kept by the IT manager at key intervals, when necessary, provide interface assistance between databases.
 7. Oversee retention of electronic documents and electronic archives – Coordinate with the corporate archivist to retain a , etc.historical archive of speakers, Goat Droppings, Meeting Minutes, etc.
 8. Oversee any other IT duties as required by the Board.
- ix. Facilities Coordinator
1. Negotiate and execute (after Board review) contracts related to the Hotel or other facilities where the Corporation may hold its events.
 2. Act as secondary contact should the Con Com Hotel Liaison be unavailable or that position temporarily be unfilled.
 3. Oversee any other duties as required by the Board.
- x. Convention Committee Chair in Waiting (Chair Apparent)
1. Sole executive authority for the execution of the convention they are responsible for, which includes but is not limited to:
 - a. Selection and/or removal of the members of the Con Com for their Convention, with the exception of the Treasurer and the IT Director.
 - b. Detailing all the particulars of the Convention as long as those particulars do not break any existing corporate regulation or agreements.
 - c. Arranging for Convention Guests of Honor, including necessary airfare, transportation, lodging, and attendance stipends.
 2. Request a Board meeting if something requiring immediate attention arises.
4. Restricted Powers – These are powers that are explicitly not granted:
- a. No member of the Corporation may spend Corporation funds without a budget that has been approved by the Board. This includes the expenditure of any monies for the Convention. Any non-budgeted expenses must be brought before the Board.
 - b. No member of the Corporation may use Corporate Assets without approval of the Board.
 - c. The Con Chair and/or Chair Apparent can make no agreements for the Corporation that extends beyond their Convention (either in scope or in term) without the consent of the Board.

- d. The Con Chair may not increase the total budget of their Convention by more than 10% of the last Board approved amount without getting the budget re-approved.
- e. The Con Chair may not cut any approved departmental budget by more than 30% of the last Board approved amount for that department without getting their budget re-approved.
- f. No member of the Con Com may overspend his or her budget. Any excess expenses over budget are the responsibility of the party incurring that expense. It is under the discretion of the Board as to whether the over expenditure will be covered.
- g. The Con Chair and/or Chair Apparent cannot authorize the disbursement of funds to any person that do not represent either reimbursement or pre-payment of approved budgetary expenditures. The Board does not have line item change veto in the process of approving a Convention Budget.
- h. The Board does not have the power to direct the Con Chair and/or Chair Apparent to act in any manner concerning their Convention except to ensure that regulations and contractual agreements are upheld.
- i. The Board does not have the power to remove or change any Board approved Con Com or Con Com in Waiting appointments except to rescind the appointment of the Con Chair or Chair Apparent.
- j. The Board cannot make agreements for the Convention, except in cases of making agreements that span multiple years. Multiple year agreements that affect the Convention in the current Con Year must have the approval of the current Con Chair.
- k. At the beginning of the Con Year, the Board reserves the right, at its discretion to reassign signatory powers to alternative voting Board Members.
- l.