

# WINSFA

## Constitution

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Constitution Committee Chairman- John Speelman

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## **1. Purpose of WINSFA Senate**

- 1.1.** The purpose of the WINSFA Senate is to promote awareness in the areas of Science, Science Fiction & Fantasy in Winnipeg and provide the opportunity to bring individuals and groups that support these ideals together at least once a year. This is done primarily through the production of a yearly convention known as KEYCON, Science Fiction Convention, Inc; hereinafter, and commonly, known as KEYCON.
- 1.2.** The secondary purpose is to promote fandom in Winnipeg, Manitoba and Canada.
- 1.3.** It is the prerogative of the WINSFA Senate to oversee all aspects of Keycon.

## **2. WINSFA Senate Membership**

### **2.1. Purpose of WINSFA Senate membership**

- 2.1.1.** The purpose of membership in the WINSFA Senate is to provide resources, guidance, and an overseeing committee to the running of the annual KEYCON Convention and to ensure that convention's continuity over time.

### **2.2. Membership**

#### **2.2.1. New Members**

- 2.2.1.1.** Any active member of the WINSFA Senate may sponsor a nominee for membership to the Senate.
- 2.2.1.2.** The nominee must be proposed at a regular meeting. Along with the name of the nominee, a brief introduction detailing the benefits to the Senate of membership for this person shall be given.
- 2.2.1.3.** The nominee must then receive a simple majority of a vote cast by secret ballot at the meeting they are proposed at, to be placed on the agenda for discussion and vote at the next regular meeting.
- 2.2.1.4.** The nominee must receive a 75% majority of a vote cast by secret ballot at the next meeting to be accepted for membership. A specified proxy may be used in this vote. The nominee is not to be present during the discussion and vote on their membership.
- 2.2.1.5.** If the vote is to accept the nominee, the Senate will appoint a spokesperson to inform the nominee. If the nominee accepts, their membership will become effective at the next meeting subject to the dues requirements as per 2.2.5
- 2.2.1.6.** If a nominee fails either vote, they can not be proposed for membership again for a period of 6 months.
- 2.2.1.7.** If a nominee fails 3 votes for membership as per section 2.2.1.4, they can not be proposed again through this method.

#### **2.2.2. Chairs of KEYCON Convention**

- 2.2.2.1.** At the time of their appointment, the Chairs become provisional senators, eligible to attend all meetings but with no voting rights except on matters pertaining to their convention, at the discretion of the Senate President.
- 2.2.2.2.** If the Chairs fail to fulfill their term as Chairs of KEYCON, they will automatically lose any provisional status and be ineligible for the vote outlined in article 2.2.2.3.
- 2.2.2.3.** Following the completion of their KEYCON Convention as per 2.9.3.1, the Chairs are subject to a vote to determine their active Senate status. This vote must be on the agenda of the meeting following the closing of that convention's books. The Chairs require a 75% vote of confidence by secret ballot to become active members.

#### **2.2.3. Active Members**

- 2.2.3.1.** An active member is defined as any member of the WINSFA Senate who has

attended at least 4 of the previous 6 regular meetings, with at least 2 of these being in person, and has paid the dues as specified for the current year as defined in 2.2.5.

- 2.2.3.2.** All paid up members as per 2.2.5 and any members whose names appear in the agenda of the meeting will receive notification of a meeting as per 2.2.3.3. A member must be notified in writing by the secretary that they have become inactive and that they must satisfy the conditions of 2.2.3.6 to regain active status.
  - 2.2.3.3.** A notification of a meeting should consist of an agenda, minutes of the last meeting, and any related documents (as available).
  - 2.2.3.4.** Any member who fails to satisfy the requirements to stay an active member becomes an inactive member.
  - 2.2.3.5.** Inactive members are not eligible to vote and do not count towards quorum as per 2.7.3.
  - 2.2.3.6.** Inactive members are entitled to attend only one regular meeting without paying the current year's membership dues. They are not required to back pay for membership dues for inactive periods when attempting to become active again.
  - 2.2.3.7.** An inactive member becomes an active member by attending three consecutive regular meetings in person and paying their membership dues for the year. After that, they are subject to all the clauses and conditions of 2.2.3 again.
  - 2.2.3.8.** Any member who is both inactive and failed to pay dues for a full year shall be deemed to have lost their membership in the WINSFA Senate. They must satisfy the requirements of 2.2.1 or 2.2.2 to again become a member.
- 2.2.4. Removal of Senate Members**
- 2.2.4.1.** Any Senator whose conduct has been determined to be detrimental to the purpose of KEYCON and/or the WINSFA Senate may be removed from the Senate provided the following conditions are met.
    - 2.2.4.1.1.** The matter and any affidavits or applicable information must be brought in writing to the attention of the President or Vice President of the Senate
  - 2.2.4.2.** The President or Vice President of the Senate will be responsible for discussing the matter(s) with the concerned parties and having this matter put in the agenda for the next meeting.
  - 2.2.4.3.** All concerned parties must be notified in writing of all meetings involving discussion or voting re this matter.
  - 2.2.4.4.** All concerned parties must be given the right to speak at all meetings concerning this matter. It is not mandatory that they speak or attend the meetings provided they have been notified of the meeting.
  - 2.2.4.5.** At the first meeting concerning this matter, if required, a simple majority cast by secret ballot is required after discussion, to proceed with the matter. At that time, the item will be placed on the agenda for the next meeting.
  - 2.2.4.6.** At the second meeting, after discussion and presentations have been completed, a 75% majority of a vote cast by secret ballot is required to remove the member(s) in question from the WINSFA Senate. Proxies are not applicable.
  - 2.2.4.7.** Removal from the Senate involves an automatic suspension for a period of not less than one year, the exact period to be determined at the removal meeting.
  - 2.2.4.8.** Being removed as a member of the Senate does not automatically carry any other sanctions. That is, the removed member may still work for or hold office in KEYCON, even while suspended, and may again be proposed as a member of the Senate but only after the suspension has elapsed.
- 2.2.5. Dues**
- 2.2.5.1.** Dues are set in the first meeting of the calendar year.
  - 2.2.5.2.** Dues for the Senate are payable at the January meeting of each year (when the dues are set as per 2.2.5.1) for the period from that day till the next Dec. 31.
  - 2.2.5.3.** New members will have dues pro rated from date of acceptance to end of fiscal

year as per 2.2.5.2.

### **2.2.6. Remuneration**

**2.2.6.1.** The members of WINSFA senate shall serve without remuneration and shall not directly or indirectly receive any profit from their position as such.

**2.2.6.2.** A senator may be paid reasonable expenses incurred in the performance of WINSFA Senate duties and any person who is a bona fide contractor may be paid remuneration with respect to services performed as a contractor.

### **2.3. Executive Officers**

**2.3.1.** The Executive shall consist of President, Vice President, Treasurer and Secretary. All must be active Senators.

**2.3.2.** The Executive shall, subject to the constitution, and directions given it by the majority vote of any meeting properly called and constituted, have full control and management of the affairs of the Senate.

#### **2.3.3. THE PRESIDENT**

**2.3.3.1.** The President, when present, shall preside at all meetings of the Senate.

**2.3.3.2.** In the absence of the President and Vice-President, a chair may be elected to preside at the meeting.

**2.3.3.3.** The President may vote in all meetings. In the event of a tie vote, the President, at his/her discretion, may either: cast a second tie breaking vote or abstain.

**2.3.3.4.** No one person may hold the positions of WINSFA Senate President and Keycon Chair at the same time. If circumstances require the President to assume the position and duties of Keycon Chair, the President's position will be immediately vacated and a replacement president elected as per section 2.4

#### **2.3.4. VICE PRESIDENT**

**2.3.4.1.** The Vice President, in the absence of the President, shall preside at all meetings.

**2.3.4.2.** The Vice President may vote in all meetings as per 2.3.3.3.

#### **2.3.5. SECRETARY**

**2.3.5.1.** It shall be the duty of the Secretary to attend all meetings of the Senate and the executive and to keep accurate minutes of same. In the case of the absence of the Secretary, these duties shall be discharged by such officer as may be appointed by the chair. The Secretary shall have charge of all correspondence of the Senate, under the direction of the President and the Executive; or may delegate responsibility for any portion of the correspondence to any member of a committee (as deemed appropriate by the Executive). The Secretary may vote at all meetings of the Senate.

**2.3.5.2.** The Secretary maintains all Senate permanent records and is responsible for passing those records to the new secretary when a change of office occurs.

**2.3.5.3.** The Secretary shall keep a record of all members of the Senate, their addresses, the date they were admitted to the Senate, the status of their dues, and the type of membership they possess, according to 2.2.3 & 2.2.4.

**2.3.5.4.** The Secretary shall, in co-operation with the Treasurer, be responsible for making the annual reports to the provincial government, and maintaining the Senate's historical records & documents.

**2.3.5.5.** Each member of the Senate shall at all times, have access to the books and records of the Secretary upon two week notice in writing to the Secretary.

#### **2.3.6. TREASURER**

**2.3.6.1.** The Treasurer shall properly account for any and all funds of the Senate and shall keep such books as may be directed. The Treasurer shall receive all monies paid to the Senate and shall be responsible for the deposit of same in whatever financial institution the Executive may order, or delegate the receipt and deposit of such monies to the Treasurer of such committees the Executive may appoint. The Treasurer shall present a full and detailed account of receipts and disbursements if

requested by an agenda item as per 2.7.2 and shall prepare for submission to the Annual General Meeting, a statement of the financial position of the Senate and submit a copy of the same to the Secretary for the records of the Senate. The Treasurer may vote at all meetings of the Senate.

- 2.3.6.2.** The books, accounts and records of the Secretary and the Treasurer MAY be audited by a committee appointed by the Senate at its discretion for that purpose. Any generated audited statements of the records in question shall be submitted to the Annual General Meeting of the WINSFA Senate, along with a statement of the purpose/reason for the audit and its results.
- 2.3.6.3.** Each member of the Senate shall at all times, have access to the books and records of the Treasurer upon two week notice in writing to the Treasurer.
- 2.3.6.4.** The Treasurer collects dues as per 2.2.5 and reports payment of dues to the Secretary.
- 2.3.6.5.** The Treasurer, in conjunction with the Secretary and Vice-President, is responsible for all filings, fees, and maintenance that is required for yearly upkeep of the incorporation papers of the WINSFA Senate and KEYCON.

## **2.4. Election of Officers**

- 2.4.1.** NOMINATIONS for election of Executive members shall require the signatures of two active members. Active members may only nominate one person per elected Senate position. Candidates who are absent from the nomination meeting shall be permitted to run for executive office provided that a signed notice stating the candidate's willingness to run, and the Senate office for which the candidate wishes to be considered, has been received by the Secretary prior to the ballot.
- 2.4.2.** ELECTION of the Executive of the Senate shall be at the meeting following the nomination meeting. Election will be by secret ballot tabulated by two members of the Senate acceptable to all nominees. Proxies will NOT be allowed. The Scrutineers shall announce the winners to the meeting and destroy the ballots upon acceptance of the results.
- 2.4.3.** Ballots for the election meeting will be prepared in advance by the secretary. The ballot will contain the names of all candidates nominated and one slot for write-in candidates under each category. This means that someone can be nominated for a position at the election meeting providing acceptance of the nomination has been received as per 2.4.1
- 2.4.4.** A clear winner shall require a majority of the votes cast. If a clear majority is not achieved, a runoff vote shall be held immediately at the same meeting. A simple majority will determine the winner.
- 2.4.5.** The nomination meeting is the October meeting each year. The election meeting is the November meeting. The new executive takes office January 1 of the following year.

## **2.5. Replacement and Removal of Officers**

- 2.5.1.** Any Executive Officer wishing to withdraw may do so upon notice in writing to the Executive.
- 2.5.2.** Any vacancy on the Executive, for whatever reason, may be filled by election as per 2.4. All term positions filled in this manner are completed as per 2.4.5.
- 2.5.3.** Any executive member whose active membership in the Senate expires while still in office shall be given thirty (30) days written notice following expiry within which to renew their active membership. Any Executive member who fails to renew within the thirty days shall be removed from the executive and replaced by an active member as per 2.5.2.
- 2.5.4.** Removal of an Officer
  - 2.5.4.1.** Any officer may be removed from office provided the following conditions are met.
    - 2.5.4.1.1.** The matter and any affidavits or applicable information must be brought in writing to the attention of the President or Vice President of the Senate who will

be responsible for discussing the matter(s) with the concerned officers within thirty days.

- 2.5.4.1.2. Should the matter remain unresolved after the said discussion it must be placed on the agenda for the next regular Senate meeting.
- 2.5.4.1.3. All officers referred to in 2.5.4.1.1 must be given the right to speak at all meetings concerning this matter. It is not mandatory that they speak or attend the meetings provided they have been notified of the meeting as per 2.7.2.
- 2.5.4.1.4. After discussion and presentations have been completed, a 75% majority is required to remove the officer(s) in question from office. Proxies are not permitted.
- 2.5.4.1.5. Being removed as an officer of the Senate does not automatically carry any other sanctions. The removed officer may again be proposed as an officer of the Senate according to article 2.4, but only after a period of one calendar year.

## **2.6. Committees Other Than Keycon**

- 2.6.1. The Senate may establish other committee(s) as required, or directed, at a regular meeting. Any such committee(s) which spends over \$200.00 Canadian shall make a separate and complete report to the Annual General Meeting, including an audited financial statement as per 2.3.6.2
- 2.6.2. The makeup, personnel, scope, goals and objectives of any such committee(s) are decided by the Senate.
- 2.6.3. Books, records and accounts of such appointed committee(s) of the Senate, shall be audited by those member(s) appointed to audit the books, records and accounts of the Senate as per 2.3.6.2.

## **2.7. Meetings**

### **2.7.1. Running of Meetings**

- 2.7.1.1. Unless specifically detailed otherwise in this document, the most current version of Robert's Rules of Order shall be the basis for running all meetings of the WINSFA Senate.
- 2.7.1.2. The Senate shall maintain a current copy of Robert's Rules of Order which the President shall hold and ensure is present at all Senate Meetings.

### **2.7.2. Frequency of Meetings**

- 2.7.2.1. A meeting of the WINSFA Senate shall be held at least once per month. Meetings may be held more often if necessary.
- 2.7.2.2. Meetings of subcommittees shall be held as frequently as the circumstances warrant.

### **2.7.3. Procedure For Calling Meetings**

- 2.7.3.1. Meetings are called by the President who informs the Secretary to notify active members, and other required parties, of the meeting. Due notification by email, or by mail, postmarked at least 10 days before the date of the meeting, shall include the date, time, location and agenda (if available) for the meeting. Only one agenda may be in process at any given time.
- 2.7.3.2. A meeting of the Senate may be called by any three active members of the Senate presenting the President with such a request in writing three weeks before the date of the meeting they wish to call.

### **2.7.4. Quorums**

- 2.7.4.1. In order for votes to be taken at a meeting there must be a quorum of at least two-thirds of the active members of the Senate in attendance, in person or by proxy.
- 2.7.4.2. All items to be voted on at a Senate meeting require a simple majority of the voting members in attendance (including proxies) in order to pass unless the voting requirements for an item are stated differently in this charter.



## **2.7.5. Proxies**

**2.7.5.1.** A proxy must be In Writing (as per 2.7.3.1), denoting the date of the meeting it is for, the type of proxy, and the active senator to whom it is assigned. It must be signed by the active member who wrote it. Electronic format proxies must clearly indicate the Senator's full name, and must be received before the meeting is called to order. The Senate message board is the preferred method for electronic proxies.

**2.7.5.2.** There are two types of proxies:

**2.7.5.2.1.** General Proxy - confers on an assigned person the vote of the person who wrote the proxy on all allowable matters voted on at a given meeting. Items that this vote can not cover include: Removal of members, removal of officers, acceptance of con-Chairs, and financial matters. May not be used for voting on New Business at a meeting.

**2.7.5.2.2.** Specific Proxy - outlines agenda items that require voting and designates how the proxy vote is to be used on each issue (yea, nay or abstain). May not be used for voting on New Business at a meeting.

**2.7.5.2.3.** Proxies are to be given to the Secretary upon arrival to verify that they are acceptable, for purposes of determining a quorum. Any one member can carry a maximum of 3 proxies.

**2.7.5.2.4.** Proxies are not entitled to submit new items of business at a meeting.

**2.7.5.2.5.** If the proxy holder is not in attendance then the proxy counts towards attendance and for quorum count but may not be used for voting. The proxy holder cannot further transfer the received proxy.

## **2.7.6. Voting**

**2.7.6.1.** All active members of Senate present at a meeting, either in person or by proxy, have one vote. In the event of a tie vote, the President may, as per 2.3.3.3, either cast a second, tie breaker, vote or abstain at his discretion.

**2.7.6.2.** In the event of a tie vote of the Senate, the motion will be considered defeated. This does not preclude the motion from being revisited at a later meeting.

**2.7.6.3.** In the case of a motion having more than two options, the Senate will use a system of preferential voting to determine a winner.

## **2.7.7. Annual General Meeting**

**2.7.7.1.** The Senate shall host an Annual General Meeting (AGM) open to all Keycon members on or before August 31st of each year. Senate members shall be given due notice (as defined in 2.7.2). In years when there is a KEYCON Convention, the AGM shall take place at the convention and no less than one hour shall be scheduled to hold it. The Treasurer of the WINSFA Senate shall submit and report on the year's financial transactions. The Secretary of the WINSFA Senate shall be responsible for submitting a report of the status of all active members of the Senate.

## **2.8. Financial Requirements**

**2.8.1.** The Senate is responsible for managing and investing (see 2.3.6) the proceeds from all KEYCON Convention's run under its auspices and any other monies it receives.

**2.8.2.** The Senate may make grants or donations to organizations, groups or other bodies that it feels further the purpose of the Senate or KEYCON.

**2.8.2.1.** The procedures for granting such monies and other matters concerning this area are set out in the Appendix C.

**2.8.2.2.** The Senate is responsible for administering any grants or loans as given out under 2.8.2.1.

**2.8.3.** The Senate is responsible for the finalizing of any incomplete books that it receives from any KEYCON Convention that is forced to turn over the books under section 2.10.3.1.

**2.8.4.** The Senate is responsible for the approval of any budgets of each KEYCON run under its

auspices.

### **2.8.5. Voting on Financial Matters**

**2.8.5.1.** When a motion for a financial expenditure is made, a simple majority vote will place the matter on the agenda for the next meeting for final approval

**2.8.5.2.** At the second meeting, a vote of 75% or more is required to approve the expenditure. Any Senator may choose to call for a secret ballot.

2.8.5.2.1. General Proxies do not apply to this second vote, but a Specified Proxy can be used.

**2.8.5.3.** An expense approved as outlined above may be defined with a simple majority vote as a Typically Recurring or Standing Expense.

**2.8.5.4.** Continued payments of Standing Expenses do not require re-approval as outlined above unless the payment terms change.

### **2.9. Appointment of Convention Personnel**

**2.9.1.** The Senate is responsible for appointing the following positions in each KEYCON: Two Chairs, Two Vice-Chairs, Treasurer, Hotel Liaison

**2.9.1.1.** The Chairs are appointed one to two years before the KEYCON Convention they will chair and they become the Vice-Chairs of the KEYCON Convention previous to the one they are appointed to Chair.

**2.9.1.2.** The Treasurer is appointed for a two year term in order to provide financial continuity from year to year for the Convention. In the first year, the new Treasurer works for the previous Treasurer to learn the financial system.

2.9.1.2.1. The Treasurer is required to make regular reports directly to the Senate as per Appendices A, F and E and 3.5.

**2.9.1.3.** Hotel Liaison is appointed to negotiate the contract with the hotel and maintain relations with the hotel staff for a specific KEYCON Convention. The Hotel Liaison must be an active member of the WINSFA Senate as one of the Liaison's functions in negotiating is to keep the long term interests of the Senate in mind as per 2.10.4.

### **2.10. Relationship between KEYCON Convention and WINSFA Senate**

**2.10.1.** Advertising for KEYCON Chairs

**2.10.1.1.** The Senate is responsible for advertising for the position of Chairs of the KEYCON convention.

2.10.1.1.1. As such, the WINSFA Senate is required to place in the KEYCON program book and all appropriate web sites, an advertisement regarding the position of Chairs for the KEYCON 2 years from then. Example, the 2012 Program book must contain an advertisement for Chairs to run the 2014 KEYCON etc.

2.10.1.1.2. The WINSFA Senate will produce a pamphlet giving particulars on the requirements to run the convention and method to apply to run it. This document will be available to prospective bidders at the KEYCON 2 years prior to the convention in question or on demand.

**2.10.2.** KEYCON Reporting Requirements

**2.10.2.1.** The KEYCON Chairs are required to report to the Senate as per 3.3 and appendix F.

**2.10.3.** KEYCON Financial Concerns

**2.10.3.1.** As per 3.5.

**2.10.4.** Hotel Continuity

**2.10.4.1.** The Senate is responsible for appointing the hotel liaison who will represent the long term interests of the Senate and aid the Chairs in hotel negotiations and maintain a relation with the hotel staff. It is the responsibility of the Senate to ensure that the hotel contract for each KEYCON fits within the parameters required to operate a

successful KEYCON, that is, financial, programming space, party space, etc.

**2.10.4.2.** The Senate also has the authority to approach hotels with the intent of negotiating contracts for the holding of KEYCONs. The Senate is responsible for appointing an individual or committee to oversee this responsibility.

### **2.11. Removal of Senate Appointed Convention Personnel**

**2.11.1.** The Chairs, Vice-Chairs, Treasurer and Hotel Liaison (officers) of a KEYCON convention may only be removed by order of the WINSFA Senate.

**2.11.1.1.** In order for the WINSFA Senate to remove an officer of a KEYCON Convention, the following conditions must be met.

**2.11.1.1.1.** The matter and any affidavits or applicable information must be brought in writing to the attention of the President or Vice President of the Senate who will be responsible for discussing the matter(s) with the concerned officers within 30 days.

**2.11.1.1.2.** If the discussion proves to be unsuccessful in having the officer bring their conduct up to standards within 30 days, the matter must be put in the agenda for the following meeting.

**2.11.1.1.3.** All officers referred to in 2.11.1.1.1 must be given the right to speak at all meetings concerning this matter. It is not mandatory that they speak or attend the meetings provided they have been notified of the meeting as per 2.7.2.

**2.11.1.1.4.** After discussion and presentations have been completed, a 75% majority is required to remove the officer(s) in question from their position.

**2.11.1.1.5.** Being removed as an officer of a KEYCON Convention does not automatically carry any other sanctions. The removed officer may again be proposed as an officer of a KEYCON Convention according to article 2.4, but only after a period of one calendar year.

**2.11.2.** A single Chair or Vice-Chair may leave, or be removed from their position without prejudicing the other Chair or Vice's position. In these cases a replacement Chair or Vice-Chair should be sought by the remaining Chair or Vice. The replacement must be approved by the Senate.

**2.11.2.1.** If the remaining Chair/Vice-Chair fails to find a suitable replacement by the next Senate meeting following the announcement to Senate, the Senate is responsible for finding and appointing the replacement.

**2.11.3.** In the case of the removal of both Chairs, the Vice-Chairs (if available) will be asked (by the Senate) to act as Chairs of that year's convention. The 'Vice-Chairs' will still be the Chairs of the KEYCON convention the following year. If Vice-Chairs are not available, Senate will appoint the Chairs.

**2.11.4.** If the Vice-Chairs are removed from their position then their appointment as the Chairs of the following year shall automatically be subject to a critical review and re-ratification by the Senate.

## **3. KEYCON Convention**

**3.1. Purpose:** The purpose of the KEYCON Convention is to hold an annual science fiction & fantasy convention in the City of Winnipeg or the Province of Manitoba. This convention will normally be on the Canadian Victoria Day Weekend in May.

### **3.2. KEYCON Convention Committee – Appointment, Election and Removal**

**3.2.1.** Positions on the KEYCON Convention Committee that are always appointed by the WINSFA Senate are:

**3.2.1.1.** the two Chairs

**3.2.1.1.1.** per 2.3.3.4, the Winsfa President is unable to concurrently hold the position

- of convention chair
  - 3.2.1.2.** the two vice-Chairs
  - 3.2.1.3.** the Treasurer
    - 3.2.1.3.1. The convention chair(s) shall not concurrently hold the position of convention treasurer for the same convention year.
  - 3.2.1.4.** the Hotel Liaison
- 3.2.2.** All other members of the Convention Committee will be either appointed by the Chairs or elected.
- 3.2.3.** There are no set department names other than those mentioned in 3.2.1. The duties outlined in (Appendix A) are those that the Chairs must see carried out. A department head is assigned one or more of these duties by the Chairs. Other duties (not outlined in Appendix A) may be assigned to department heads (or have Committee Positions created to take care of them). In this way Committee member skills, time and contacts may be best utilized.
- 3.2.4.** The Senate must be informed of an appointment, in writing, at the Senate meeting following the appointment.
- 3.2.5.** All vacant Committee Positions will be filled by election at a meeting held at least 10 months prior to the KEYCON Convention they will be working on. This meeting (Date, Time and Location) must be publicly announced by flier at the previous KEYCON or electronic means including the Keycon website.
- 3.2.6.** Positions still vacant or vacated during the year may be filled by appointment by the Chairs.
- 3.2.7.** All positions are subject to the ratification of the WINSFA Senate. The Chairs must notify the Senate Executive of Position appointments so that discussion and ratification may be added to the agenda of the next meeting. If a ratification vote is not taken at the Senate meeting it is on the agenda for, then the appointment goes through.
- 3.2.8.** If the candidate fails a ratification vote, the Senate has an obligation to attempt to find a suitable and mutually agreeable candidate.
- 3.2.9.** Senate has the power to instruct the convention chairs to remove convention committee personnel.
- 3.2.10.** Those individuals eligible to vote at the KEYCON Committee elections (as per 3.2.5) are:
  - 3.2.10.1.** All department heads and 2IC's of the outgoing year's KEYCON Convention Committee.
  - 3.2.10.2.** The incoming Chairs.
  - 3.2.10.3.** All Active members of the KEYCON Senate.

### **3.3. KEYCON Reporting Requirements**

- 3.3.1.** The KEYCON Chairs are responsible for making regular written reports to the WINSFA Senate on the progress and planning of their convention. These reports must be given according to a schedule provided at the time of appointment.
  - 3.3.1.1.** The first requirement is regular Chair and budget reports. These reports must follow the samples as set out in Appendix E, and will be as per 3.5.1
  - 3.3.1.2.** The second requirements are:
    - 3.3.1.2.1. A letter of intent from a hotel agreeing to host the convention on the specified dates if a pre-existing, Senate approved contract is not already in place.
    - 3.3.1.2.2. A copy of the final signed Hotel Contract.
    - 3.3.1.2.3. These are to be provided to the Senate at the times set out at the time of their appointment.
  - 3.3.1.3.** The final requirement is regular status reports on the general progress and planning of the con including any notable changes to the hotel contract. These are to be given orally at every regular Senate meeting and in writing with the budget reports.

- 3.3.1.4.** An interim financial and status report must be made at the first Senate meeting following the conclusion of that KEYCON convention.
- 3.3.1.5.** Final financial and status report to be made at the meeting the books are turned over as stated in 2.10.3.1.

### **3.4. Liabilities**

#### **3.4.1. Liabilities of Chairs**

- 3.4.1.1.** The Chairs are responsible for any shortfalls not covered by the individual department heads (as per 3.4.2) or Senate funds as defined in 2.10.3.3.
- 3.4.1.2.** The Chairs are also liable to the hotel for the contract that they signed for their year.
- 3.4.1.3.** The Chairs are responsible for ensuring proper marketing and advertising has been done to ensure adequate attendees as defined in their approved budget.

#### **3.4.2. Liabilities of Department Heads**

- 3.4.2.1.** The head of a department is responsible to ensure that they have an adequate budget agreed to between their department and the Chairs and Treasurer.
- 3.4.2.2.** In the event that a department goes over budget, it is the responsibility of that individual department head to either cover the overspending themselves or get the Chairs to approve additional funds from the budget to cover the excess.

### **3.5. Financial (See also 2.10.2)**

- 3.5.1.** The Chairs of the Convention are responsible for submitting a detailed budget report to the Senate for approval quarterly.
  - 3.5.1.1.** Any alterations totaling 2% or more of total expenditures that become necessary to the budget must also be submitted to the Senate for approval at the next Senate meeting.
  - 3.5.1.2.** Any excess revenues generated or costs underruns that result in excess moneys available to the convention prior to the actual convention may be re-assigned to other budget items. This re-assignment of funds must be reported to the Senate as a budgetary alteration.
- 3.5.2.** The Treasurer of the Convention shall keep track of all moneys related to the Keycon Convention. The Treasurer shall submit a complete and proper statement of the standing of said books, at those times stated by this constitution, or upon written request of the Senate. Said reports shall be as outlined in Appendix E and F.
- 3.5.3.** The Treasurer acts as a comptroller for the convention in that they are responsible for the collection of and disbursement of all moneys the convention handles under direction of the Chairs, and keeping up to date a set of books showing the current status of the convention.
- 3.5.4.** The Treasurer is responsible for reporting any misuse or mishandling of funds to the Senate for action. Upon notification of said improprieties, the Senate is required to investigate the matter and resolve it.
- 3.5.5.** The monies and books from an individual KEYCON are to be closed and/or submitted to the Senate Treasurer at a Senate meeting 6 months after the end of the KEYCON convention.
- 3.5.6.** The Senate is responsible for handling and investing any profits resulting from the running of individual KEYCON's. These profits are then to be used to further the objectives of the WINSFA Senate as defined in its statement of purpose (1.0).
- 3.5.7.** The Senate will not be responsible for any losses suffered from an individual KEYCON that result from over spending in departments or other lack of financial control in their approved budget. If losses occur due to shortfalls in revenue, the Senate will review each budget line item on an individual basis to determine if the committee fulfilled their obligations. At that point, the Senate has the option of contributing funds towards meeting the financial shortfall or not.

**3.5.7.1.** The chairs can be held financially responsible for any disallowed budget line items as determined by the Senate.

**3.5.7.2.** In no case will the Senate contribute funds beyond 50% of the funds available in the reserve account.

### **3.6. Open Meeting**

**3.6.1.** The conventions chairs must hold at least one publically accessible open meeting every three months.

**3.6.2.** These should be publicly advertised including the Keycon website at least 30 days in advance of the meeting.

## **4. Procedures for Modifying Constitution**

### **4.1. Types of Modifications**

**4.1.1.** Amendment - An Amendment is defined as any new section to be added to the constitution.

**4.1.2.** Alteration - An Alteration is defined as changes to the existing body or wording of the constitution.

**4.1.3.** By-Laws - By-Laws are separate documents that modify or clarify a section of the constitution without actually altering the base document.

**4.1.4.** Appendices - Appendices are a subsidiary addition to the constitution.

### **4.2. Amendment**

**4.2.1.** Any active member of the WINSFA Senate, as defined in 2.2.3, can propose an amendment to the constitution during any regular meeting.

**4.2.2.** The text of the amendment must be submitted to the Secretary of the Senate in writing at the time of the proposal.

**4.2.3.** To proceed, the amendment must receive simple majority of the votes cast at the meeting it is proposed at.

**4.2.4.** The final vote on the proposal must be placed on the agenda for the following meeting and the text of the amendment included in the notice of meeting sent to members.

**4.2.5.** If changes to the amendment are passed prior to a final vote being called, the final vote for the new amendment must be delayed for another meeting and placed on the next agenda as per 4.2.4.

**4.2.6.** When a final vote is taken on an amendment, it requires two-thirds of the votes cast from attending members (no proxies) to pass.

### **4.3. Alteration**

**4.3.1.** Any active member of the WINSFA Senate, as defined in 2.2.3, can propose an alteration to the constitution during any regular meeting.

**4.3.2.** The text of the alteration, giving the original wording of the section and the proposed alteration to that wording, must be submitted to the Secretary of the Senate in writing at the time of the proposal.

**4.3.3.** To proceed, the alteration must receive 50% acceptance of the votes cast at the meeting it is proposed at and a 75% majority at final vote (no proxies) when called in order to pass.

**4.3.4.** The final vote on the proposal must be placed on the agenda for the following meeting and the text of the alteration included in the notice of meeting sent to members.

**4.3.5.** If changes to the alteration are passed prior to a final vote being called, the final vote for the new alteration must be delayed for another meeting and placed on the next agenda as per 4.3.4.

#### **4.4. By-Laws**

- 4.4.1.** Any active member of the WINSFA Senate, as defined in 2.2.3, can propose a by-law at any regular meeting.
- 4.4.2.** The text of the by-law must be submitted to the Secretary of the Senate in writing at the time of the proposal.
- 4.4.3.** A by-law requires simple majority of the votes cast at a meeting to be passed. It does not require a second vote.
- 4.4.4.** A by-law may not propose an action that is in direct contradiction of any item in the constitution or its amendments. The purpose of a by-law is to clarify or provide further details for any area not clearly defined in the constitution.
- 4.4.5.** For informational purposes, the text of the by-law must be included in the minutes of the meeting it was passed at.

#### **4.5. Appendices**

- 4.5.1.** Any active member of the WINSFA Senate, as defined in 2.2.3, can propose an alteration to an appendix at any regular meeting.
- 4.5.2.** The text of the alteration including the text of the original, if any, must be submitted to the Secretary of the Senate in writing at the time of the proposal.
- 4.5.3.** An alteration to an appendix requires simple majority of the votes cast at a meeting to be passed. It does not require a second vote.
- 4.5.4.** For informational purposes, the text of the alteration must be included in the minutes of the meeting it was passed at.

### **5. Conflict of Interest**

- 5.1.** If the President, at the direction of the senate (simple majority vote), foresees a possible conflict of interest, he/she may require the conflicted senator(s) to excuse themselves from voting on the matter.

## Appendices

### A) Duties of Convention Personnel

#### a. Hotel Liaison

Appointed/approved by the WINSFA Senate. They are responsible for: maintaining close contact with the convention hotel; negotiating any necessary adjustments to the hotel contract to accommodate the plans of that year's convention; assist the Hospitality director and hotel staff with Hospitality Suite check in/out and room inspections.

#### b. Treasury

Treasury is responsible for keeping the financial books and records of the convention and informing the Chairs and the Senate of the financial status of the convention. It has three timeframes that it works within, prior to the con, at the con and after the con.

Prior to the con, the Treasurer works with the Chairs in producing a workable budget that is acceptable to all parties, the Chairs, Treasurer, department heads and Senate. The Treasurer is then responsible for ensuring that all financial transactions are tracked and recorded against that budget and that no transaction will overspend the budget amount for that item. The Treasurer is also responsible for issuing all cheques and vouchers for the convention and getting chair approval for the same. Finally, the Treasurer must produce regular reports (per Appendix E and F) showing the financial state of the convention, measured against the proposed budget.

At the con, the Treasurer is responsible for setting up the financial control system for money pickups. This involves issuing cash boxes and floats to all departments receiving moneys, setting up controlled money pickups, and securing the money in the hotel's safe or lock box. Also, the Treasurer should attempt to produce some kind of reports, usually informally, about the financial status of the convention. For example, if the convention expects \$3,500.00 in revenues from registration at the door, and has received \$4,300.00 at the end of a day, report that to the Chairs. Or if a department had plans to spend \$500.00 at the convention for something and spends \$800.00, report that to the Chairs, preferably before issuing all the monies.

After the con, the Treasurer is responsible for depositing all moneys received from the convention and producing a complete financial statement for the convention. This may involve reconciling the detail books from the art show, registration, etc. Also, the Treasurer is responsible for filing an income tax return for the convention and any other required filings, such as sales tax, GST, etc.

Assorted other matters the Treasurer is responsible for include:

- Arranging for sales tax numbers and records for the dealers and art show through a temporary vendor's permit.
- Issuing cheques to the artists after the convention.
- Control of all receipt books / forms for the convention.

- Treasury department job descriptions

- (1) Book keeper - data entry
- (2) Treasurer - Senate appointee to monitor spending, raise questions to chairs and / or Senate
  - (a) Book keeper and treasurer may be one person
- (3) Auditor / Accountant - independent 3<sup>rd</sup> party to process taxes and audit books



**c. Marketing/Promotions**

The marketing and promotions department is responsible for raising the visibility of the convention and getting word of it and information about it out to anyone interested in attending or participating. This is accomplished through the use of local and national media outlets, press, book publishers and distributors, schools and universities, and other local businesses.

During the year plus prior to the convention, the marketing people get in touch with local media and press people and make arrangements for the promotion and marketing of the convention. Possible arrangements that can be made are the awarding of full memberships and day passes through radio station contests, interviews and guest visits on local radio and TV shows, broadcasts from the convention by local TV or radio shows.

The marketing group should approach local television stations to check out the possibilities of advertising during appropriate SF/Fantasy oriented programming. Online website contacts to The Space Channel should also be investigated.

The marketing group is responsible for ensuring that information about the convention is carried in all of the trade papers and magazines. This includes **magazines such as** Analog, Locus, Amazing, etc. Most of these will accept a blurb on the convention and **publish** it in a convention calendar. If volunteers can be found, a presence through a booth or other methods at local events such as the Fringe Festival, Children's Hospital Book Mart, etc. might be worthwhile. There are also online Websites that provide convention listings which should be utilized.

**d. Hospitality**

Hospitality is responsible for liaising with the various clubs and groups that run hospitality suites at the convention and ensuring that their requirements are met for the convention. This involves arranging for club liaisons, finding out requirements for rooms or suites and booking these at the hotel, co-ordinating group buys of supplies with the Keyhole (Consuite), and other related tasks required. Careful coordination with the Hotel Liaison is a must.

**e. Operations**

- General assistance to various areas as required
- Ensure the smooth operation of convention
- Remain invisible to main body of convention
- Troubleshooting and problem solving
- Arrange for everything to be where it is required when it is required
- Supervise/co-ordinate security, first aid and gophers
- Liaise with hotel during con
- Track location of primary concern and guests
- Arrange for transport of convention assets to the hotel and back to storage.
- Badging for con floors and major events
- Obtain gophers
- Assist the hotel Liaison and hotel staff with Hospitality Suite check in/out and room inspections.

**f. Club Liaisons**

- represent clubs interests
- serves as the contact between the club and the concom regarding the activities of the club at Keycon or other Senate-supported event.

**g. Art Show**

- contact artists with information
- prepare information sheets and sign up forms for distribution
- investigate border procedures
- receive money for panels and pass to Treasury
- Obtain prizes (with Promotion)

- set-up Art Show (both physical set-up and paperwork)
- Maintain adequate staff (bag check)
- Prepare and run Art Auction
- Receive, store and put up mailed art
- Handle pick up of purchased Art
- Return unsold art to artists
- Pass sales information to Treasury to ensure artists receive money quickly

#### **h. Registration**

- Maintain database of current memberships
- Sell memberships at con, issue prepaid memberships
- ensure appropriate drinking/non-drinking status
- liaise closely with Treasury to maintain control of membership funds received

#### **i. Special Projects**

- (eg) writing competition
- handle any other innovative ideas the con Chairs approve of.

#### **j. Programming**

- work with affected department heads to organize/schedule related program items
- slot programming items
- investigate novel/fresh programming items
- maintain established programming items
- contact any professionals who may be attending the convention and attempt to involve them in programming
- liaise with Ops and/or affected department heads re staff/equipment requirements for panels

#### **k. Extravaganzas**

- organize socials, games days or other fundraisers
- scavenger hunt
- dance(s)
- Opening Ceremonies & Ice Cream Social
- Prepare masquerade information sheets/entry forms /judging forms and distribute
- Ensure Masquerade set-up
- Organize Masquerade, including finding Judges
- Run Hall Costume Contest
- Obtain prizes (with Promotion)

#### **l. Guest Liaisons**

- Handle special guest requirements
- handle guest itineraries
- research guests and interview (optional)
- arrange transportation, hotel requirements, pick up
- arrange for jaunts as requested
- keep guests happy

#### **m. Dealers**

The Dealers head is responsible for arranging with businesses to purchase tables at the convention for the purpose of selling items of interest to members. The dealers person arranges for the sale of the tables, the layout of the room, water and other items with the hotel and anything else the dealer's require. Also, the dealer's person is responsible for contacting Treasury and finding out details regarding appropriate licensing.

- Research the procedures are for allowing the dealers across the border with no hassles.

**n. Gaming**

- Organise tournament gaming for the con
- Investigate prizes for tournament (with game producers)
- Responsible for maintaining Open Gaming Room
- Work with Extravanzas to organize Games Days being held in conjunction with socials

**o. Videos**

- Obtain video equipment, movies, and necessary licensing
- provide showings of videos during con
- prepare schedule for inclusion in program book and posting at con

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**B) Guidelines**

**a. Guests:** It is suggested that there be four categories of 'main' guests of the Convention:

Writers/Editors

Artist

Fan

Media

- Guest selection by the ConChairs may not be limited by these categories but careful examination of budget requirements is recommended.

- One of the writers should be very prominent in the field, a well known name. It helps if they are known to be a good convention guest.

- The Chairs should consult with local bookstores and other dealers to determine the merits and drawing power of potential guests to the fans in Winnipeg. Also, talk to them re signing tours, splitting costs, etc. To keep costs down and to support writer's closer to home, the other writer guest should either be Canadian (allowing the use of grants to bring them in) or should live within driving distance (Minnesota and Alberta have lots of writer-types). Artist Guests should be professional (they do this for a living) or at least semi-professional (they are good enough to do this for a living).

- The Fan guest should either be well-known to local fans or to large groups of fans outside of Winnipeg. They should be active in fandom and accessible to people.

- Media Guests: actors or screen personalities associated with SF/Fantasy television or movie productions.

- When deciding on the guests the total cost must be kept in mind so that the individual costs balance each other off. The liberal use of grants, driving versus flying and other cost cutting measures must be kept in mind.

- A clear letter defining the expected responsibilities of the guest and the convention at and prior to the convention should follow up the guest's acceptance.

**Perks:**

- round-trip transportation for the guest. Sometimes this can be extended to a spouse when the guest requests it and the budget allows, but that is not a given.

- hotel room from Thursday night until Sunday night inclusive.

- convention membership.

- The Artist Guest pays no fees for the first four panels and does not give the convention a percentage of sales in the auction. Artist Guest should get the preferred hanging space in the art show.

- One of the best things you can do for your guests is to make sure that they have clear written itineraries well before the convention so that they know what they are doing when.

- treat guests like royalty. KEYCON has a reputation in professional circles for being a hospitable convention - if you get invited.

**C) Procedures for Issuance of Grants and Loans.**

- a. Purpose: The purpose of this proposal is to outline the guidelines under which the WINSFA Senate will entertain requests for and administer Grants and/or Loans to organizations to further the purpose of the WINSFA Senate. All of these guidelines and proposals are subject to the constitution of the WINSFA Senate and may not override any of the principles established there.
- b. General Overview: The WINSFA Senate administers the funds that are left over from KEYCON(s) run under its auspices as well as any other funds that it comes in possession of. The primary purpose of these funds is to provide a buffer in the event of an economic calamity befalling a specific KEYCON(s). Any funds in excess of the amount deemed by the WINSFA Senate to be required to fulfill the above mentioned responsibility, may be disbursed to organizations that the WINSFA Senate deems worthy in the form of a Grant and/or Loan. Any disbursements thus made must satisfy the criteria of the purpose of the WINSFA Senate, that is, the enrichment and furthering of the Science Fiction and Fantasy community in Winnipeg and Manitoba.
- c. Available Moneys: At the start of every calendar year, the WINSFA Senate will determine the amount of money that will be made available for possible Grants and/or Loans for the upcoming year. That amount will be determined by the following sets of criteria.
  - i. The WINSFA Senate shall maintain a set balance for the purpose of maintaining the integrity of KEYCON first and foremost. That balance will be set by a regular meeting of the WINSFA Senate but should never be less than \$25,000.00.
  - ii. The WINSFA Senate will never allow the Grants and/or Loans that it issues to exceed 90% of the revenues generated during the previous calendar year, unless the funds in reserve reach double the amount decided in part i. In that one case, funds available for Grants and/or loans can equal 125% of the previous years revenues until the fund again drops below twice the figure decided in Part i. This is to maintain the value of the principle against inflationary figures.
- d. Who can apply: Any non-profit group, organization, or individual which feels that it meets the purposes stated herein for the issuance of a Grant and/or Loan, may make application to the WINSFA Senate for a Grant and/or Loan.
- e. Procedure for Requesting Grants and/or Loans: The application should be in the form of a letter to the President of the WINSFA Senate stating the purpose of the organization, proof of non-profit status, the purpose of the funding, the ability of the organization to pay back the funds at a later date, and the reason the funding can not come out of the organizations own funds. This information should be sent to the President of the WINSFA Senate who will see that it is placed on the agenda of the next meeting.
- f. Procedure for Reviewing Requests for Funding: When an application for funding is received by the President of the WINSFA Senate, it is that person's responsibility to see that it is placed on the agenda of the next meeting as a "Request for Funding". The letter along with any accompanying information or documentation, must be distributed to the members of the WINSFA Senate at the initial discussion meeting. At that time, the request must be reviewed and a decision on whether to proceed with the request or drop it can be made. If the decision to proceed is made, the matter must be tabled until the next meeting where it again will appear on the agenda. At that time, the proposal must be decided and acted upon. The WINSFA Senate has the power to request that the organization making the request be in attendance to make a presentation on the reasons for the request.
- g. Procedure for Granting Requests: If the WINSFA Senate determines that the request meets all of the above requirements as well as those determined at the time, it may decide to agree to meet some or all of the request, at the sole discretion of the Senate. The Senate must then determine the amount of funding to be made available, the conditions of the funding, either a Grant or a Loan, the repayment schedule and conditions if it is a loan and any other conditions that may be imposed. All of these conditions must be

recorded in a letter of agreement and signed by all parties concerned. Only at this time may the Senate release any funding to the requesting organization.

**D) Typical Yearly Schedule of Senate Activities**

- January - new executive assumes duties  
- set Senate dues for coming year  
- establish amount of funds available for grants/loans
- February - regular meeting
- March - regular meeting
- April - regular meeting
- May (3) - pre-con meet to address any urgent Keycon business  
- AGM at Keycon, including election of "Senate Elect"  
- hold post-con meet to address any urgent Keycon business
- June - regular meeting
- July- regular meeting
- August - regular meeting
- September - begin deliberations for December meeting
- October - open nominations for Senate Executive for upcoming year
- November - close nominations, hold election for Senate Executive for upcoming year  
- finalize/confirm December meeting/event
- December - regular meeting / social meeting/event as determined earlier

**E) Sample Financial Reports**

\*\*\*\* generate samples from QuickBooks

**F) Required Keycon report to Senate timeline**

Starting active year leading up to convention:

**Pre Convention**

- May - Post Con "Holocaust" report of previous convention  
- "Changing of the guard"
- Jul - written status of first quarter, sale of first 100 memberships, etc
- Oct - written status of quarter 2
- Jan - New year written status report of quarter 3 - run for the wire
- April - Final Pre Con Written report
- May - Pre con meeting ("we need float cash", last minute emergencies)

**At Con**

- May - verbal status report at AGM of current convention

**Post Con reporting**

- May - Post Con "Holocaust" report (at/post con emergencies reported)  
- recommend including copy of program book and PRs for archives
- July - interim financial report: payment of bills, PST, artists, etc
- Sept - fiscal year end report
- Oct - reporting of GST status, readiness to close books

**Notes**

- Publications should be presented to senate upon publication
- At any Senate meeting, con chairs have the opportunity to present verbal interim reports as a standing agenda item (news, announcements, concerns, etc)