

I certify the attached to be a true & correct copy of the Bylaws of the Philadelphia Corporation.

Guy Helt Aldrum
11/30/84

BYLAWS OF THE PHANADELPHIA CORPORATION

ARTICLE I NAME

The name of the corporation is "The Phanadelphia Corporation".

ARTICLE II PURPOSES

Section 1. The purposes for which the Corporation is formed are as follows:

(a) to promote public awareness and appreciation of Science Fiction and Fantasy literature;

(b) to promote the study, discussion and improvement of Science Fiction and Fantasy literature;

(c) to originate, arrange, sponsor and hold meetings, conventions, conferences, lectures and talks for the further advancement of Science Fiction and Fantasy literature, including, but not limited to, the administration of World Science Fiction Conventions;

(d) to promote the enhancement and furtherance of Science Fiction and Fantasy in art, film, theatre, radio, television, dance and other media;

(e) to promote, publish or print any form of literature which will lead to the enhancement of Science Fiction and Fantasy literature and any other forms of literature of technical or general nature;

(f) to promote the acquisition of scientific knowledge by the public and by the members of the Corporation; and

(g) to carry on any other business or activity in furtherance of the foregoing and not inconsistent with the constraints applied by Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future Internal Revenue law).

Section 2.

Notwithstanding any other provision of the Articles of Incorporation or the Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

Section 3.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons; except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in favor of the purposes set forth in the Articles of Incorporation and any amendments thereto.

ARTICLE III DISSOLUTION

Upon dissolution of the Corporation, the Directors shall, after paying or making provision for payments of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, and shall distribute the assets of the Corporation in such a manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any of the assets not so disposed of shall be disposed of by the appropriate Court of the Commonwealth of Pennsylvania having jurisdiction, exclusively for such purposes as stated above, as said Court shall determine.

ARTICLE IV MEMBERSHIP

Section 1.

Persons may be admitted to membership by a vote of three-quarters of the Board of Directors or of the membership of the Corporation.

Section 2.

Dues shall be set by the Board of Directors.

Section 3.

A person may be removed from membership for failure to pay dues or for good cause by a vote of three-quarters of the Board of Directors or the membership of the Corporation. In the event that the Board of Directors votes to remove a person from membership for reasons other than the non-payment of dues, that person may be reinstated to membership by a vote of the majority of members of the Corporation.

ARTICLE V MEETINGS

Section 1.

There shall be an annual meeting of the Corporation during the month of October. The Board of Directors shall be elected at the annual meeting and the officers and the Board shall make their report at the annual meeting.

Section 2. Regular meetings of the membership of the Corporation shall be held at such times and places as the Board of Directors, the President or the membership of the Corporation shall direct.

Section 3.

The Secretary shall notify the members of the Corporation of the place, day and hour of each meeting of the membership at least five days prior to the day of the meeting.

Section 4.

Special meetings may be scheduled by the Board of Directors, the President, or upon petition of one-third of the members of the Corporation.

Section 5.

(a) A quorum shall be composed of a majority of the members of the Corporation.

(b) When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members.

(c) In the absence of a quorum, a majority of the members of the Corporation who are present may adjourn or reschedule that meeting to another place or time, without further announcement than notice at the meeting. At any adjourned or rescheduled meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 6.

Except where superseded by law of the Bylaws or the Standing Rules which may be established, the meetings of the membership of the Corporation shall be conducted according to the latest edition of Robert's Rules of Order, or according to such other rules as the membership may adopt. So long as there are no objections, the president officer may relax the procedural formality of the meetings.

ARTICLE VI SELECTION OF OFFICERS AND DIRECTORS

Section 1.

The members of the Corporation shall elect the members of the Board of Directors at the Annual meeting. The Board of Directors shall assume office at the conclusion of the Annual meeting and shall serve thereafter until the following annual meeting and thereafter until their successors are elected and qualified.

Section 2.

Nominations may be received in advance of the meeting and from the floor at the annual meeting. Nominations made in advance of the annual meeting shall be made in writing.

Section 3.

There shall be three directors.

Section 4.

The three persons receiving the most votes shall be elected as Directors. In the event of tie votes, there shall be a runoff among those persons receiving equal numbers of votes.

Section 5.

In the event that a vacancy occurs in the post of Director, a special election shall be called to fill the balance of the term at a meeting of the membership to be called by the Board within sixty (60) days.

Section 6.

Written votes for specific named persons may be received. The written vote must be signed and dated.

Section 7.

The Board of Directors shall elect a President, a Secretary, a Treasurer and such other officers as they deem proper. The President must be a member of the Board of Directors. The Secretary and the Treasurer need not be members of the Board of Directors.

Section 8. The officers of the Corporation shall serve until the annual meeting and thereafter until their successors are elected and qualified. An officer may be removed or suspended before that time by a vote of two-thirds of the Board of Directors or the membership of the Corporation, not including the person whose removal is sought.

ARTICLE VII MANAGEMENT OF THE CORPORATION

Section 1.

The Management of the Corporation shall be vested in the Board of Directors and in such officers as they shall select.

Section 2. Duties of the Officers.

(a) The President shall be the Chief Executive Officer of the Corporation and shall have the general and active management of its business. He shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation and shall have the final authority on all matters relating to the day-to-day business of the Corporation, subject to the provisions of these Bylaws. His decisions shall conform to the policies set by the Board of Directors and the membership, and he shall see that all orders and resolutions of the Board and the membership are carried into effect. He shall preside at all meetings of the Board of Directors and the membership.

(b) The Secretary shall act as the secretary of all meetings of Board of Directors and the membership and shall keep the minutes of all such meetings. He or she shall maintain an up to date list of the names of the members of the Corporation, showing their addresses and shall carry out such duties with regard to these records as is specified by these Bylaws. The Secretary shall have custody of the Corporate Seal, the Articles of Incorporation and all other legal papers and records of the Corporation. The Secretary, in conjunction, with the Treasurer, shall be responsible for the filing of such reports as may be required by federal and state law.

(c) The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts or receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation, in such depositories as the Board of Directors shall designate. The Treasurer shall collect all funds due and owing to the Corporation and shall disburse the funds of the Corporation as directed by the Board of Directors and the membership. The Treasurer shall keep records of the payment of dues by the members. The Treasurer shall make and prepare a statement at the conclusion of the fiscal year on the financial

activities of that year. The Treasurer shall assist the Secretary in keeping the records of the membership and in filing such forms as may be required by federal and state laws.

Section 3. Each of the Officers shall perform such additional duties as may be prescribed by the Board of Directors or the membership.

Section 4. The membership and the Board of Directors may create any additional appointive or elective position or appoint such agents as they deem necessary. They may define the duties and determine the authority of such position or agent and the procedure whereby the holder of such position or agency shall be appointed or removed. If no such procedure for removal is specified, then the person holding the office or agency may be removed at the pleasure of the Board of Directors.

Section 5. The membership shall vote on such issues as may be placed before them by the Board of Directors.

Section 6. Standing or special committees may be established or dissolved by the President, the Board of Directors or the membership of the Corporation.

ARTICLE VIII AMENDMENTS

Section 1. A proposal to amend the Articles of Incorporation or these Bylaws may be introduced by any two members of the Corporation or by the Board of Directors. Any proposal by the members must be in writing and shall be presented to the Secretary, who shall present it to the Board of Directors at their next meeting.

Section 2. The Board shall review the wording and content of the proposal and report it, along with their recommendations, if any, to the membership of the Corporation. The membership may at any time remove any proposal from the Board and schedule it for a vote. The membership may also refer the proposal back to the Board or to a special committee at any time.

Section 3. The proposal may be subject to amendments from the floor, but after such amendment the Board may ask that the proposal be referred for further review.

Section 4. Written notice shall be given to each member entitled to vote on the amendment at least two weeks before the meeting at which the proposal is to be considered, of the original content of the proposal, along with any changes suggested by the Board or any special committee and of the place, time and location of the meeting at which it shall be considered.

Section 5. The affirmative vote of three-fifths of the members of the Corporation present is required to adopt any amendment to the Articles of Incorporation or the Bylaws.

Section 6. Whenever an amendment to the Articles of Incorporation is adopted, the Board of Directors shall forthwith take such action

as is required by the laws of the Commonwealth of Pennsylvania to cause the amendment to become effective and registered.

ARTICLE IX MISCELLANEOUS

Section 1.

In addition to the powers and authority expressly conferred on them, the Board of Directors may exercise any powers of the Corporation and do any lawful acts or things, the doing of which is not otherwise provided for by law or in the Articles of Incorporation.

Section 2.

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of such person's being or having been an Officer, Director, Trustee, or agent of the Corporation, against expense (including reasonable attorney's fees) judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding to the full extent permitted by law, except where such person is finally determined to have been guilty of bad faith or improper conduct of his duty as such Officer, Director, trustee or agent.

(b) The Corporation shall pay expenses incurred in defending any such action, suit or proceeding in advance of its final disposition to the extent, if any, authorized by the membership of the Corporation, upon receipt of an undertaking by or on behalf of the person or persons involved to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the Corporation.

Section 3. Except where the context clearly requires otherwise,

(a) "Meeting" means any regular or special business meeting of the membership of the Corporation, including the Annual Meeting.

(b) "Members" and "membership" means the members of the Corporation.

(c) "Vote", "decision", or "approval of the membership" or other similar language referring to an action or decision taken by the membership means by a majority of all votes cast at a meeting by all members of the Corporation entitled under these Bylaws to cast a vote on such a matter.

(d) "Presiding Officer" means any person lawfully presiding at a meeting;

(e) "Votes cast" means valid votes for or against a proposal or candidate, and does not include abstentions or invalid votes; and

(f) "Board" means the Board of Directors.

Section 4.

Written notice or notifications is "given" to any person if and when it is left with him in person or with a person living with him, or is left at his residence or usual place of work, or if and when it is sent by mail, telegraph, or other carrier to his address as it appears in the records of the Corporation, or if and when it is sent to him by any other means. Any means enumerated in this subsection and used to give any notice to any person must be calculated to reach him within a reasonable period of time.