

WOMEN Writing the West

AMENDED BYLAWS (Approved and Adopted December 8, 2023)

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the corporation is WOMEN WRITING THE WEST hereinafter referred to as “the Organization.” It is a nonprofit corporation organized pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act and incorporated exclusively for charitable, educational and literary purposes pursuant to Section 501(c)(3) of the Internal Revenue Code.

Section 2 – Purpose: To support and promote the work of writers and other professionals in the evolving publishing field whose work is set in the North American West.

ARTICLE II – MEMBERSHIP

Section 1 – Eligibility: Membership shall be open to any person over the age of 18 who believes in the stated purpose. Membership shall not be denied because of age, race, gender, sexual orientation, religion or national origin.

Section 2 – Name: Upon joining the Organization or upon request, members must disclose both their real name and pen name. Membership participation shall be in one name only as chosen by the member.

Section 3 – Categories: There shall be three (3) categories of membership: active, sustaining and honorary. Active members are entitled to all member benefits including the right to vote. Sustaining members are entitled to all member rights and benefits but

voluntarily agree to further support the Organization by paying higher dues. Honorary membership may be granted by the board of directors in such circumstances as determined by the board on a case by case basis. Honorary members cannot vote and do not pay dues. Founding members shall be recognized as such in any category of membership in a manner to be determined by the board of directors.

Section 4 – Transfer: Membership is non-transferable.

Section 5 – Voting: Only active and sustaining members in good standing shall have the right to vote pursuant to the provisions of Article IX on any issue properly brought before the membership.

Section 6 – Meetings: Membership meetings shall be held pursuant to the provisions of Article VIII.

ARTICLE III – DUES

Section 1 – Active Members: Annual Dues for active members shall be as determined by the board of directors and shall be for a term of one year commencing from date of purchase

Section 2 – Sustaining Members: Annual dues for sustaining members shall be as determined by the board of directors and shall be for a term of one year commencing each January 1. Annual dues for sustaining members shall not be less than \$100 per member.

Section 3 – Waiver: The board of directors may, in their sole discretion, waive full or partial payment of dues or other fees for reasonable cause upon application by any requesting member. The request for waiver must be in writing and may be delivered to any director or officer. The board of directors will consider the request and will render a decision within ten (10) working days. The decision of the board of directors shall be final and may include any restrictions or other conditions required by the board.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Directors: The governing body of the Organization is the Board of Directors, which has the authority and is responsible for supervision, control and

direction of the Organization. The board shall be comprised of not less than three (3) or more than eleven (11) persons.

Section 2 – Composition: The board of directors shall be composed of the four (4) officers of the Organization, the immediate past president, and not more than four (4) directors who must be active or sustaining members of the Organization. Should the immediate past president be unable to serve, this vacancy shall be filled by any past president as determined by the board of directors.

Section 3 – Term of Office: Officers shall serve as directors during their term as an officer; Directors at large chosen from the membership shall serve for a term of one (1) year and shall not serve more than three (3) consecutive terms; the person nominated by the board as vice president (president-elect) shall serve for a term of two (2) years; All other directors shall serve for a term of one (1) year. All directors shall be eligible to serve only if they remain members in good standing of the Organization.

Section 4 – Election: The board of directors shall be elected pursuant to the provisions of Article IX of these Bylaws.

Section 5 – Vacancies: If a vacancy occurs on the board for any reason, the position may be filled by the board for the remainder of the unexpired term. Should the vacating director also be an officer, the board of directors may fill the vacancy on the board separately from the officer vacancy.

Section 6 – Meetings: The board of directors shall have one (1) annual meeting and special meetings as needed. Special meetings may be held at the request of the president or upon the written request of no less than one third (1/3) of the total number of board members eligible to vote. Special meetings may be held in person or by electronic means. Notice of special meetings may be given by telephone, email or regular mail. Any action required or permitted to be taken at the annual meeting or any special meeting of the board of directors or any committee thereof may be taken without a meeting if consent, setting forth the action so taken, is given by the directors or members entitled to vote thereon. Such consent shall be in writing or by email signed electronically. Such consent shall have the same force and effect as a unanimous vote thereon.

Section 7 – Quorum: The quorum for all board meetings shall be one half (1/2) of the total number of eligible members of the board of directors.

Section 8 – Powers: The management of the Organization is vested in the board, which shall exercise all powers except those specifically reserved for the membership or otherwise limited by the Articles of Incorporation or the provisions of these Bylaws. The board of directors must approve all contracts prior to execution.

Section 9 – Accountability: The board of directors shall be accountable to the membership and shall make an annual report to the membership.

Section 10 – Removal: Any director may be removed from the board with or without cause by a two-thirds (2/3) vote of the total board membership at any regular or special meeting, provided however, that thirty (30) days' notice of such action be given to all directors. Any director who, without cause, fails to attend three (3) consecutive meetings of the board may be removed from the board at the third applicable meeting.

Section 11 – Compensation: Directors shall not receive compensation for their services but shall be reimbursed by the Organization for reasonable and necessary out-of-pocket expenses incurred on behalf of the Organization.

ARTICLE V – OFFICERS

Section 1 – Officers: The officers of the Organization shall be President, Vice President (President-Elect), Secretary and Treasurer.

Section 2 – Nomination and Election: No later than forty-five (45) days prior to the annual meeting of the membership, the outgoing board of directors shall nominate one candidate for each office except president. Pursuant to the provisions of Article IX, the newly elected board of directors shall elect the officers at the first meeting of the board subsequent to the board's election. The nominee elected as vice president shall serve the first one-year term as vice president and the second one-year term as president.

Section 3 – Qualifications: All officers shall be members in good standing of the Organization and shall serve as directors during their term of office.

Section 4 – Term of Office: Officers shall serve a term of one (1) year or until their successors are duly elected and shall assume office upon their election.

Section 5 – Vacancies: Any vacancy shall be filled by the board of directors for the remainder of the unexpired term.

Section 6 – Duties: The duties of the officers shall be as follows:

The president shall be the chief corporate officer and shall preside at all meetings of the membership and all meetings of the board of directors. The president shall perform all duties that usually pertain to the office and shall appoint the chairs of each committee. At the annual meeting of the membership, the president shall submit a report which shall include a description of the current state of the Organization including financial and activities status. The president may assign duties to other officers.

The vice president (president-elect) shall assist the president in the exercise of the president's duties and shall perform the duties of president at all times when the president is absent. The vice president (president-elect) shall succeed to the office of president upon the expiration of the president's term of office or upon a vacancy in the office of president for any reason.

The secretary shall keep records of board meetings and actions, membership meetings and actions, and make such reports to the board and membership as requested by the president and perform such other duties as are normal and usual in pertaining to the office.

The treasurer shall ensure that sound internal financial controls are in place and operating properly. The board of directors has authorized the engagement of a certified public accountant (CPA) who shall serve at the pleasure of the board. The treasurer shall serve as liaison to the CPA. Based upon the information provided by the CPA, the treasurer shall render a full and accurate account of all monies received and paid out by submitting a report at each board meeting. A complete financial report, including any independent review or audit requested by the board of directors, shall be presented to the membership at the annual membership meeting.

Section 7 – Accountability: The officers are accountable to the board of directors.

Section 8 – Removal: Any officer may be removed for adequate reason by a two-thirds (2/3) vote of the board of directors.

Section 9 – Compensation: Officers shall not receive compensation for their services but shall be reimbursed by the Organization for reasonable and necessary out-of-pocket expenses incurred on behalf of the Organization.

Section 10 – Multiple Offices: No person may be elected to two offices simultaneously. Should a vacancy occur, a duly elected officer may be appointed to assume the duties of the office vacated until a successor is duly elected, with the exception that the offices of president and secretary cannot be held by the same person.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1 – Responsibilities: The executive committee shall manage the day-to-day activities of the Organization and may delegate administrative matters to other qualified persons. The executive committee is responsible to and shall report to the board of directors.

Section 2 – Composition: The executive committee shall be composed of the president, vice president (president-elect), secretary, treasurer, and immediate past president.

Section 3 – Meetings: Meetings of the executive committee shall be held from time to time and at such places and times as deemed necessary by the president. Special meetings may be held upon the written request of two (2) members of the committee.

Section 4 – Quorum: A majority of the committee members shall constitute a quorum for all meetings of the executive committee.

ARTICLE VII – COMMITTEES

Section 1 – Standing Committees: The board of directors may create standing committees and adopt policies for their operation. The president, with the advice and approval of the board of directors, shall appoint a chairman for each standing committee unless otherwise provided in these Bylaws. The chairman of any standing committee must be a director of the Organization.

Section 2 – Accountability: The chairman of each standing committee shall be responsible to the board of directors and shall submit reports to the board of directors at each regular meeting of the board.

Section 3 – Subcommittees: Chairmen of standing committees may create subcommittees as needed to expedite committee responsibilities and may appoint chairmen for each subcommittee. Subcommittees are accountable to the committee that appointed them and to the board of directors.

Section 4 – Meetings: All committees shall meet at such times and places as determined by the committee chairman.

Section 5 – Ad Hoc Committees: The president, with the approval of the board, may create ad hoc committees to deal with specific issues for a specified period of time. Ad hoc committees are accountable in the same manner as standing committees.

Section 6 – Special Committees: The president, with the approval the board, may create special committees appointed to perform a special function that is beyond the authority or capacity of a standing committee. The chairman of a special committee may create subcommittees as needed to expedite committee responsibilities, and all are accountable in the same manner as standing committees. Special committees generally expire on completion of its designated duties, though they can be renewed.

The president shall be an ex-officio member of all committees.

ARTICLE VIII - MEMBERSHIP MEETINGS

Section 1 – Annual Meeting: There shall be an annual meeting of the membership at such time and place as determined by the board of directors. The agenda shall be prepared by the president at her/his sole discretion. The agenda of the annual meeting shall include:

1. Results of the board of directors voting
2. Annual reports
3. Consideration of any other valid business

Section 2 – Special Meetings: Special Meetings may be called by the president, board of directors or upon the written request of one fourth (1/4) of the members eligible to vote.

Section 3 – Notice: Notice of any meeting of the membership shall be delivered personally or electronically to each member at least five (5) calendar days prior to the meeting.

Section 4 – Quorum: Forty percent (40%) of the eligible members in good standing shall constitute a quorum at any special meeting of the membership. Twenty percent (20%) of the eligible members in good standing shall constitute a quorum at the annual membership meeting.

In the event the quorum is not met during the annual membership meeting, the annual membership meeting will go forward as usual during the conference; however, the vote will be postponed and take place at The WILLA Award presentation. In this way, all business would be conducted at the time of the annual membership meeting, but the actual vote could take place later when a quorum of members would be present at the award presentation.

ARTICLE IX – NOMINATIONS AND ELECTIONS

Section 1 – Nominating Committee: No later than sixty (60) days prior to the annual meeting of the membership, the board of directors shall appoint a committee to select a slate of candidates for the ensuing year's board of directors. The nominating committee shall be composed of the immediate past president, president and vice president (president-elect) who shall chair the committee.

Section 2 – Nominations: The nominating committee shall specify the name of each nominee and whether the person has also been nominated by the board of directors as an officer and/or the chairman of a standing committee.

Section 3 – Eligibility: A nominee must be a member in good standing of the Organization.

Section 4 – Member Nominations: Any eligible member in good standing may submit names for consideration to the nominating committee no later than forty-five (45) days prior to the annual meeting. Any person so submitted must be found duly qualified by the nominating committee and must accept the nomination. No write in candidates will be accepted.

Section 5 – Elections: Election of directors shall be held by ballot submitted to eligible members no later than thirty (30) days prior to the annual meeting. Ballots shall be returned no later than ten (10) days prior to the annual meeting. Ballots may be sent and/or returned electronically or otherwise as determined by the board of directors. The results shall be verified by the chairman of the nominating committee and announced at the annual meeting and on the Organization website.

Section 6 – Voting Eligibility & Quorum: Each active and sustaining member shall be entitled to one vote per director position. Cumulative voting is not permissible. Thirty-five percent (35%) of those members eligible to vote shall constitute a quorum.

ARTICLE X – NONDISCRIMINATION

The members, officers, directors, employees and persons served by the Organization shall be selected on a nondiscriminatory basis with respect to age, gender, sexual orientation, race, religion, or national origin.

ARTICLE XI – INDEMNIFICATION

To the extent permitted pursuant to the Colorado Non-Profit Corporation Act, as may be amended, or its successors, the Organization shall indemnify any and all of its directors, officers, former directors, former officers, any of them in connection with any actual or threatened action, suit, claim, or proceeding in which any of them are or may be made a part by reason of having been a director, officer, employee, committee member or agent of the Organization.

ARTICLE XII – FISCAL YEAR

The fiscal year of the Organization shall be January 1 through December 31. The fiscal year may be changed from time to time by the board of directors.

ARTICLE XIII – AMENDMENTS

Section 1 – Amendments to Bylaws: These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds (2/3) vote of the board of directors at any regular or special meeting of the board if a quorum is present.

Section 2 – Notice: Notice of the change to these Bylaws shall be given to the membership by newsletter, email or website posting.

Section 3 – Submitting an Amendment: Any eligible voting member in good standing may submit a proposed amendment to these Bylaws to the board of directors for their consideration. Any such proposed amendment must contain the signatures of no less than six (6) eligible voting members. Such duly signed proposed amendments shall be voted upon by the board along with any other proposed amendments.

Section 4 – Conflict: No bylaw or amendment thereto, will be of legal effect to the extent that it conflicts with the laws of the United States, Colorado Statutes, the Articles of Organization and amendments thereto, or the provisions of IRC Code Section 501(c)(3).

Section 5 – Interpretation: In the event of any ambiguity or dispute in the interpretation of these Bylaws, such ambiguity or dispute shall be resolved by majority vote of the board of directors.

ARTICLE XIV– DISSOLUTION

This corporation may be dissolved by a two-thirds (2/3) vote of eligible members at a duly called annual meeting or special meeting of the membership. Upon an affirmative

vote for dissolution, the corporation shall be dissolved. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision to pay all of the liabilities distribute the assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office is then located, exclusively for such purposes.