

BYLAWS OF MARYLAND WRITERS' ASSOCIATION, INC.

[adopted at the Annual Membership Meeting, June 25, 2010]

[revised at the Annual Membership Meeting, June 21, 2014]

Article I – Name of the Organization

The name of this organization is Maryland Writers' Association, Inc. ("MWA").

Article II – Purposes and Objectives

MWA is a voluntary, not-for-profit organization dedicated to promoting the art, business, craft and appreciation of writing. MWA strives to:

- bring together writers of all levels and disciplines;
- serve as an information resource;
- help members make contacts that lead to publication;
- encourage writers to reach their full potential; and
- showcase writers and writing in the community.

Article III – Membership; Fiscal Year; Membership Categories; Sponsors

The fiscal year is July 1 through June 30. New members are accepted throughout the year. Membership dues are not refundable.

- Regular Members.* Regardless of residency, individuals engaged in writing are eligible for full membership, with voting privileges.
- Associate Members.* Any business, club, association, nonprofit organization or educational institution offering benefits, services or products to writers may become an Associate Member of MWA, with Board approval. Associate Membership allows for one representative to receive all benefits of membership without voting rights, plus additional benefits as may be determined by the Board.
- Sponsors.* Sponsors are recognized donors who may contribute services, goods or funds to underwrite MWA programs or events, and be publicly acknowledged for same. Sponsors must be approved by the Board.

Article IV – Governance

MWA is governed by a Board which has an Executive Committee empowered to conduct business of MWA between Board meetings. The Board is comprised of Officers, Chairs, two Members-at-Large, and the Presidents of each Chapter. Apart from the Chapter Presidents, Board members and officers serve two-year terms. A Chapter President may not simultaneously serve in an elected position on the Board, or as the President of more than one Chapter. Vacancies may be filled by appointment by the President, with the advice and consent of the Board. Apart from Chapter Presidents, should any Board member fail to attend more than two consecutive meetings, or otherwise fail to carry out his or her duties under these Bylaws, he or she may be replaced by the Board without the need to follow the expulsion

procedures set forth in Article IX. Chapter Presidents, or a proxy designated by him/her, must attend at least two Board meetings per year.

A. *The Executive Committee* is comprised of MWA's Officers—President, Vice President, Secretary, and Treasurer—plus up to three other members of the Board selected by the President. Only the President, Vice President and Treasurer may be authorized to sign checks.

1. *President*. The President may serve no more than two consecutive terms, and shall preside over the Executive Committee, Board and membership meetings. The President shall direct or supervise all MWA activities, serving as an *ex officio* member of every Committee.
2. *Vice President*. The Vice President may serve no more than two consecutive terms, shall assist the President to the extent requested by the President, shall mentor Committees as needed, and preside in lieu of the President in the event of his or her absence or unavailability.
3. *Secretary*. The Secretary may serve no more than two consecutive terms, and shall take attendance, and record, maintain and promulgate the minutes of all meetings of the Executive Committee, Board and membership.
4. *Treasurer*. The Treasurer may serve no more than two consecutive terms. The Treasurer shall account at least bi-monthly for all income, expenses, assets and liabilities of MWA, be responsible for maintaining all funds and accounts, preparing the annual General Budget, and collecting data necessary to file all necessary tax returns and other financial disclosure documents.

B. *Chairs*. Each of the Chairs listed below is presumed to be the head of a Standing Committee and should strive to recruit volunteers to serve on his or her committee, as well as work together with other Chairs as necessary, in furtherance of the duties set forth below.

1. *Development & Long Range Planning Chair*. The Development & Long Range Planning Chair is responsible for development, including the recruitment of Sponsors, and for long range planning.
2. *Communications Chair*. The Communications Chair is responsible for publicizing MWA activities to members and to the public, for initiating and responding to media requests, using such communications tools as the Board may direct.
3. *Conference Chair*. The Conference Chair is responsible for all aspects of planning and carrying out the Annual Writers' Conference, if one is held. If there is no Annual Writers' Conference, the Conference Chair may be given other responsibilities.
4. *Publications Chair*. The Publications Chair shall supervise the publication of all MWA newsletters, journals, books, and other publications, whose editors shall be chosen by the Publications Chair, with the advice and consent of the Board.

5. *Program Chair.* The Program Chair shall develop and manage any writing contests, awards, critique groups and other programs or events offered by or participated in by MWA.
6. *Membership Chair.* The Membership Chair shall be responsible for receiving and processing membership applications and dues, and maintaining accurate dues status and contact information for members. The Membership Director shall endeavor to increase MWA membership.

Article V – Meetings

- A. *Membership Meetings.* There shall be an Annual Meeting of the membership in June, during which MWA elections for the Officers and other Board members, whose terms commence on July 1, are conducted. Announcement of the Annual Membership Meeting must be accompanied by a Call for Nominations, and be made to Members at least 30 days in advance. Additional membership meetings may be called by the Board.
- B. *Board Meetings.* There shall be Board meetings at least six times per year, with notice to Members at least 14 days in advance. The Annual Meeting may take the place of a Board meeting. Board meetings are generally open to members, who shall be granted an opportunity to speak, although the Board may enter executive session in order to consider sensitive matters.
- C. *Executive Committee Meetings.* The Executive Committee shall meet as needed, between or in advance of Board meetings, in order to plan Board meetings or to conduct only that business of MWA which must be carried out between board meetings.
- D. *Quorum.* No business may be conducted at a meeting in the absence of a quorum. For Membership Meetings, a quorum is five percent (5%) of the regular members, or twenty members, whichever number is smaller. For Board and Executive Committee Meetings, a quorum is at least 50% of the members of the Board or Executive Committee present at their meetings, not counting Chapter Presidents or their proxies. -

Article VI – Board Nominations and Elections

All elections are for two-year terms, and are held on even years at the Annual Meeting in June.

- A. *Nominating Committee.* There shall be a Nominating Committee made up of the most recent Past President (unless he/or she is up for election), who shall serve as its Chair, the President (unless he/or she is up for election), and at least two additional non-candidate members of the Board, selected by the Chair upon consultation with the President. The President shall appoint such substitutes as necessary in the event the Past President and/or President are unable to serve on the Nominating Committee. This slate, along with a request for additional nominations, shall be issued to the members as part of the Call for Nominations and Notice of Annual Meeting.
- B. *Elections.* In general, elections shall be conducted by the Chair of the Nominating Committee at the Annual Meeting. The Chair of the Nominating Committee shall introduce its chosen slate of

nominees as well as any other candidates nominated at least seven days prior to the election. The election may proceed by voice vote or show of hands for all uncontested positions; brief nomination speeches from the floor shall be permitted for contested elections, and carried out thereafter by ballot. In its discretion, the board may adopt rules and procedures for online elections, in lieu of the procedures for in-person voting outlined in this paragraph.

Article VII – Chapters

- A. *Formation.* The formation of Chapters within MWA is encouraged to help grow the membership of MWA generally, and to advance the mission of MWA by providing regular programs, activities and meeting opportunities in diverse areas. With the approval of the Board:
1. A minimum of ten Regular Members may apply to form a Chapter in a geographic region of Maryland not primarily served by another Chapter;
 2. An existing Chapter may apply to divide into two or more Chapters, so long as each of the new Chapters has at least ten Regular Members; and
 3. Two or more existing Chapters may elect to merge.
- B. *Process of Forming Chapters.* Regular Members wishing to form a Chapter shall submit to MWA a completed application in the form approved by the Board. The Chapter application at a minimum shall define the geographic area sought to be served by the Chapter, and include contact information for the primary member applicant and other proposed members, at least ten of whom shall be Regular Members from the relevant geographic area. Upon approval of the application, a provisional Charter will be issued by the Board. The Charter will not become active until initial Chapter elections are held, which must be within 60 days of the issuance of the provisional Charter. If the Board declines the application, it need not provide a reason; the Board has full discretion to approve or decline all such requests.
- C. *Chapter Meetings, Officers and Elections.* Chapters must offer at least six meetings and/or programs a year, and must conduct elections of officers in June, with terms commencing July 1, unless the inaugural elections were held during the previous six months, in which case annual elections shall commence during June of the following year. All Regular MWA members in attendance at the election meeting are permitted to vote. Chapters must provide at least 30 days notice of a meeting to elect at least the following officers, who must be Regular Members of MWA:
1. *President* – directs the functions of the Chapter, speaks on behalf of the Chapter, and serves as a member of the MWA Board;
 2. *Treasurer* – handles Chapter finances, including budgeting and budget requests, and submits quarterly reports to MWA's Treasurer; and
 3. *Secretary* – records Chapter activities, membership and attendance, and submits quarterly reports to MWA's Secretary.

In its discretion, and if approved by the Board, a Chapter may adopt rules and procedures for online elections, in lieu of the procedures for in-person voting outlined in this paragraph.

- D. *Chapter Bylaws and Rules.* Chapters may adopt their own Bylaws and rules, which must be approved by the Board, and must not conflict with the purposes and objectives of MWA, its Bylaws, or any rules adopted by the Board. Chapters shall otherwise follow any rules or instructions promulgated by the Board.
- E. *Budget.* Chapters will be granted a budgeted amount annually, depending upon the size and needs of the Chapter.
- F. *Rescission.* A Chapter's Charter may be rescinded at any time, should the Chapter no longer serve the Purposes and Objectives of MWA, or should it suffer a critical loss of attendance, violate MWA's Bylaws, or otherwise fail to comply with the direction of the Board. The process of rescission shall be as follows:
 - 1. By a two-thirds vote of the Board, a notice of proposed rescission is issued and delivered to the Chapter's officers, specifying the reasons for same and setting forth any necessary remedial action.
 - 2. A reasonable time shall be permitted for the Chapter to respond, which may include time allotted for carrying out remedial action.
 - 3. Thereafter, and as soon as practicable, the Board by majority vote must either withdraw or confirm the rescission.
- G. *Chapter Membership and Dues.* Chapters may not charge dues or have "members," as such, but may conduct fund-raisers for Chapter projects. MWA Members are not assigned to, nor are they required to affiliate with any Chapter. Chapters shall admit to its programs any Regular or Associate Member of MWA who wishes to participate.

Article VIII – Sections

Reserved. [Explanatory note: At some future date, MWA may seek to support genre writers, affinity groups or other writers' organizations by allowing for the creation of Sections. This Article is reserved so that if such a decision is made by the membership, these Bylaws can be amended by having the new Article on Sections follow Article VII.]

Article IX – Expulsions

Any member may be expelled, and any Board member (including officers) may be expelled from the Board, and/or any Chapter may have its Charter rescinded (in addition to the reasons set forth in Article VII) for conduct that is detrimental to MWA's reputation, trustworthiness, or responsibility to its members or to the public, or which would likely become detrimental to same, if no action were taken. The process of expulsion is as follows:

- A. By a two-thirds vote of the Board, a notice of proposed expulsion or rescission is issued and delivered to the relevant member, Board member or Chapter's officers, specifying the reasons for same and setting forth any necessary remedial action.
- B. A reasonable time shall be permitted for the member, Board member or Chapter to respond, which may include time allotted for carrying out remedial action.
- C. Thereafter, and as soon as practicable, the Board by majority vote must either confirm or withdraw the proposed expulsion or rescission.

Article X – Parliamentary Authority

Roberts Rules of Order Newly Revised (RONR, 10th ed.) shall be the parliamentary authority of this organization when applicable and when not inconsistent with these Bylaws, any special rules adopted by this organization, or the laws of Maryland.

Article XI – Use of Technology

MWA may conduct business between in-person meetings via conference call, or electronically, such as via email or other online means, so long as personal notice is given to each participant in advance of such telephone, email or other online deliberation and vote. In the event conference calls, emails or other online means are utilized for the purpose of conducting meetings or votes, the Board must first adopt rules designed to make sure all those who have a vote are not only given personal notice of the procedure and when and how it shall be utilized, but also given a reasonable opportunity to participate in the ensuing discussions and/or cast their votes.

Article XII – Dissolution

In the event of Dissolution or demise of MWA, any remaining funds shall be distributed to one or more nonprofit organizations in Maryland whose purposes and objectives are consistent with the Purposes and Objectives of MWA; and if there is a choice among equally deserving groups, preference is to be given those most recently awarded funds by a state grants organization.

Article XIII – Effective Date; Amendment; Supplemental Policy

The Bylaws shall become effective on the date they are favorably voted upon by a two-thirds vote of those attending the Annual Membership Meeting, unless another effective date is specified. These Bylaws may be amended by a two-thirds vote of those attending the Annual Membership Meeting, so long as any proposed changes have been published to the membership at least 30 days in advance of said Meeting. Nothing shall prevent the Board from adopting supplemental rules and policies consistent with these Bylaws.

[Effective Date: June 25, 2010]