

Bylaws of HIGH COUNTRY WRITERS

Organized July 1, 1995

Revised January 12, 2006

Revised May 23, 2012

PURPOSE: High Country Writers (HCW) is a non-profit organization whose purpose is to provide support and promote excellence in writing and publication.

MEMBERSHIP: The Members of High Country Writers shall be persons seriously pursuing writing, or supporting publication with related services including, but not limited to, editing or design.

Membership is obtained by completion of an appropriate membership profile, and payment of High Country Writers dues. No person shall be denied membership because of race, color, gender, age, religion, sexual orientation or national origin.

Annual membership dues are proposed by the Board of Directors and approved by the Members. Dues are payable by January 31st of each year. The initial membership dues will be reduced by 50% for members joining after July 1. Should any Member choose to resign dues will not be refunded.

HCW will meet at least once a month. All HCW Members are welcome to attend all meetings; time and place determined by the Board of Directors.

Members have full voting rights. A quorum will be 30% of members in good standing. If a quorum is not present, the vote shall be taken electronically via e-mail. The voting period shall be one week from the date of the e-mail with the decision made by a simple majority (50% plus one) of the votes cast.

OFFICERS OF THE ORGANIZATION: The five (5) elected officers of High Country Writers are the President, Vice President, Treasurer, Secretary and Membership Chair.

The President serves as spokesperson for HCW; calls, sets the agendas for, and presides over all HCW Member and Board meetings; appoints, with approval of the Board, such committees as may be necessary; serves as ex-officio member of all committees except the Nominating Committee; executes HCW business as specified by the Board; appoints, with Board approval, qualified Members to fill any Board vacancies; coordinates all activities and fulfills any other obligations designated by the Board.

The Vice President performs the duties of the President in the absence of the President. The Vice President supervises the general work of the committees, and performs such other duties as the Board of Directors may direct. The Vice President is Program Director and decides the monthly program, contacts speakers and is responsible for press releases and other publicity directly related to HCW and its business.

The Treasurer is responsible for collecting dues; notifying the President and Membership Chair of delinquent Members; keeping the Books of Account of HCW in good order; preparing regular listing of Members in good standing for the Membership Chair and providing an accurate up-to-date financial statement annually to the Members. The Treasurer shall draft a proposed Annual Budget based on expected and past income and expenditures, and present it to the Board elect prior to November 30 of each year.

The Secretary is responsible for recording meeting attendance, recording minutes of the meetings, providing the minutes to the editor of the *HCW Journal* and keeping HCW records, including copies of the HCW Journal and correspondence related HCW business.

The Membership Chair is responsible for processing new membership profiles, creating name tags for Members and providing the membership list for use by the Officers and Members.

NOMINATION AND ELECTION OF OFFICERS: No later than the close of the regular August Membership meeting, the President shall appoint a Nominating Committee to be comprised of at least two non-Board members and one Board Member

The committee shall recommend and solicit names for the slate of next year's officers, securing consent from each nominee, and present the slate at the regular September Member meeting. Nominations can be made from the floor at this meeting, providing the nominee consents to serve if elected.

The slate of candidates must be published in the October HCW Journal edition distributed prior to the regular October Membership meeting.

At the regular October Membership meeting voting shall be conducted by voice or a show of hands if there is only one candidate per office, otherwise by written ballot of Members present, a majority being required to elect the officers. The elected officers shall take office January 1.

The new officers, prior to taking office January 1, shall meet, as soon after the election as possible, to determine their goals for the coming year, to work on the next budget, and to appoint committee chairpersons for the coming year.

Terms for officers are one year from January 1 through December 31, but each officer shall serve until a successor is elected.

BOARD OF DIRECTORS: The Board of Directors (Board) shall be comprised of the five elected officers and (ex-officio without a vote) the Immediate Past President.

The Board shall have the power to manage the business and affairs of HCW subject to these Bylaws. The Board shall at all times keep the best interest of HCW in mind.

The Board may designate any committee deemed necessary. These committees shall be under the direction of the Board, but shall not have the authority of the Board.

Three of five of the members of the Board are required to constitute a quorum at any Board meeting before business can be conducted, and a majority vote of those present shall be required to carry any decision upon which a vote is taken. Members may attend Board meetings and participate in discussions.

The Board by a three-of-five vote may submit amendments to these Bylaws to a vote by Members at a Regular or Special meeting. Rules and regulations embodying additional provisions not inconsistent with these Bylaws may be adopted by the Board. Such rules and regulations shall be written and shall be considered official HCW Policies and Procedures.

The Board shall meet in person when deemed necessary by the President or when requested by a majority of the Board. Other meetings may be conducted by telephone, postal mail or electronic mail.

The Board has the authority to vote on any business requiring action before the next meeting of the Members. The Board shall present reports of Board meetings to the Members.

The Board by a three of five vote at a regular or special Board meeting can remove a Member for failing to pay dues or other financial obligations due HCW, and or misuse or unauthorized use of HCW property and/or records, and or disruptive behavior.

The Board by a three of five vote at a regular or special Board meeting can remove a Director for cause such as disruptive conduct. If a Director is removed for cause that Member shall not be eligible to run for or hold office for a period of no less than two years from the date of removal.

A Director may also be removed from office for violation of the standards of conduct set forth herein by a recall election initiated by the filing with the Board of a Petition for Recall signed by at least ten percent (10%) of HCW's general Members. Upon receipt of such petition, the Board shall promptly schedule a recall election Member meeting. A Board member is recalled if a majority of the eligible Member votes cast in the recall election vote in favor recall.

FINANCES: All dues collected and other income of HCW must be used only for the benefit of the group. The fiscal year of HCW shall begin on January 1 and end on December 31. All HCW funds must be deposited in an account designated by the Board.

The Board shall adopt an acceptable accounting system with the appropriate checks and balances to safeguard HCW funds.

The Treasurer and a Board-approved designee shall be authorized to sign HCW checks.

The Members shall be informed of the approved budget at the January Membership meeting and funds shall be disbursed in accordance with the annual budget. Any expenditure not listed in the budget must receive a 2/3 approval of a quorum of the Board before being paid by the Treasurer. The budget may be amended by a 2/3 vote of a quorum of the Board when necessary. Such amendments shall be presented to the Members at the next regular meeting.

The Book of Accounts shall be open for inspection by any Member. The Books of Account shall be audited at least once a year by the Board or, upon a majority vote of the Board, may be audited by a professional.

Financial reports shall be submitted by the Treasurer to the Members no later than January 31 of each year.

PROPERTY OF HCW:

The name (High Country Writers), the acronym (HCW), the name of HCW Journal, and the HCW logo are the property of HCW. Normal, reasonable use of the name, acronym, newsletter name and HCW logo is permitted in conversations and correspondence (but not included as part of a letterhead) without Board approval.

The HCW Members List may be used only to promote or stimulate interest in HCW.

Any books, videotapes, audiotapes, HCW files, records, forms, brochures or other real property which has been given to, created by, or purchased by HCW shall be considered the property of HCW and not the property of any individual Member. On approval of the Board or Appointee in charge of said property, any such property may be borrowed from HCW by HCW Members or may be donated to any individual or organization.

In the event of HCW's dissolution, all liabilities and obligations of the organization shall be paid, satisfied, and discharged, or adequate provision made therefore. Assets held by HCW requiring return, transfer or conveyance due to the dissolution of HCW, shall be returned, transferred or conveyed. Any remaining assets may be donated to one or more organizations with a primary mission related to writing, as determined by a majority vote.

PARLIAMENTARY AUTHORITY: Rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this organization in all cases where applicable and when they are not inconsistent with HCW Bylaws.

END OF BYLAWS