

Bouchercon Bylaws

as revised, Bouchercon XLII [42], Saint Louis, September 2011

current through Bouchercon XLVIII [49], St. Petersburg, September 2018

- I. **Bouchercon, Inc.**, the World Mystery Convention, is a nonprofit, all-volunteer organization (hereinafter referred to as “Bouchercon”) which holds an annual convention (hereinafter referred to as “Annual Event”) in honor of Anthony Boucher, the distinguished mystery fiction critic, editor and author whose real name was William Anthony Parker White. It is the world’s premier event bringing together all parts of the mystery and crime fiction community, and is commonly referred to as Bouchercon with the appropriate sequential number appended.

- II. **Membership.** Full-time registered attendees and Guests of Honor of each Annual Event (hereinafter referred to as “Members”) shall constitute the membership of Bouchercon from the beginning of each year’s event until the commencement of the following year’s event.

- III. **Board of Directors.**
 - A. The Bouchercon Board of Directors (hereinafter referred to as “Board”) shall be established to further the goals of Bouchercon.
 1. Unless authorized by the Members, Board members are not entitled to receive remuneration for the duties they perform on behalf of Bouchercon, except they may be reimbursed for expenses.
 2. Every Board member shall be deemed to have assumed office on the express understanding, agreement and condition that each director and officer shall be indemnified and saved harmless from any costs, charges or expenses arising from any action, suit or proceeding relating to the activities of Bouchercon and its Board unless it arose from their own willful neglect, fraudulent misconduct, or failure to act honestly and in good faith with a view to the best interests of Bouchercon.

- B. The officers shall be Chair, Vice-Chair, Secretary and Treasurer. The Board shall appoint its officers to one-year terms commencing after the conclusion of each General Members Meeting.
- C. The Board shall:
1. Act in the interim between Annual Events as needed to maintain and improve Bouchercon.
 2. Conduct a General Members Meeting at each Annual Event.
 3. Prepare proposals for Bylaws (hereinafter referred to as “Bylaws”) and Rules (hereinafter referred to as “Rules”) changes to be put before the members at the General Members Meeting.
 4. Determine if bids submitted for future Annual Events meet minimum requirements established in the Bylaws and Rules. Any bid deemed by the Board to meet these requirements will be presented to the Members for approval, except that if more than three acceptable bids are submitted for any one year, the Board can choose to limit presentations to the top three.
 5. Maintain a “best practices” manual and a history of Bouchercon.
 6. Assist Local Organizing Committees to conduct successful Annual Events and review results of each year’s event.
 7. Appoint committees and conduct projects that lead to the long-term success of Bouchercon.
 8. Receive excess revenue generated by each Annual Event; distribute funds to Local Organizing Committees as seed money or for operations, conduct special projects, and fund Board operations. None of these funds shall inure to the benefit of any Board member. All revenue received shall be used for the purposes of Bouchercon.
 9. Report at each General Members Meeting on Bouchercon’s receipts, disbursements and financial status.
 10. Protect and promote the Bouchercon name, image and brand.

IV. Annual Event.

- A. The Annual Event shall be held in September, October or November of each year in a location approved by the Members at a General Members Meeting; Annual Events may be approved up to five years in advance.
- B. Local Organizing Committees shall bid to hold Annual Events through a process enumerated in the Rules.
- C. A bid for an Annual Event in a non-North American site may be awarded if it will occur at least five years from another non-North American Annual Event.
- D. If at the conclusion of the General Members Meeting a location has not been approved for an Annual Event scheduled within 24 months, or if an approved bid is withdrawn for an event planned within 24 months, the Board can approve a location for such Annual Event.

V. Local Organizing Committees.

- A. Local Organizing Committees wishing to host an Annual Event must submit a bid to be placed before the Members at the General Members Meeting. A Local Organizing Committee awarded a bid must either become a subsidiary of Bouchercon, or be or become a tax-exempt, but not tax-deductible, nonprofit corporation.
- B. The chair, or at least one of any co-chairs, of the Local Organizing Committee must, within six weeks of a bid being approved, sign a contract with the chair of the Board agreeing to hold the Annual Event under the provisions of its bid, these Bylaws and the Standing Rules.
- C. Guests of Honor.
 - 1. The Local Organizing Committee for each Annual Event shall select its Guests of Honor, which may include Fan Guests, Author Guests, Toastmaster, Special Guests, Distinguished Contribution to the Mystery Community, and Lifetime Achievement.
 - 2. Guests of Honor may have their hotel, travel and meal expenses covered by the Local Organizing Committee, but shall not receive any honorarium for appearing or speaking at an Annual Event.

3. An individual may serve in different Guest capacities at different Annual Events, but should not serve in the same capacity twice.

D. Anthony Awards.

1. The Anthony Awards shall be given to honor the memory of Anthony Boucher. The Local Organizing Committee shall oversee the determination and awarding of the Anthony Awards within the provisions of these Bylaws and Rules.
2. Anthony Awards are given for work with a first publication date (when applicable) during the year before the Annual Event. In the event the work's first publication occurs in a non-North American country, nominations may be made based on that date, or on a subsequent North American publication date.
3. Awards shall be designated by the year they are awarded, rather than when the work was published or produced.

E. Each Local Organizing Committee is responsible for all of the expenses associated with holding its Annual Event and acknowledges that Bouchercon and all other Local Organizing Committees have no liability for covering any event deficits.

F. Local Organizing Committees shall present progress reports at each General Members Meeting before and during its Annual Event.

G. Within 90 days after its Annual Event, the Local Organizing Committee shall provide the Board with a full accounting of the finances of its Annual Event, and provide the Board and any upcoming Local Organizing Committees with its membership list.

H. Each Local Organizing Committee shall prepare a program book for its Annual Event.

I. After the Local Organizing Committee has paid all expenses for its Annual Event, any funds remaining must be turned over to the Board for the purposes established in the Bylaws and Rules.

VI. General Members Meeting.

- A. The Board shall hold a General Members Meeting at each Annual Event open and advertised to all Members; the current Local Organizing Committee and the Board shall encourage Members to attend.
- B. Unless otherwise specified, a simple majority of the Members present and voting at the meeting shall be sufficient to take action.
- C. There shall be no quorum for the General Members Meeting.
- D. Actions that may be taken at the General Members Meeting include but are not limited to:
 - 1. Awarding bids for future Annual Events;
 - 2. Electing members to the Board;
 - 3. Approving Bylaws and Rules; and
 - 4. Such other items as deemed appropriate.
- E. The agenda for the General Members Meeting shall be established by the Board.

VII. Membership number 000 is retired in memory of the late Mrs. Phyllis White, widow and lifetime helpmate of Anthony Boucher and longtime supporter of Bouchercon during her lifetime.

VIII. Bylaws.

- A. The current Bylaws shall be published and distributed to all Members at each Annual Event; when possible, proposed amendments to bylaws shall also be published and distributed.
- B. Amendments.
 - 1. Amendments to the Bylaws may be proposed by a Member or the Board.
 - 2. Proposed amendments shall be written, and shall be distributed and discussed at a General Members Meeting. If the proposal receives a majority of votes at that

Meeting, it shall be considered for adoption at the subsequent General Members Meeting.

3. At the subsequent General Members Meeting a two-thirds majority is required for adoption.

The following changes were approved by first vote at Bouchercon 2018 in St. Petersburg. The second vote will happen at Bouchercon 2019 in Dallas, and if they are approved, they will be integrated into the Bylaws.

In Section V (5) “Local Organizing Committee” subsection G) reword to read:

“Within 90 days after its Annual Event, the Local Organizing Committee shall provide the Board provide the Board and any upcoming Local Organizing Committees with its membership list.”

Add new section H)

“Within one year after its Annual Event, the Local Organizing Committee shall provide the Board with a full and final accounting of the finances of its Annual Event. During that year, the Local Organizing Committee will continue to provide financial reports as outlined in the Rules.”

Reorder subsequent clauses such that current “H” becomes “I”, current “I” becomes “J”

In Section IV (4) “Annual Event” subsection D) Reword to read:

If at the conclusion of the General Members Meeting a location has not been approved for an Annual Event scheduled within 36 months, or if an approved bid is withdrawn for an event planned within 36 months, the Board can approve a location for such Annual Event