

**BYLAWS OF THE  
SOUTHWEST WRITERS WORKSHOP**

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**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 3200 Carlisle Boulevard NE, Suite #114, Albuquerque, New Mexico 87110, or other such places as the SWW Board of Directors (the "Board") may designate.

**ARTICLE II: Mission**

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

**ARTICLE III: Revision or Amendment of Bylaws**

**Section 1.** Any SWW member in good standing may propose changes to these bylaws by submitting them to the Board in writing. The bylaws may be revised or amended by a two-thirds (2/3) approval by the Board and then, ratified by a two-thirds (2/3) of members voting at the SWW Annual Business Meeting.

**Section 2.** Temporary (Emergency Proviso) In the event circumstances require action prior to the Annual Business Meeting, temporary measures will become effective upon Board approval. Membership will be apprised immediately thereafter and a vote for ratification will be solicited at the next Annual Business Meeting.

## ARTICLE IV: Meetings

### Section 1. Annual Business Meeting

- A. **Meeting.** The Annual Business Meeting shall be scheduled by the Board at least two months in advance. Notice of the Annual Business Meeting shall be published in the newsletter and other member communications.
- B. **Quorum.** A quorum shall consist of twenty-five (25) members or in the case of fewer than fifty (50) members on the rolls, at least 50% of the membership present or voting by electronic means.
- C. **Postponement.** The Board may, by a majority vote, postpone an annual business meeting.

**Section 2. Special Membership 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. 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 or other electronic media.

## ARTICLE V: Members

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

- A. **General.** General membership shall be open to all persons upon application and payment of fees or dues. 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.** The Board of Directors may approve honorary memberships, either lifetime or a single year, as a measure of respect to someone who has contributed their time, knowledge or energy to the wellbeing of the organization. An honorary membership has all the rights and privileges of general membership without the responsibility of dues for the designated life of the award.

**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 at a Board meeting by a vote of three-fourths (3/4) of the Board.

Only the Board in executive session may enforce disciplinary action, which includes reprimand, suspension or expulsion. 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. Reinstatement of any suspended or expelled member shall be by a three-fourths (3/4) vote of the Board members.

## ARTICLE VI: Finances

### Section 1. Dues.

- A. Annual dues amount shall be adopted after a two-thirds (2/3) vote of the Board members at a regularly scheduled Board meeting, and shall take effect at a date decided by the Board
- B. Dues shall be payable on the membership anniversary. Membership shall be delinquent and automatically forfeited if dues are not paid within thirty (30) days of the anniversary.
- C. 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 pro-rated 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. All existing committee heads will submit budget recommendations for their areas to the Treasurer by November 1st. At the December Board Meeting, the Treasurer will present the proposed budget for the upcoming year, which was prepared in consultation of other members of the Executive Committee. Prior to the January Board Meeting members of both the outgoing and incoming Executive Boards will meet to examine and finalize the budget which will be presented to the Board for approval at the January Board meeting. At that meeting the budget shall be adopted by a majority of the current year's Board members.
- B. In the event of unanticipated revenue or expenses, the Board shall vote on any necessary adjustments to the budget.

- C. Officers and committee chairs may spend money only within their budget, and 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 at the end of each calendar quarter.
- D. Regular and extraordinary operating expenses of SWW may be paid by authorization of the President or their delegate. Such delegation shall be made in writing for a specific purpose.

**Section 5. Audit.** The financial records of SWW shall be subject to a periodic internal audit. The Board may order other audits. All audit reports are approved by the Board and reported at the Annual Business Meeting.

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

**Section 7. Checks.** Persons authorized to sign checks (or otherwise direct payments through an online payment platform) shall include the President and the Treasurer and at least one additional individual who may include the President-Elect, Secretary, and/or a Board member designated by the Executive Committee. The Treasurer shall be informed of all payments made and keep the board apprised of all expenditures at least quarterly.

**Section 8. Contracts.** Any person negotiating a contract on behalf of SWW must make it clear that they have no authority to bind SWW to a contractual agreement. All contracts must be approved by the executive committee. This may be done through electronic vote. The approved contracts shall be signed by the President. If the President is unable to sign, then the contract shall be brought before the Board and shall be signed by a Board appointed delegate.

#### ARTICLE VII: Compensation

**Individual Services.** No member or officer shall receive compensation or other financial benefit for services rendered in support of SWW's normal operations. The exception: A member or officer who conducts an educational event such as a workshop or a class is eligible to receive the same compensation as determined by the board as any other presenter or instructor.

#### ARTICLE VIII: Indemnification

The officers, board members, 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. SWW shall maintain an Officers and Directors insurance policy to cover such indemnification.

#### ARTICLE IX: Dissolution

**Section 1. Dissolution Determination.** In the event the organization's membership falls to less than 40 members, or less than 11 members are willing to serve on the Board, or less than four are willing to serve on the Executive Committee, the President will call a meeting to discuss

dissolving the organization. The meeting time, place, and location will be announced a month in advance.

A majority of the members will determine whether the organization shall continue or be dissolved.

**Section 2. 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 mission of SWW.

#### ARTICLE X: Board of Directors

**Section 1. Composition.** The Board shall consist of no fewer than eleven (11) and no more than fifteen (15) members.

**Section 2. Eligibility.** To be eligible for appointment to the Board a person shall be a member in good standing. To avoid conflict of interest, any person employed by or under contract to SWW may not be a member of the Board of Directors.

**Section 3. Compensation.** Officers and directors are volunteers and work without direct monetary compensation.

**Section 4. 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 break a tie.

- A. **A quorum** (two-thirds) of Board members must participate for a vote to be valid.
- B. If an 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. 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.
- C. 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 5. 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 mission and purposes of SWW.
- B. Participate in or attend all regularly scheduled meetings of the Board, either in-person or electronically. Board members unable to participate in meetings may be excused by the President. Board members are encouraged to attend as many membership meetings 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. 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.
- I. **Conflict of Interest and Controversies.** If any issue coming before the Board presents a conflict of interest for any member, that member shall recuse themselves from any discussion and vote on the issue.

The Board has the authority to adjudicate controversies or conflicts of interest.

**Section 6. Meetings.**

- A. Regular meetings of the Board shall be held at least once a month.
- 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.
- C. Members of SWW may attend regular meetings of the Board as observers.
- D. **Missed Meetings.** A member of the Board who misses more than two (2) consecutive regularly scheduled Board meetings without the President's approval may be removed.

**Section 7. 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.

**Section 8. Affidavit Requirement.** President of the incoming Board of Directors shall send an invitation to non-elected members inviting them to participate in the incoming board. Such invitation shall be accompanied by a notice, that must be signed, dated, and returned to SWW office. Such notice shall state: "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 XI: Officers

### Section 1. Executive Committee

A. **Composition.** The Executive Committee shall be composed of the President and the officers elected during the Annual Business Meeting by the membership. The President shall chair the Executive Committee and may appoint at their discretion a replacement should a current member of the Executive Committee be unable to fulfill their duties.

B. **Meetings.** Meetings of the Executive Committee shall be called by the President.

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

D. **Duties.** The Executive Committee is authorized 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.

#### E. Responsibilities.

A. To respond to the call of the President for emergency 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 or the engagement of external consultants.
2. Serving as appeals board in disputes with paid employees or contractors.  
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.

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

**Section 2. Elected Officers.** Elected officers of SWW shall be a President, a President-Elect, a Secretary, and a Treasurer.

### Section 3. Eligibility.

A. The office of President will be a two year commitment, serving first as President-Elect (one year) then one year as President. This process is designed to provide succession and institutional memory for the organization.

B. To be confirmed for any elected office a person shall have been a member in good standing for no less than two (2) years immediately preceding the date of confirmation, and a member of the Board for at least one (1) year, or in the alternative a member of the Advisory Committee for at least one (1) year.



- C. A person may be eligible for another Presidential cycle one year after ending their term as President. When not on the Executive Committee, this person may still be appointed by the current President as a regular board member.
- D. The office of President Elect will be a two-year commitment as stated in Section A above.
- E. The Secretary shall be a one year commitment and Treasurer shall be two-year commitment.
- F. To be eligible for the office of Treasurer, a should have an understanding of basic best business practices and standard accounting procedures in order to direct and oversee the monetary responsibilities of the organization

**Section 4. Vacancy in Office.** If a vacancy occurs in the office of the President, the President-Elect shall become President. The vacancy thus created in the office of the President-Elect, and any other vacancy, shall be filled by ballot vote of the Board. Should this result in additional vacancies (e.g. the Board elects a current board member to fill the role of President-Elect or if any other vacancies occur in an elected office that subsequent vacancy, such vacancies shall also 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. Duties may be delegated, but the responsibility remains with the officer. Official records shall be turned over to their successors at least thirty (30) days prior to 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. If the President is unable to sign, ~~then~~ the contract shall be brought before the Board 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. Prepare an annual organization report for dissemination to the membership.
- 9. Fulfill such other duties as may be assigned by the Board.

In the President's absence, the President Elect can assume the responsibilities of President, such as, but not necessarily limited to chairing the Annual Business Meeting.

**C. The President Elect shall:**

1. Preside in the absence of the President.
2. Provides oversight for all educational events.
3. Assume the office of President automatically the next year when that office is normally vacated, or if for any reason President is unable to serve prior to the next annual elections.
4. Assist the President in the operation of SWW.
5. Fulfill such other duties as may be assigned by the Board.
6. Work closely with the President in preparation for assuming that position the following year.

**D. 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 Business 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. Manage official correspondence as designated by the Board and by established policy.
5. Keep Articles of Incorporation, official copies of minutes and all other important documents including all SWW contracts in the archives at the SWW headquarters.
6. 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, upon completion of the fiscal year served in office and no later than February 1, the annual financial report for dissemination to the membership. The financial report shall include a Statement of Income and Expenses and a Balance Sheet.
8. Fulfill such other duties as may be assigned by the President or the Board.

## ARTICLE XII: Nominations and Elections

**Section 1. Nominations.** Nominations for the offices of President-Elect, Treasurer and Secretary shall be overseen by the nominating committee. Any member may submit names to the nominating committee.

### **Section 2. Nominating Committee.**

- A. **Composition.** The nominating committee shall be composed of three (3) members of SWW including at least one current board member and two other members.
- B. **Vacancy.** If a vacancy occurs in the committee, the Board shall fill the position.
- C. **Duties.** The nominating committee shall:
  1. Recruit at least one member in good standing for each SWW elected office; verify the eligibility and qualifications of all candidates Notify eligible and qualified candidates and disseminate list of the candidates and their qualifications to the board and membership.
  2. Announce nominations in advance of the election, generally at the September and October meetings, and send to all members prior to the SWW Annual Business Meeting. Nominations will be closed thirty (30) days prior to the SWW Business Annual Meeting.

### **Section 3. Elections.**

- A. Officers shall be elected by a majority vote. In the case of a tie vote, the current Board members shall vote by ballot to determine the winner.
- B. The results of the election will be announced at the Annual Business Meeting and in a newsletter following said meeting.

- C. 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.
- D. 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 arrange a new election by the membership and determine a reasonable time to conduct it.
- E. Those duly elected shall take office on January 1, or thirty (30) days following any challenged election (as described above), whichever occurs later.