

NAME OF THE CORPORATION

The name of the Corporation shall be the Science Oriented Literature, Arts and Education Foundation of Ohio, the S.O.L.A.E. Foundation. Hereinafter referred to as SOLAE or the Corporation.

GENERAL PURPOSE OF THE CORPORATION

The general purpose of the SOLAE Foundation is to hold and participate in current and future events, which advance science-oriented literature, arts and education.

Such events shall be held in a manner, which does not discriminate with regard to gender, race, religious belief, age, abilities, sexual orientation or national origin.

MISSION STATEMENT

SOLAE is a nonprofit organization whose purpose is to promote the study of science through the reading and writing of books and through promoting appreciation of the art and aiding educational efforts in this area. This is done through the raising of funds for scholarship awards and collecting of books or funds for schools, and other non profit institutions. This goal is primarily reached by presenting events through the year that provide experiences that promote such learning, appreciation and education.

DEFINITIONS

OFFICERS: The officers of the Corporation will be the President, Vice-President, the Secretary, and the Treasurer.

EXECUTIVE COMMITTEE: The committee of the corporate officers.

BOARD: The board of directors/oversight committee of the Corporation.

CON: The events that are held.

MEMBER CON: The individual organizations that have elected to join the Corporation.

CHAIR: The Chairperson of a Member Con.

CON TREASURER: The Treasurer of the Member Con.

TRUSTEE: A member of the Board of Directors elected by the Member Con.

PROCEDURES TO BECOME A MEMBER CONVENTION

1. Member cons consist of a committee organizing an event or events, which meet the purpose of the Corporation.
2. Any such committee that wishes to petition for membership in the corporation shall meet the following guidelines:
 - Must agree to abide by the bylaws of the Corporation
 - Must meet all IRS 501(c)(3) requirements.
 - Must follow GAAP
 - Must maintain bank accounts with a minimum of two signatures.
3. Any organizing committee wishing to become part of the corporation must submit an application in writing. Such petition must detail specifics of the Con such as type of con, dates, place, themes, etc.
4. Title to funds and all other assets shall belong to the corporation. However, possession and usage of those funds and assets shall reside wholly with the member con.
5. The Corporation recommends that each Member con have a written list of its general rules of operation on file with the Corporate Secretary in the event that the Board of Directors is called upon to resolve a dispute.
6. Two-thirds of the voting members present must approve accepting an application.

7. At the next quarterly meeting another two-thirds of the voting trustees present must approve accepting the applicant as a Member Con.
8. Once the application has been accepted the new Member con may seat its Trustees immediately.

OBLIGATIONS OF MEMBER CONVENTIONS

Each Member Con shall abide by the bylaws of the SOLAE Foundation, Inc.

Each Member Con shall provide an equal number of trustees to the Board of Directors. Each Member Con shall provide from one to three trustees.

Each Member Con shall have a procedure established for the immediate replacement of a Con Chair.

Each Member Con shall maintain its own mailing address. The Member Cons shall not use the corporate mailing address.

The financial records of each Member Con shall be maintained in accordance with GAAP and are subject to periodic audit of the corporate Treasurer. At the close of the fiscal year the Con Treasurer shall report information necessary to the Corporate Treasurer to complete federal, state, and local tax forms.

Each Member Con shall maintain its own banking account(s). All Member Con accounts shall be a minimum of two-signatory. The Corporate Treasurer shall be the second signatory on all banking accounts.

Each year after closing of an event's books, a portion of the profits shall be earmarked for the use of the Corporation. Each Member Con shall remit to the Corporation 10% (ten per cent) of the net profit of that Con. This fee is to be not less than \$50.00 or more than \$1000.00. This fee may be waived by a vote of the Board of Trustees.

OVERSIGHT OF MEMBER CONVENTION BY THE CORPORATION

Recommendations of the board of Directors are made for the purpose of suggesting direction to the various Member Cons and are not binding on the Member Cons except in the following circumstances:

1. Any act or omission by a Member Con that incurs the liability of the Corporation.
2. Each Member Con shall elect its own chair. This decision is not reviewable by the Board of Directors. However, should the Board determine that the acts of the Chair (or the Con he/she is responsible for) incur the liability of the corporation, the Board shall notify the Chair that such acts must be corrected. If the acts are not corrected, the board may act to remove the Chair and/or the con. The procedure for removal is outlined below.
3. Each Member Con shall submit a candidate for the office of its treasurer to the corporate Treasurer. The Corporate Treasurer will approve or disapprove the candidate. The Corporate Treasurer is responsible for filing the tax returns to the Federal Government based on the books kept by each Member Con Treasurer. It's the Corporate Treasurer who signs these returns. The Corporate Treasurer's decision can be appealed to the Corporate committee by the Member Con and/or the treasurer candidate. At the appeal, the Corporate Treasurer must submit, in writing, the reasons for his/her decision. The Member Con and/or treasurer candidate will attend this meeting and have a chance to address these reasons. A vote of three-fourths of the voting members present can overturn the Treasurer's decision. Appeals are limited to one per candidate.
4. General removal of Chairperson and/or Treasurer: The Corporate Board may act to remove a Con Chairperson and/or Treasurer for malfeasance, misfeasance, and nonfeasance, or any act or omission which incurs the liability of the Corporation. Any person having a valid cause for removing these officers must inform the Corporate committee in writing. Removal of an officer can be treated the same as any other

agenda item at a special or quarterly meeting. Written notice must be given to the affected officer and notice must be published in the Member Con's newsletter or in whatever manner the Member Con uses to communicate with its own ConCommittee. The vote shall be three-fourths of the voting members present.

REMOVAL OF A MEMBER CONVENTION

VOLUNTARY REMOVAL

The Member Con shall notify the Board of Directors in writing that the Con is withdrawing from the Corporation. The Chair, Treasurer, and the Trustee(s) of that Con must sign the notice.

Upon receipt of this notice, the Corporate Treasurer will conduct a closing audit of the books of that Con. Ownership of any remaining funds or other assets, tangible or intangible will be returned to the con within 60 days.

INVOLUNTARY REMOVAL

In the case of a Member Con failing to abide by the bylaws of the Corporation, that Con may be removed from the Corporation by a vote of the Board of Trustees.

Written notice that the Con is up for removal must be sent to that Con's Trustees, Chair, and Treasurer, and published in a major Franklin County newspaper or periodical.

Removal of a Member Con is treated the same as any other agenda item. A three-fourths vote of all trustees, excluding trustees from the con under consideration, is required for removal.

Upon removal of a Member Con, the Corporate Treasurer will immediately conduct a closing audit of the books of that Con. Any funds remaining of that Con will be returned to the Con within 60 days.

BOARD OF DIRECTORS

MEMBERSHIP OF THE BOARD

The membership of the Board of Directors shall be composed of the representatives of the Member Cons. Each Member Con shall have an equal number of representatives on the Board. No one person may represent more than one Member Con at a time.

In the case of an even number of Trustees, the Board shall appoint an "At Large" member. The "At Large" member shall be appointed to a maximum of a one-year term, at the pleasure of the Board of Trustees.

MEETINGS OF THE BOARD

The Annual Meeting

The annual meeting, as required by law, shall be in the first quarter of the year in Franklin County. Attendance by all the Trustees shall be mandatory. The business of the meeting shall consist of: The election of Corporate Officers, the annual corporate financial report, and any other such business as the board may decide.

The Chair of each Member Con must notify the Corporate Secretary of the Member Con's Trustees no later than January 15 so that all meeting notices may be properly sent.

Quarterly Meetings

The Board of Directors shall meet quarterly. The annual meeting constitutes one of these quarterly meetings.

If two-thirds of the voting members of the Board determine that there is not sufficient business to warrant a quarterly meeting, the meeting may be cancelled.

Meeting Provisions

Meetings will be held within the confines of Franklin County and are open to the public.

A quorum of two-thirds of the Corporate Board must be present to be a valid meeting.

The Corporate Secretary shall send notice of the meetings to all Trustees. All quarterly meetings shall be publicized by notice through any available member con newsletters.

Special Meetings

If one third of the Board of Directors determine that an additional meeting is necessary, more than one meeting per quarter may be held. The agenda of this meeting shall be limited to the specific purpose for it being called.

Agenda of Meetings

Except as provided before, the agenda of meetings shall be set as follows:

1. The initiative of any Trustees shall place an item on the agenda. Any parties who wish to propose agenda items may petition any Trustees to do so.
2. Other parties may request permission to address the Board by written request to the Corporate Secretary. These items will be placed on the agenda subject to the board's approval at the time of the meeting.

Upon completion of the agenda, the Corporate Secretary will send copies of the final proposed agenda to all Trustees along with the official notice of the meeting.

ELECTION OF OFFICERS

The election of Corporate Officers shall take place at the quarterly meeting held during the first quarter of the calendar year.

Election is by a simple majority of voting members present. All officers must be voting members of the corporation.

The Corporate officers shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Corporate Treasurer may not hold any other office.

General Duties of All Officers

All officers shall perform all duties incident to such office and any other duties as may be assigned to such officer by the board of Directors.

All officers shall be bound by any vote of the Board of Directors.

Any Corporate Officer may be removed from office for malfeasance, misfeasance, nonfeasance, or any other act or omission that incurs the liability of the Corporation. The procedure for removal of a Corporate Officer shall be the same as that for removal of a Member Con Chair or Treasurer.

Duties of the President

The President shall:

1. Preside over the meetings of SOLAE.

2. Recognize speakers not on the agenda at his/her discretion.
3. Have the authority to negotiate and sign contracts made on behalf of the Corporation.
4. Cast the tie-breaking vote when such a vote is necessary.
5. Appoint necessary sub-committees, one or more assistants to the secretary and/or treasurer, and other such officers and agents of the Corporation as may be deemed necessary with the concurrence of the Corporation.
6. Act as the spokesperson for the Corporation, or shall appoint another to act in this capacity.
7. Appoint a Sergeant-At-Arms as necessary.
8. In the absence of the person responsible for signing contracts for a Member Con, the corporate President may sign contracts for that Member Con.

Duties of the Vice President

The Vice President shall fulfill the duties of the President in the event of the absence or incapacity of the President.

Duties of the Treasurer

The Treasurer shall:

1. Be responsible for the filing of all federal, state, and local tax forms.
2. Oversee the financial records of the Member cons to assure that they meet Generally Accepted Accounting Practices (GAAP).
3. Approves/disapproves Member Con Treasurer appointees.
4. Be responsible for the timely payment of all corporate obligations.
5. Collect all fees assessed the Member Cons.
6. Provide yearly financial statements to the corporation.
7. Maintain an inventory of all corporate assets.
8. Be able to provide a current financial report to any meeting of the corporation.
9. Upon withdrawal of a Member con, conduct an immediate closing audit of that Con's financial records and return any remaining funds to that con within 60 days.
10. Be a signatory on all corporate and member con bank accounts.
11. Perform the duties of treasurer for a Member Con in the absence of a con Treasurer until a replacement has been named.

In the event that the Corporate Treasurer is not qualified or does not feel qualified to complete the IRS returns, the Corporation may seek the advice of a qualified outsider.

Duties of the Secretary

The Secretary shall:

1. Record minutes of all proceedings of all corporate meetings.
2. Maintain proper records, including all records necessary to establish non-profit educational status with the IRS.
3. Receive the agenda, publish and distribute said agenda to all Trustees in a timely manner.
4. Notify, in writing, all Trustees of all meetings in a timely manner.
5. Record the count of all votes taken by the Corporation.
6. Receive the appointments of Member Con Trustees to the Corporation from the Member Con Chairs.
7. Tracking the proxy votes – who carries the proxy and on what issues.

PROXIES

Proxy votes

1. Must be in writing to the person who is exercising the proxy vote and to one other Trustee.
2. Are not acceptable at the annual meeting.
3. Must include the date of the meeting for which the proxy is to be used.

4. Are allowed only for the specified published agenda items listed in the letter.
5. Are limited to one quarterly meeting per year and two special meetings per year.

AMENDMENTS OF THE BYLAWS

Amendments of the Bylaws may be proposed as per any agenda item. Consideration of said agenda item at a meeting shall constitute first reading of the proposed change. Approval of this reading must be made by two-thirds of the voting members present. The secretary shall prepare the written notice of the proposed change, which shall be included with the notice of the next meeting. The second reading of the proposed change shall take place at that next meeting. The proposed change must then be approved by three-fourths of all voting members.

DISSOLUTION CLAUSE

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) 3 of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.