

HNS Conference Bylaws
Most recently amended August 14, 2021

ARTICLE I

Name

The legal name of the organization is HNS Conference, Inc. It is a non-profit organization incorporated under the laws of the State of Illinois. To differentiate HNS Conference from the parent HNS organization in the United Kingdom, the HNS Conference website, registration materials, and other public documents shall represent it as Historical Novel Society North America or HNSNA.

ARTICLE II

Purpose

The purpose of HNS Conference is to support educational and literary activities for increasing public awareness about historical fiction in North America. These conferences will provide opportunities for readers, writers, and publishers of historical fiction to meet with others who share their interests, and to learn more about historical fiction from experienced presenters. These conferences will also create opportunities for both published and unpublished writers to discuss their work with others, including professionals in the field. At its events, HNS Conference will also attempt to showcase some of the historical novels being published in North America.

ARTICLE III

Membership

Membership shall consist of the Board of Directors.

ARTICLE IV

Board of Directors

Section 1: Role and Responsibility.

The Board of Directors is responsible for overall policy and direction of the organization and delegates responsibility of day-to-day operations to its members and committees.

In particular, the Board of Directors shall be responsible for finalizing:

- a. a suitable conference location, venue, and date;
- b. registration fees for the conference;
- c. the Guests of Honor;
- d. the programs to be offered at the conference;
- e. all contracts negotiated by the conference or its officers; and
- f. budgetary matters.

Section 2: Size and Compensation.

The Board will be made up of seven members or, when the board determines to offer a virtual or hybrid conference, eight members. The board receives no compensation other than reasonable expenses.

Section 3: Meetings.

The members shall hold an annual meeting at least once a year either in person, or, as long as the business of the board can be conducted satisfactorily, virtually. Other meetings of all or any part of the Board may be scheduled from time to time. The members shall be empowered to transact business between annual meetings of the conference. Conference business may be transacted at the annual meeting, or by telephone, written correspondence, electronic mail, and any other means of communication. Only the members may count for a quorum at the annual or other meetings of the conference; and only the members may vote at the annual or other meetings, by mail, or electronically.

Section 4: Quorum.

A simple majority of the members shall constitute a quorum for the transaction of business at the annual or other meeting.

Section 5: Terms and Vacancies.

All board members shall serve on the board for a two-year term, term to begin on or before October 1 of the odd-numbered years when the conference is held. Once the board approves an incoming board member, the outgoing board member in that same position must resign.

Each board member has first right of refusal for the position he/she holds, subject to a majority vote by the rest of the board, except in the case of the Technology Chair, in which case the newly established board determines if that position will be necessary for the next conference. Any board member who plans to continue on for the next term must notify the board of that intention by August 1 of the conference year. Each board member is eligible for re-election in the same position for up to three consecutive terms. After this, he/she should retire from the position and the board. He/she is then eligible to apply for a new position, either on the board or one of its committees, when the general call for application to a board position goes out to the Historical Novel Society's membership at large, and subject to a majority vote by the board.

Should any member resign during his/her term of office or, for any reason is no longer able to serve as a board member, then the Board of Directors shall have the power to appoint a person to fill the unexpired term of such member.

Section 6: Elections.

At a meeting of the organization, the Board of Directors shall elect members to replace those whose terms will expire on September 30 of the conference year or those who resign or are

removed before their term expires. Prospective members shall be North American members in good standing of the Historical Novel Society, an international literary organization. New directors shall be elected by a majority of directors present at such a meeting.

Section 7: Censure and Removal.

If the Board of Directors determines a member is not executing his/her responsibilities per these bylaws the Board may, by majority vote, censure this person and require remediation. Any member guilty of conduct that, in the opinion of the Board of Directors, is injurious to the organization or willfully violates these bylaws, a program of remediation, or the established rules may be expelled from the Board of Directors. Expulsion shall require a majority vote of the Board of Directors.

ARTICLE V *Officers*

Section 1: Names of Officers.

The officers of HNS Conference shall be: Conference Chair, Program Chair, Marketing Chair, Secretary & Communications Chair, Treasurer & Finance Chair, Venue Chair, Registration Chair, and, when deemed necessary, a Technology Chair. The Board of Directors assumes responsibility for designating any additional officer, depending on the needs of the organization in a given year (for example, Past Chair). The inclusion of any additional officer would be to serve in an advisory, non-voting, and honorary capacity, and shall be by majority approval of the Board. The duties of the officers shall be as their titles imply and the Bylaws state.

Section 2: Duties of the Conference Chair.

The Conference Chair shall have primary responsibility for:

- a. calling all meetings of the Board;
- b. setting the agenda for all meetings;
- c. presiding at all meetings of the Board;
- d. coordinating conference volunteers;
- e. planning special workshops; and
- f. supervising the planning of the entire conference, subject to the control of the Board.

The Chair will be the Alternative Signer on the HNS Conference's bank accounts with the Treasurer & Finance Chair, and only one of the signers is needed to affect a transaction. The Conference Chair shall also co-sign the hotel contract (along with the Treasurer & Finance Chair).

The primary role of this position is to facilitate the planning and execution of the conference, and to stay informed of the broad activities of the other Board members so as to help as needed. The Conference Chair shall select the Guests of Honor and pre-conference workshop presenters, with the approval of the Board, and shall be their primary point of contact. The Conference Chair

shall also be the primary point of contact for all inquiries from the public and make announcements and special introductions at the conference. At the end of each term, the Conference Chair may be invited by the Board to serve in an advisory capacity for the next term. Any of these roles may be amended by the Board; the Board may also assign other duties to the Conference Chair.

Section 3: Duties of the Program Chair.

The Program Chair shall have primary responsibility over the programs, format, and timetable, subject to the approval of the Board. The Program Chair shall work with the Board in developing program content that will appeal to the intended audience, as determined by the Board, which can include new and established historical novelists, readers, reviewers, librarians, booksellers, and other industry professionals. The Program Chair shall communicate with the Agents and Editors Liaison to coordinate activities in which the agents and editors participate, such as Agent/Editor panels. The Program Chair shall issue a Call for Proposals regarding program talks, panels, and workshops, and shall present a recommended program to the Board for approval. The Program Chair shall communicate with those who submitted proposals and serve as the primary point of contact for approved presenters.

The Program Chair shall have secondary responsibility for special programming, which may include, but is not limited to:

- a. Blue Pencil Café;
- b. Cold Reads; and
- c. Costume Pageant or other special events.

The Program Chair may work on these events directly, or he/she may recruit and meet with skilled individuals who handle such events. The Program Chair may also select other assistants as needed.

The Program Chair shall preside at meetings of the Board in the absence of the Conference Chair. Any of these roles may be amended by the Board; the Board may also assign other duties to the Program Chair.

Section 4: Duties of the Marketing Chair.

The Marketing Chair shall have primary responsibility for the overall publicity and public relations about the conference.

The Marketing Chair shall have secondary responsibility for:

- a. Advertising;
- b. Publicity and Branded Materials;
- c. Photography (on-site);
- d. Conference Program;
- e. Social Media Sites;

- f. Website; and
- g. Sponsors and Exhibitors.

The Marketing Chair may work on these duties directly, or he/she may recruit and meet with skilled individuals who handle such duties. The Marketing Chair may also select other assistants as needed.

The Marketing Chair shall be generally responsible for:

- a. Communicating budgetary guidelines to his/her committees according to restrictions suggested by the Finance Chair and approved by the Board;
- b. Working with committees under his/her direction to develop appropriate timelines for task completion, and convey those timelines to the Board; and
- c. Successfully completing duties under his/her jurisdiction and maintaining constant communication with committees and other positions on the Board as conference preparations move forward.

Any of these roles may be modified by the Board; the Board may also assign other duties to the Marketing Chair.

Section 5: Duties of the Secretary & Communications Chair.

The Secretary & Communications Chair shall have primary responsibility for:

- a. Sending out meeting announcements to the Board;
- b. Taking the minutes at all meetings of the Board and distributing copies of those minutes to each member of the Board in a timely fashion;
- c. Maintaining the archive of all actions, minutes, electronic accounts, and other documents pertaining to business taken by the Board;
- d. Administering the Board's electronic message platform and making all communications contained therein accessible to all members of the Board; and
- e. Overseeing the Board's Bylaws, which includes making recommendations to the Board for revisions of the Bylaws, editing those revisions and keeping the Bylaws up-to-date, and disseminating them to members of the Board.

The Secretary & Communications Chair shall have secondary responsibility for:

- a. Coordinating and communicating with Agents and Editors, as well as the Program Chair; and
- b. Liaising with the Historical Novel Society.

The Secretary & Communications Chair may work on these duties directly, or he/she may recruit and meet with skilled individuals who handle such duties. The Secretary & Communications Chair may also select other assistants as needed.

Any of these roles may be modified by the Board; the Board may also assign other duties to the Secretary & Communications Chair.

Section 6: Duties of the Treasurer & Finance Chair.

The Treasurer & Finance Chair shall have primary responsibility for all accounting, banking, insurance, financial reporting, and budgetary procedures. The Finance Chair shall meet all federal, state, and local filing requirements as well as all federal and state tax requirements. The Finance Chair shall also co-sign the hotel contract (along with the Conference Chair) and work closely with other Board members on all matters impacting the conference budget.

The Treasurer & Finance Chair may work on these duties directly, or he/she may recruit and meet with skilled individuals who handle such duties. The Treasurer & Finance Chair may also select other assistants as needed.

The Conference Chair will be the Alternative Signer on the HNS Conference's bank accounts with the Treasurer & Finance Chair, and only one of the signers is needed to affect a transaction.

Any of these roles may be modified by the Board; the Board may also assign other duties to the Treasurer & Finance Chair.

Section 7: Duties of the Venue Chair.

The Venue Chair shall have primary responsibility over all aspects pertaining to the conference venue.

The Venue Chair shall have secondary responsibility for:

- a. Hotel liaison;
- b. Bookseller liaison;
- c. Food and beverage planning;
- d. Off-site conference activities;
- e. Local shipping and receiving;
- f. Signage at the hotel;
- g. Accessibility planning; and
- h. VIP onsite logistics.

The Venue Chair may work on these duties directly, or he/she may recruit and meet with skilled individuals who handle such duties. The Venue Chair shall communicate budgetary guidelines to his/her personnel according to restrictions suggested by the Treasurer & Finance Chair and approved by the Board. The Venue Chair shall oversee the negotiations for hotel and vendor contracts and submit these contracts to the Board for approval. The Venue Chair shall develop appropriate timelines for task completion and convey those timelines to the Board and his/her onsite personnel.

The Venue Chair shall be responsible for the successful completion of duties under his/her jurisdiction and maintain constant communication with his/her personnel and other positions on the Board as conference preparations move forward.

Any of these roles may be modified by the Board; the Board may also assign other duties to the Venue Chair.

Section 8: Duties of the Registration Chair.

The Registration Chair shall have primary responsibility for developing e-mail blasts regarding timing and logistics of registration, setting up format for the registration form, and tracking registration and registrants.

The Registration Chair shall have secondary responsibility for:

- a. coordinating registration options (e.g., meal choices and agent pitches) with relevant Board members (e.g., the Venue Chair and Agent and Editor Coordinator);
- b. providing registration details to Board members and fielding general queries about registration from Board members registrants, and the public; and
- c. providing regular registration reports to the Board.

Any of these roles may be modified by the Board; the Board may also assign other duties to the Registration Chair.

Section 9: Duties of the Technology Chair (when warranted).

The Technology Chair shall have primary responsibility for:

- a. coordinating technical demands of putting on a virtual/hybrid conference, e.g., arranging filming/livestreaming of sessions, managing data entry into the event app, and coordinating scheduling with the Program Chair;
- b. working with Conference Chair on designing the virtual conference's visual layout and functionality;
- c. working with the Registration Chair on registration for the virtual component of the conference;
- d. working with Marketing Chair on creating and implementing sources of advertising revenue in the virtual conference space;
- e. working with the Venue Chair on on-site arrangements; and
- f. fielding presenters' and attendees' questions about technical aspects of the virtual conference.

The Technology Chair may work on these duties directly, or he/she may recruit and meet with skilled individuals who handle such duties. The Technology Chair may also select other assistants as needed.

Any of these roles may be modified by the Board; the Board may also assign other duties to the Technology Chair.

ARTICLE VI *Committees*

Standing Committees, Special Committees, Task Forces, or other special groups shall be formed as needed and determined by the Board of Directors. Each committee shall have a specific charge, shall be headed by an officer of the Board of Directors, and shall be composed of persons appointed by that officer, on the advice of the Board of Directors.

ARTICLE VII *Amendments*

These bylaws may be amended when necessary by majority vote of the Board of Directors. Proposed amendments must be submitted to the Secretary & Communications Chair, to be sent out with regular board announcements.

ARTICLE VIII *Dissolution*

Should HNS Conference be dissolved for any reason, any funds, materials, or other conference assets, after all legal debts and obligations are satisfied, shall be distributed as follows. First Book of Washington, D.C., shall receive all cash, certificates of deposit, checking accounts, savings accounts, money market accounts, and any other conference funds. The public library in the current conference city shall receive copies of all remaining books donated to the conference for publicity purposes.

CERTIFICATION

These Bylaws were first approved at a meeting by the Board of Directors by majority vote on August 18, 2005.

Amended by majority vote on January 24, 2008:

Program Chair and Treasurer will co-sign contract with the conference hotel.

Amended by majority vote on June 16, 2011:

Article V: Officers, Section 1: Added the offices of Agent-Editor Coordinator and Registration Coordinator as members of the Board and listed examples of additional officers that may be added by the Board of Directors for each conference.

Article V: Officers, Section 6: Amended duties of the Publicity Coordinator.

Article V: Officers, Section 8: Added duties of the Agent-Editor Coordinator.

Article V, Officers, Section 9: Added duties of the Registration Coordinator.

Amended by majority vote on September 13, 2013:

Article IV, Board of Directors, Section 2: Changed the number of Officers of the Board of Directors. Amended the definition and duties of Past Chair. Section 5: Clarified when terms begin, how long a person can hold the same position, and how a past member can apply for a new position on the board. Removed Sections 7-10.

Article V, Officers, Sections 1-7: Re-organized the make-up of the Officers on the Board of Directors, amended their titles, and amended all duties that fall under each officer's responsibility.

Article VI, Committees: Amended who appoints committee members.

Appended graphical representation of the board structure and duties of each officer.

Amended by majority vote on July 25, 2015:

Article V, Officers, Section 7: Amended to add Registration Chair position.

Amended by majority vote on February 4, 2016:

Article V, Officers, Section 5: Amended to require alternate signer on bank accounts.

Amended by majority vote on November 12, 2019:

Article I: Clarified public name is Historical Novel Society North America or HNSNA.

Article IV, Section 1: Revised list of Board of Directors responsibilities for parallel structure.

Article IV, Section 7: Added language allowing Board to censure a member who is not executing his/her responsibilities per the bylaws.

Article V, Section 2: Added language mirroring content from Section V which indicates Conference Chair will be alternate signer on financial accounts and that only one signer is needed to affect a transaction. Also added coordination of volunteers to the Conference Chair responsibilities.

Article V, Section 3: Modified language about special programming to allow for flexibility across conferences.

Article V, Section 4: Added to duties of Marketing Chair all branding materials, sponsors, and exhibitors.

Article V, Section 5: Updated language about electronic accounts and message platform.

Article V, Section 6: Added insurance to list of Treasurer responsibilities and removed coordination of volunteers.

Article V, Section 7: Added several items to Venue Chair list of responsibilities, including food and beverage planning, off-site conference activities, accessibility planning, and VIP on-site logistics.

Article V, Section 8: Spelled out in greater detail the responsibilities of the Registration Chair.

Addendum: Deleted graphical representation of Board of Directors and responsibilities since it was inaccurate, dated, and redundant with Bylaws content.

Amended by majority vote on July 25, 2020:

Article IV, Section 3. Revised annual meeting requirement to allow for a virtual meeting.

Amended by majority vote on August 14, 2021:

Article IV, Sections 2 & 5, and Article V, Sections 1 & 9 revised to accommodate addition of a Technology Chair when deemed necessary.