

2015

**BYLAWS OF THE
SOUTHWEST WRITERS WORKSHOP**

Hereby known as

SOUTHWEST WRITERS

3200 Carlisle Blvd., NE Suite #114
Albuquerque, NM 87110

Amended 10/3/15

BYLAWS OF THE SOUTHWEST WRITERS WORKSHOP

ARTICLE I: Name

The name of this organization shall be Southwest Writers Workshop, doing business as SouthWest Writers (hereinafter referred to as "SWW"), with its headquarters at such places as the SWW Board of Directors (the "**Board**"), may designate.

ARTICLE II: Object

The object and purpose of SWW, organized as a non-profit corporation, shall be: to educate in the writing field; to stimulate interest in an appreciation for the art and craft of writing; to disseminate information concerning publishers, editors, and agents; to bring together authors, editors and other related professionals; to conduct such other activities as are appropriate to these objects, all within the meaning of Section 501(C)(3) of the Internal Revenue Code.

ARTICLE III. Members

Section 1. Classification. SWW shall have the following classes of members.

A. General. General membership shall be open to all persons interested in learning more about the craft of writing upon application and payment of fees or dues, or both. No person shall be denied membership because of race, color, gender, sexual orientation, age, religion, or national origin. All members in good standing shall be eligible for rights, privileges, and benefits that may be provided by the **Board**.

B. Honorary. Upon the signed recommendations of one **Board** member, seconded by another **Board** member, and by a three-fourths (3/4) vote of the **Board** by ballot, honorary life membership may be conferred upon an individual. An honorary membership has all the rights and privileges of general membership without the responsibility of dues for the lifetime of the recipient.

Section 2. Good Standing. A member in good standing shall be a person whose current dues and financial obligations to SWW have been paid, who promotes the purposes of SWW, according to the judgment of the **Board**, and who complies with these bylaws.

Section 3. Financial Obligations and Membership. A member who fails to meet financial obligations to SWW shall be subject to the loss of all privileges and membership.

Section 4. Reinstatement. A former member who forfeited membership for failure to meet financial obligations to SWW and applies for reinstatement shall be reinstated upon making written application, meeting financial obligations, and paying current dues.

Section 5. Disciplinary Action. Disciplinary action, which may be reprimand, suspension or expulsion, may be initiated in executive session by a vote of three-fourths (3/4) of the **Board** members present and voting.

Section 6. Disciplinary Procedures. Only the **Board** in executive session may enforce disciplinary action, which includes reprimand, suspension or expulsion. The action shall follow the procedures set forth in the Parliamentary Authority. Recommendation for disciplinary action of any SWW member must be made in writing to the **Board** by any two (2) members in good standing. When a member of the **Board** is recommended for disciplinary action, said member shall have no vote in the proceedings. It is usually in the best interests of the organization first to make every effort to obtain a satisfactory solution of the matter quietly and informally. Mediation is recommended as a first step. Reinstatement of any suspended or expelled member shall be by a three-fourths (3/4) vote of the **Board** members present and voting.

ARTICLE IV: Dues, Fees, and Finances

Section 1. Dues.

A. Annual dues and special dues rates shall be adopted after previous notice to the **Board** and a three-fourths (3/4) vote of the **Board** members present and voting at a regularly scheduled **Board** meeting and shall take effect at a date decided by the **Board**.

B. Dues shall be due and payable to SWW on the membership anniversary. Membership shall be delinquent and automatically forfeited if dues are not paid within thirty (30) days of the anniversary.

C. Membership dues of the members of the **Board** shall be waived during their terms on the **Board**. If a **Board** member does not serve the entire term in office, the dues shall be deferred in proportion to the time that member served on the **Board**.

Section 2. Fees. Workshop fees, conference fees, and fees for other services or merchandise provided by SWW shall be approved by the **Board**.

Section 3. Fund-raising Activities. SWW is permitted to undertake such fund-raising activities as are approved by the **Board**, provided those activities do not violate any applicable laws or ordinances.

Section 4. Budget.

A. The outgoing executive committee in conjunction with the newly elected officers shall meet at least two weeks prior to the January **Board** meeting to prepare a proposed annual budget and submit it for approval by the **Board** at the January **Board** meeting. The budget shall be adopted by a majority of **Board** members present and voting.

B. Officers and committee chairs may spend money only within their budget, but do not have authority to borrow from one line item to pay for something in another line item without

bringing it before the **Board** for approval. The officers and committee chairs shall keep the **Board** informed of their expenditures on a regular basis.

Section 5. Audit. The financial records of SWW shall be subject to an annual internal audit by the audit committee at such times, as the **Board** shall order. The **Board** may order other audits. All audit reports are approved by the **Board** and reported at the annual meeting.

Section 6. Fiscal Year. The fiscal year shall be from January 1 through December 31.

Section 7. Checks. Checks issued by SWW require two signatures by persons authorized to sign checks, one of whom must be an officer. Persons authorized to sign checks include the president, vice-president, secretary, treasurer or a **Board** member designated by the executive committee.

Section 8. Contracts. (See also *Policy and Procedure Manual: Contracts.*)

A. Any one person negotiating a contract on behalf of SWW must make it clear that he/she has no authority to bind SWW to any contractual agreement. All contracts must be approved by no less than three (3) **Board** members, including the President and the Secretary and excluding the individual submitting the contract. The approved contract shall be executed and signed by the President and Secretary and one more **Board** member. If either the President or Secretary is unable to sign, then the contract shall be brought before the **Board** in a regular or special meeting and the contract shall be signed by a **Board** appointed delegate.

B. The contract shall be returned to the individual negotiating the contract within ten (10) days of submission, excluding weekends and holidays.

C. All contracts shall be signed in duplicate originals, and one original contract shall be returned to the Secretary within the next ten days of execution, excluding weekends and holidays, who will keep the original in a secured location in the SWW office. Copies shall be kept by the President, Secretary, and those parties negotiating the contracts.

Article V: Officers

Section 1. Elected Officers. Elected officers of SWW shall be a president, a vice-president, a secretary, and a treasurer.

Section 2. Eligibility.

A. To be eligible for the office of president a person shall have been a member in good standing for no less than one (1) year immediately preceding the date of nomination and shall have served one (1) year on the **Board**.

B. To be eligible for the office of vice-president a person shall have been a member in good standing for no less than one (1) year immediately preceding the date of nomination and shall have served one (1) year on the **Board**.

C. To be eligible for the office of secretary a person shall have been a member in good standing for no less than one (1) year immediately preceding the date of nomination or have the requirement waived by the **Board**.

D. To be eligible for the office of treasurer, a person shall have been a member in good standing for at least one (1) year preceding the date of nomination or have this requirement waived by the **Board**, and have the necessary qualifications for the position.

Section 3. Term of Office. An officer shall be eligible to serve no more than two consecutive terms in the same office. This requirement may be waived for the secretary and treasurer by a two-thirds (2/3) vote of the **Board**. Elected officers shall take office on January 1 and serve for a term of one (1) year or until their successors take office.

Section 4. Vacancy in Office. If a vacancy occurs in the office of the president, the vice-president shall become president. The vacancy thus created in the office of the vice-president, and any other vacancy, shall be filled by ballot vote of the **Board**.

Section 5. Duties of Officers. Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, the rules of procedures of the **Board**, and in the adopted parliamentary authority, Robert's Rules of Order Newly Revised. Duties may be delegated, but the responsibility remains with the officer. Official records shall be turned over to their successors within thirty (30) days of succession.

A. The president shall:

1. Be the chief executive officer and official spokesperson of SWW and serve as the presiding officer over all meetings of the **Board** and meetings of the general membership.

2. Sign SWW contracts along with the secretary. If either the president or secretary are unable to sign, then the contract shall be brought before the **Board** in a regular or special meeting and the contract shall be signed by a **Board** appointed delegate.

3. Appoint the following, subject to approval of the board: all standing committee chairs, except as otherwise provided in these bylaws, and all special committee chairs as the **Board** shall authorize.

4. Execute corporate business as specified by the **Board** and established policy.

5. Serve as ex-officio member of all committees except the nominating committee.

6. Coordinate all SWW activities.

7. Decide the outcome of a vote by the **Board** by making or breaking a tie.

8. May appoint a parliamentarian whose membership in SWW is not required.

9. Prepare, upon completion of the term served and no later than March 1, an annual financial report for publication in the subsequent April SWW newsletter.

10. Fulfill such other duties as may be assigned by the **Board**.

B. The vice-president shall:

1. Preside in the absence of the president.

2. Be responsible for scheduling educational programs and workshops.

3. Assume the office of president when that office is vacated or when the president is unable to serve.

4. Assist the president in the operation of SWW.

5. Fulfill such other duties as may be assigned by the **Board**.

C. The secretary shall:

1. Record and preserve the minutes of all meetings of the **Board**, the executive committee, and other official organization meetings, as deemed necessary by the **Board**.

2. Furnish a copy of the **Board** minutes and of the annual meeting to each member of the **Board** and to such other persons as may be directed by the president or the **Board**.

3. Furnish a copy of the minutes of the executive committee meetings to each member of that committee.

4. Sign SWW contracts along with the president. If either the president or secretary is unable to sign, then the contract shall be brought before the **Board** in a regular or special meeting and the contract shall be signed by a **Board** appointed delegate.

5. Manage official correspondence as designated by the **Board** and by established policy.

6. Keep Articles of Incorporation, official copies of minutes and all other important documents including all SWW contracts in the archives at the SWW headquarters.

7. Fulfill such other duties as may be assigned by the president or the **Board**.

D. The treasurer shall:

1. Serve as custodian of all funds belonging to SWW.

2. Serve as chair of the budget and finance committee.

3. Submit a proposed annual budget to the **Board** at the January **Board** meeting.

4. Serve as the **Board** liaison to any hired agent acting as custodian of SWW's funds and ensure that this agent provides accurate written financial reports.

5. Supervise the hired agent's safe-keeping and maintenance of accurate financial records, which shall be open for inspection by any member, the member's agent or attorney.

6. Supervise the collection and disbursement of funds.

7. Prepare and submit to the new **Board** a biannual financial report to be published in the newsletter in the month preceding the annual meeting.

8. Prepare, upon completion of the fiscal year served in office and no later than February 1, the annual financial report for publication in the subsequent March newsletter or before.

9. Fulfill such other duties as may be assigned by the president or the **Board**.

ARTICLE VI: Nominations and Elections

Section 1. Nominations. Nominations of elected officers shall be by the nominating committee. Members may submit names to the nominating committee.

Section 2. Nominating Committee.

A. Composition. The nominating committee shall be composed of three (3) members in good standing of SWW as appointed by the **Board** at the February **Board** meeting, one of which shall be a **Board** member.

B. Vacancy. If a vacancy occurs in the committee, the **Board** shall fill the position.

C. Duties. The nominating committee shall:

1. Seek out and recruit at least one eligible and qualified member in good standing for each SWW elected office to be filled. Place a call for nominations in the March and April SWW SAGE. Verify the eligibility and qualifications of all candidates nominated for elected offices within the specified time limits. Notify eligible and qualified candidates and post a list of the candidates in the SWW office as they consent to serve.

2. Submit at least one (1) name for each elected office to the **Board** prior to the deadline of the SWW newsletter issued two months before the annual meeting. The names, together with the summary of qualifications of each candidate, shall be published in the newsletter. No name shall be placed in nomination without the written consent of the nominee to serve if elected.

Section 3. Elections.

A. Voting may be conducted by U.S. Postal mail, by electronic voting, or conducted in person at SWW's annual meeting as determined by the SWW Board of Directors. After the Nominating Committee presents the nominations and before the vote, the president shall call for any nominations from the floor. In the case of an apparent tie, a tellers' committee of three (3) members in good standing appointed by the president shall count the votes.

B. Officers shall be elected by a plurality vote. In the case of a tie vote, the **Board** members shall vote by ballot to determine the winner.

C. The results of the election will be announced at the annual business meeting and in a newsletter following the annual meeting.

D. Any challenges to the election procedure or the results of the election must be filed in writing with the **Board** no later than thirty (30) days after the announcement of the results.

E. The **Board** shall have the authority to void the results of any election if it finds the election is invalid due to fraud, ineligibility of any of the candidates, or violation of these bylaws. In the event the **Board** voids the results of an election, the **Board** shall arrange for new nominations and, if necessary, arrange a new election by the membership and determine a reasonable time to conduct it.

F. Those duly elected shall take office on January 1, or immediately following the announcement of the results of any further election if one is held and the results are announced after January 1.

ARTICLE VII: Meetings

Section 1. Annual Meeting

A. Meeting. The annual meeting shall be held at a time and place determined by the **Board** for the purpose of receiving reports and transacting such other business as may properly

come before it. The official notice of the annual meeting shall be published in the newsletter in the month immediately preceding the meeting.

B. Quorum. A quorum shall consist of at least twenty-five (25) members in good standing.

C. Postponement. In an emergency, the **Board** may, by a majority vote, postpone an annual meeting.

Section 2. Special Meetings. A special meeting of the membership may be called by the president or the **Board** and shall be called upon written request by at least twenty-five (25) members in good standing. The purpose of the meeting shall be stated in the call. At least three (3) days' notice shall be given.

Section 3. Electronic Meetings. The **Board** of Directors, Executive Committee, standing committees, and special committees are authorized to meet by telephone conference or through other electronic media so long as all the members may simultaneously hear each other and participate during the meeting.

Section 4. Educational Programs and Workshops. SWW shall hold educational programs at a time and place announced in the newsletter. Workshops may be held at times and places designated by the **Board**. The **Board** may postpone or cancel educational programs and workshops by a majority vote.

ARTICLE VIII: Board of Directors

Section 1. Composition. The **Board** shall consist of no fewer than eleven (11) and no more than fifteen (15) members, including the current elected officers, the previous year's elected officers, and other appointed **Board** members, one of whom may be a historian. The president may appoint no more than two (2) non-members or ex-officio members to the SWW **Board**, with approval of the **Board** by a two-thirds vote of those present and voting, who will not be counted in the quorum. All members shall be in good standing or have this requirement waived by the **Board**.

Section 2. Eligibility. To be eligible for appointment to the **Board** a person shall be a member in good standing.

Section 3. Voting. Each member of the **Board** shall have one (1) vote on all issues brought before the **Board** that require a vote, except for the president or the presiding officer, who shall vote only on ballot votes or to make or break a tie. If an emergency issue needs to be voted upon between meetings, the president, or the secretary, or both may take a vote by canvassing all the **Board** members in person, by mail, telephone, fax, or e-mail. A report of action taken, including the votes alongside the names of the voting **Board** members, shall be made a part of the minutes at the next regularly scheduled **Board** meeting. No member shall vote on a question in which he has a direct personal or pecuniary interest not common to other members of the organization.

Section 4. Duties. The **Board** shall have full power and authority over all affairs of SWW during each fiscal year. Duties of the **Board** shall include but not be limited to the following:

A. Carry out the objects and purposes of SWW.

B. Attend all regularly scheduled meetings of the **Board** and as many additional SWW activities as possible.

C. Rule on motions of policy and procedures of SWW and adopt rules of procedure that are not in conflict with the standing rules of these bylaws.

D. Take up such interim duties and special responsibilities as the **Board** deems necessary for the function of SWW.

E. Create such special committees as may be required to transact the business of SWW.

F. Approve the appointments of all standing and special committee chairs.

G. Recommend budgets, adopt the proposed annual budget as soon as possible in the first quarter of the fiscal year, transfer funds from within the budget, and authorize expenditures from the unallocated funds.

H. Determine the time and place for the annual meeting.

I. Fix the dues of SWW and determine all fees.

J. Report periodically to the membership in the newsletter.

K. Transact any and all such business as may properly come before the **Board**.

L. The **Board** may elect to hire professional staff who shall carry out the policies and rules adopted by the **Board** and fulfill such other duties as may be assigned by the **Board**.

M. Fulfill such other duties as defined in these bylaws and other rules and procedures adopted by SWW.

N. Approve the SAGE editor appointed by the incoming president no later than the November **Board** meeting.

Section 5. Meetings.

A. Regular meetings of the **Board** shall be held at least once a month at a time and place publicized in the newsletter.

B. Special meetings of the **Board** may be called by the president or by any officer upon the written request of any two **Board** members. At least a forty-eight (48) hour notice of the special meeting shall be given to the **Board** members.

C. The incoming and outgoing officers shall meet at least forty-five (45) days prior to the January **Board** meeting to approve the appointments by the incoming president, of the historian and standing committee chairs as listed in these by laws, and who will take office at the January **Board** meeting.

D. Members of SWW may attend regular meetings of the **Board** as observers.

E. A parliamentarian, appointed by the president, may attend **Board** meetings in an advisory capacity, without voting.

F. The **Board** shall act as an appeals committee to serve in a judiciary capacity for members submitting questions of controversy that have not been reconciled, and render a two-thirds (2/3) vote by ballot and inform the appealing member in writing that such decision shall stand as the decision of SWW.

Section 6. Quorum. A quorum shall consist of a majority of the members of the **Board** qualified to vote, and shall include at least two (2) currently elected officers.

Section 7. Missed Meetings. A member of the **Board** who misses more than two (2) consecutive regularly scheduled **Board** meetings without **Board** approval may be removed. If a member anticipates missing more than two (2) consecutive meetings, the member should consider resigning from the **Board** prior to the meetings in question.

Section 8. Vacancy. Any vacancy occurring on the **Board** except in an elected office shall be filled by a member appointed by the president, with the approval of the **Board**. Such appointees shall serve the unexpired term. (See Article V. Section 4.)

Section 9. Affidavit Requirement. Upon election or appointment to the **Board** and prior to sitting on the **Board**, members shall file an affidavit with the **Board** stating: "I have read and am familiar with the bylaws of SWW and consent to serve on the **Board** of Directors as prescribed in the bylaws for the term required, namely, from [date] to [date], or until my successor takes office" as provided in these bylaws. I agree to immediately disclose any potential conflict of interest and/or financial interest in any business that holds contracts with SWW.

ARTICLE IX: Executive Committee

Section 1. Composition.

A. The executive committee shall be composed of the four (4) elected officers. Tenure for committee membership shall be the length of service of the elected officers.

B. The president may appoint committee chairs to the executive committee for a specific period.

C. Immediate past officers of the **Board** may be appointed to the executive committee at the discretion of the president.

D. The president shall be the chair of the executive committee.

Section 2. Meetings. Meetings of the executive committee shall be called by the president at times necessary to accomplish a specific task.

Section 3. Quorum. A quorum shall consist of at least three (3) members of the committee.

Section 4. Duties. The executive committee is commissioned by and responsible to the **Board** to function on behalf of the **Board** in matters of emergency and in interim periods between regularly scheduled **Board** meetings. All actions taken by the executive committee on behalf of the **Board** are contingent upon ratification and must be voted upon by the **Board** at its first subsequent meeting.

Section 5. Responsibilities.

A. To respond to the call of the president for emergency meetings to deal with special problems between regular **Board** meetings.

B. To function as the personnel committee by:

1. Serving as interview committee and consultant to the **Board** in the employment of professional staff.
2. Serving as appeals board in personnel disputes.
3. Serving as review board for salary considerations for professional staff.

C. The outgoing executive committee, in conjunction with the newly elected officers, shall prepare a proposed annual budget. (See Article IV. Section 4. Budget.)

D. The executive committee shall have additional responsibilities as identified by the bylaws and as assigned to it by future action of the **Board**.

ARTICLE X: Committees

Section 1. Composition.

A. There may be the following committees whose chair shall be a **Board** position: Budget and Finance, Public Relations, Membership, Strategic Planning, Audit, and Bylaws, Policies and Procedures.

B. There may be the following committees whose chair may be a **Board** position: Classes and Workshops, Conference, Contest (Annual), Contests (Others), Critique, Fundraising, Publications, Social Media, Scholarship, Volunteer, and Website,

C. There may be such other committees as the **Board** shall authorize to remain in effect throughout the current fiscal year.

D. Special committees may be created as necessary by the **Board**.

E. The president shall appoint all committee chairs, subject to the approval of the **Board**.

F. Any **Board** member may chair more than one committee.

Section 2. Committee Chairs.

A. Standing and special committee chairs shall select members for their respective committees unless otherwise provided in these bylaws or designated by vote of the **Board**.

B. Standing committee chairs shall serve for a term corresponding to that of the officers, or until their successors have been chosen, unless the bylaws or other rules expressly provide.

C. Standing committee chairs shall prepare a proposed budget for approval by the **Board**.

D. All committee chairs shall be members in good standing or have this requirement waived by the **Board**.

Section 3. Ex-Officio Committee Members.

A. The president shall be an ex-officio member of all committees except the nominating committee.

B. The chair of each committee shall be an ex-officio member of all subcommittees within the respective committee.

C. The president may appoint ex-officio non-members of SWW to a committee with approval of the **Board** by two-thirds (2/3) vote.

Section 4. Committees. [See SWW *Policy and Procedure Manual*.]

Section 5. Committees Mentioned Elsewhere.

A. Nominating Committee. See Article VI.

B. Executive Committee. See Article IX.

ARTICLE XI: Compensation

Individual Services. No part of the net earnings of SWW shall inure to the benefit of, or be distributed to, any member, officer, or other private person except for services authorized by the **Board** in advance. Regular and extraordinary operating expenses of SWW may be paid by authorization of the president or his or her delegate. Such delegation shall be made in writing for a specific purpose.

ARTICLE XII: Policy and Procedures

Policy and procedures consistent with these bylaws and embodying additional provisions for the governance of SWW shall be considered official policy as long as they do not violate any federal, state or municipal laws and ordinances and are adopted by the **Board**. Such policy and procedures shall be kept at the SWW headquarters in a manual maintained by the **Board**.

ARTICLE XIII: Emblem and Logo

Section 1. The official emblem of the Southwest Writers is “SWW.” The official logo is a fountain pen superimposed over the letters “SWW.”

Section 2. The title “Southwest Writers,” the emblem, and the logo shall be used only to promote or to stimulate interest in SWW. They may be used for commercial use by any member in good standing who has received written permission from the **Board**. They may not be used for the monetary gain of any individual member.

ARTICLE XIV: Indemnification

The officers, employees, agents and servants of SWW shall be indemnified for any costs, expenses, or liabilities as a result of the performance of their duties as provided in the New Mexico Corporation Act and Related Statutes for Non-Profit Corporations and any amendment thereto.

ARTICLE XV: Dissolution

Section 1. Distribution. In the event of dissolution of SWW, its property and assets shall be distributed as follows:

A. All liabilities and obligations of SWW shall be paid, satisfied, and discharged, or adequate provisions shall be made therefore.

B. Assets held by SWW upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

C. Tangible assets may be sold in order to satisfy remaining liabilities and obligations.

Section 2. Remaining Assets. Any remaining assets after distribution as set forth in Section 1 of this article shall be distributed under directions of the **Board** among non-profit charities or groups having purposes consistent with the objectives of SWW.

ARTICLE XVI: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of SWW in all cases to which they are applicable and in which they are not inconsistent with the corporate charter, these bylaws and any special rules of order that SWW may adopt.

ARTICLE XVII: Amendment of Bylaws

Section 1. Any SWW member in good standing may propose an amendment to these bylaws by submitting a written proposal to the **Board**. The bylaws may be amended after notice at the previous regular **Board** meeting by a two-thirds (2/3) vote by the **Board** and then, after thirty (30) days' notice, ratified by a two-thirds (2/3) of members voting at the SWW annual meeting.

Section 2. Revision. These bylaws may be revised only upon authorization by the **Board**. The bylaws committee shall draft and submit a proposed revision to the **Board**.