

# Bylaws of the Virginia Writers Club, Inc.

## Article I *Name*

The name of this organization is the Virginia Writers Club, Inc. hereafter referred to as the “VWC”.

## Article II *Purpose, Values, and Goals*

**Section 1. Purpose.** The VWC is a non-profit organization, formed to foster the art, craft, business, and advocacy of writing; the foundation of which is its Board of Governors (hereafter referred as the “BOG”), officers, chapters and the VWC members who adhere to the Bylaws and the Standing Rules of Order.

**Section 2. Values.** The VWC’s core values are as follow:

- **Integrity.** The VWC’s credibility rests on a foundation of personal and professional ethical standards that include accountability, transparency, and effective management.
- **Tolerance.** The VWC is an inclusive organization that welcomes members without discrimination of age, race, gender, sexual orientation, religion, political affiliation, national origin or disability. The VWC accepts, recognizes, and fosters a diversity of intellectual and artistic written expression.
- **Respect.** The VWC cultivates an atmosphere of mutual respect for individuals and organizations within The VWC and with those external to the organization.
- **Enthusiasm.** The VWC is passionate about the process of creating and propagating the written word and encourages others to share this passion. The VWC, its BOG, officers, chapters and VWC members act in concert to meet common goals.

**Section 3. Goals.** The VWC’s goals are as follow:

- To foster literary talent and achievement by providing channels of encouragement, opportunity, and learning.
- To build and sustain a positive image that enhances our partnerships and elevates our influence with public and private like-minded organizations and with government bodies concerned with the literary arts.

- To increase membership by establishing viable programs that attract writers, corporate sponsorship, and other champions of the literary arts.
- To develop and maintain management practices and controls that promote efficient and effective operation of the VWC.

### **Article III** **Membership**

**Section 1. Eligibility.** Membership shall be open to all who support the VWC objectives regardless of age, race, gender, sexual orientation, religion, political affiliation, national origin, or disability.

**Section 2. Membership categories.** The categories are individual member and affiliate.

- **Individual member:** Eligibility for this category includes candidates who may have (a) written a book, play, movie, or other script, which has been published, produced, or broadcast; (b) edited a published anthology, literary journal, magazine, or newspaper; (c) written and sold to a magazine, newspaper, book publisher, or other communication media, two poems, or one short story, or an article; or (d) who aspire or wish to achieve the aforementioned. Eligibility for this category is also open to individuals, organizations, associations, institutions, foundations, and other groups who have a vested interest in and goals in common with the VWC.

- **Affiliate:** Eligibility for this category includes educators, actively teaching English either in secondary schools or through colleges or universities, organizations, associations, institutions, foundations, and other groups who have a vested interest in and goals in common with the VWC, and businesses or organizations that provide financial support, sponsorships, or otherwise assist the VWC in reaching its goals.

Other writings and eligibility may be considered at the discretion of the VWC consistent with the Standing Rules of the Virginia Writers Club, Inc. This may include such designations as honorary or emeritus, based on considerations by the BOG.

**Section 3. Becoming a member.** Individuals, businesses, and organizations shall apply for membership by completing a VWC membership application. The Executive Director or Chapter Development Chairman of the VWC, under guidance of the BOG, and the Membership Committee, will review the application, determine eligibility, and assign appropriate membership category.

**Section 4. Voting rights.** Only the VWC individual members in good standing may elect Officers and vote on membership matters.

**Section 5. Membership termination.** A individual's membership may be terminated by resignation, non-payment of dues, or expulsion by the BOG for just cause. In the latter case,

charges must be presented in writing to the member involved. The member has the right to contest the decision provided a written request is received by the BOG no less than thirty (30) days prior to the next regularly scheduled BOG meeting. Terminated members forfeit all dues paid.

#### **Article IV** **Membership Meetings**

**Section 1. Annual meeting.** The annual meeting of the VWC membership shall be held on a date and at a time and place determined by the BOG.

**Section 2. Other meetings.** Other meetings may be called by the President or at the request of a simple majority of the BOG.

**Section 3. Notice.** The membership shall be given at least thirty (30) days notice of the annual meeting and fifteen (15) days notice of other meetings.

#### **Article V** **Membership Voting**

**Section 1. Advance notification.** Notice of matters to be voted upon at a meeting of the general membership shall be distributed no less than fifteen (15) days prior to such meeting, in a manner determined by the President or the BOG. The report of the Nominating Committee for Officers and At-Large Members of the BOG will be published on the website no less than fifteen (15) days prior to the Annual Meeting, when elections are held.

**Section 2. Election.** Elections shall be determined by a simple majority of votes cast.

**Section 3. Teller Committee.** The President may designate a Teller Committee made up of members, not serving on the Nominating Committee; and who will be charged with distribution, collection, tally and report of the vote.

#### **Article VI** **Board of Governors**

**Section 1. Composition of Board of Governors.** The BOG shall consist of (a) elected officers of the VWC as specified in Article VII, (b) Governors representing the Chapters, (c) a maximum of nine (9) At-large Governors elected by the general membership, and (d) Executive Director or Chapter Development Chairman appointed by the BOG.

- A. Each Chapter shall designate two of its members to serve on the BOG, with the stipulation that such representatives are members in good standing of the VWC.
- B. At-Large Governors shall be elected to serve terms of three (3) years or until their successors are elected. They shall be elected consistent with the approximation that one-third of the At-large Governors are elected annually. At-Large Governors shall serve no more than two consecutive terms. After a one-year hiatus, an At-Large Governor shall be again eligible for another two consecutive terms. An At-Large Governor elected to fill a vacated seat shall serve until the term of the replaced elected member expires. The substitute At-Large Governor shall be eligible to serve two full consecutive terms.
- C. Only members in good standing shall be eligible to serve on the BOG.

**Section 2. Resignation.** A Governor may resign at any time with written notification to the BOG Secretary.

**Section 3. Dismissal.** A Governor who misses three consecutive meetings of the BOG may be removed at the discretion of the BOG by simple majority vote. The decision may be contested to the BOG.

**Section 4. Vacancies.** (1) If the vacated BOG member is a Chapter representative, the BOG may request the affected Chapter to designate a member to complete the term. (2) The BOG may fill, at its discretion, other vacancies for unexpired Board terms occurring between regular elections.

**Section 5. Meetings.**

- A. The BOG shall decide regular meeting dates, times and locations at its discretion. BOG members shall receive no less than thirty (30) days notice.
- B. Special meetings of the BOG may be called at the President's request or by any four Governors. Special meetings require no less than ten (10) days notice accompanied by a written explanation for the meeting. No other business may be considered at such a meeting.

**Section 6. Voting.**

- A. A quorum at meetings of the BOG shall be one-third of the whole; and the act of a simple majority of the Governors present shall be the act of the BOG, unless otherwise specified.
- B. Each Governor shall have one vote on each matter before the BOG. Proxy voting is not permitted.

- C. As determined by the President, the Executive Committee, or the BOG, members of the BOG may, in the absence of a convened BOG meeting in person, cast votes on a specific issue by mail or electronic submission.

**Section 7. Powers**

- A. The affairs of the VWC, except as otherwise provided by law, shall be governed by its BOG. The BOG has the power to manage the VWC's property, to determine its fiscal policies, to approve activities programs, and to review, approve, and revise annual budgets submitted to the BOG by the Finance Committee.
- B. The BOG may appoint agents and representatives of the VWC with such powers as to perform acts or duties on the VWC's behalf as determined by the BOG, consistent with the Bylaws and Standing Rules of Order, and consistent with provisions of law.
- C. The BOG may authorize any Governor, Officer, or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the VWC. Such authority may be general, temporary, or confined to specific instances. Unless so authorized by the BOG or by the VWC Bylaws or in the Standing Rules of Order, no Governor, Officer, or agent shall have any power or authority, implied or implicit, to bind the VWC to any contract, obligations, or warranties; or to pledge its credit, or to render it liable pecuniarily for any purpose or any amount.

**Section 8. Compensation.** No Governor, with the possible exception of the Executive Director, shall receive any salary or compensation for his or her service. Governors may receive reimbursement for documented expenses pursuant to the VWC business as approved by the Board and consistent with reimbursement levels as set by the Board.

**Article VII**  
**Officers**

**Section 1. Officers.** The elected officers of the VWC shall be President, First Vice President, Second Vice President, Recording Secretary, Treasurer, Executive Director or Chapter Development Chairman.

**Section 2. Election and terms.** The officers shall serve for a term of two (2) years or until their successors are elected and have assumed office. The President shall serve no more than two consecutive terms. The officers, except for President, may serve as often as elected. Officers shall be seated on the first day of the calendar year. An officer, elected to fill a vacancy, shall serve until completion of the regular term of the officer replaced. This partial term, if occurring during the second year of an elected President's term, shall not be counted as a full term for the purpose of determining the number of consecutive terms a President may serve.

**Section 3. Removal.** Any VWC officer may be removed at any time by a simple majority vote of the BOG, provided that the affected officer has received written notice of that intention ten (10) days prior to the BOG's meeting; and has had the opportunity to appear before the BOG at that meeting.

**Section 4. Vacancies.** By a simple majority vote, the BOG may fill vacancies for VWC offices occurring between regular elections.

**Section 5. President.** The President, as the executive head of the VWC, under the general direction of the BOG, shall manage the VWC. The President shall call the meetings of the BOG and preside over them as well as general meetings of the members. With the approval of the BOG, the President may appoint standing and special committees; and shall be by virtue of office a member of all committees, except the Nominating Committee. Additionally, with BOG approval, the President:

- May appoint members to advisory positions, including, but not limited to, Parliamentarian and Community Liaison Representative
- Shall have full website editing privileges, excluding administrative privileges.
- Shall be responsible for his or her personal remarks published in any official the VWC document or on the VWC website, including monitoring the VWC homepage ensuring accuracy as to the VWC policies and standards.
- Shall monitor, respond to, or forward for action, emails sent to the assigned the VWC President's email account.
- Shall be responsible for the review and update of his or her information for the digital archives and for the website.

**Section 6. First Vice President.** The First Vice President shall assume the duties of the President in case of absence or vacancy; and will chair the Program Committee. Additionally, the First Vice President:

- Shall recommend for approval by the President the BOG meeting locations as well as those of the general membership.
- Shall monitor, respond to, or forward for action, emails sent to the assigned First Vice President's email account.
- Shall be responsible for the review and update of his or her information for the digital archives and for the website.

**Section 7. Second Vice President.** The Second Vice President shall preside over meetings in the absence of both the President and the First Vice President. Additionally, the Second Vice President:

- Shall serve as the VWC's Registered Agent.

- Shall chair both the Membership Development Committee and the Finance Committee.
- Shall assist the Treasurer with budget and financial reports.
- Shall chair the annual Audit Committee including review and analysis of the VWC financial records for accuracy, ways to save money, and eliminate inefficiency.
- Shall monitor, respond to, or forward for action, emails sent to the assigned Second Vice President's email account.
- Shall be responsible for the review and update of his or her information for the digital archives and for the website.

**Section 8. Recording Secretary.** The Secretary shall keep a record of all regular and special meetings of the BOG and members; and shall have custody, for eventual transfer to the Treasurer, for archival purposes, of all records gathered during his or her tenure. These include, but are not limited to, Articles of Incorporation, Bylaws, membership roster, list of Officers and Governors (including terms of office). The Secretary shall monitor, respond to, or forward for action, emails sent to the assigned Secretary's email account. The Recording Secretary is responsible for the review and update of his or her information for the digital archives and for the website.

**Section 9. Treasurer.** The Treasurer shall keep the accounts of the VWC and provide a summary report at meetings of the BOG and general membership. At the last meeting of the year, the Treasurer will make a full report on the VWC's finances. The books of the Treasurer shall be readily available for audit as required by the VWC Bylaws. The duties of Treasurer shall be as follow:

- Pay all bills as authorized by the President.
- Record dues payments.
- Make timely bank deposits.
- Update the Second Vice President on financial matters on a routine basis.
- Prepare any required filings with the IRS, Virginia Department of Taxation, and State Corporation Commission.
- Ensure compliance with all federal and state financial and records retention laws and regulations.
- Explore opportunities, in coordination with the Second Vice President, and prepare proposals to obtain appropriate federal and local grant funding.
- Evaluate and record all new member applications and to include forwarding updated membership information to the Secretary and Executive Director.
- Maintain and monitor the VWC online payment account with full administrative authority and responsibility for the VWC online payment account.
- Maintain the membership roster including dues status.
- Arrange for transference of appropriate the VWC records to the archives annually.

The Treasurer shall have Membership and Events management privileges. The Treasurer shall monitor, respond to, or forward for action, emails sent to the assigned Treasurer's email account. It shall be the Treasurer's responsibility to update his or her information for the digital archives and for the website.

**Section 10. Executive Director.** The Executive Director is appointed by the BOG and serves at the pleasure of the BOG. The Executive Director may be compensated as determined by the BOG or the President. The Executive Director shall be a member of the BOG and the Executive Committee and shall have the right to vote. As specified in writing by the BOG, the duties of the Executive Director include, but are not limited to the following:

- Day-to-day operations of the VWC.
- Chapter Development Administration, defined as identifying potential geographical chapter locations and seeking out qualified individuals to form a new chapter.
- Within Chapter Development will advise Executive Board of financial support, within the discretionary limits of the budget, to potential chapters.
- Assistance to the President in maintaining integrated and smooth continuity of the VWC's management.
- Coordination and assistance to the Treasurer and Finance Committee on all VWC financial matters.
- Assistance to the BOG and Chapter Presidents in maintaining a high level of professionalism within the VWC's membership, consistent with the Goals and Values of the VWC.
- Assistance to the VWC webmaster in policy matters, authorizations, additions, changes and deletions of web functions. The Executive Director has full administrative privileges for the VWC website.
- Distribution of welcome packet to new VWC members.
- Definition of the purpose of and lead the Youth Outreach Committee.
- Maintenance of the Genre list, Speakers' Areas of Expertise, and Professional Services Lists.

The Executive Director shall monitor, respond to, or forward for action, emails sent to the assigned Executive Director's email account. It shall be the Executive Director's responsibility to update his or her information for the digital archives and for the website.

The Executive Director's role may at some time in the future be transformed into that of the Chapter Development Chairman. Duties outside of chapter development may be divided among other Governors.

**Section 11. Community Outreach Officer.** The Community Outreach Officer shall serve at the pleasure of the BOG and act as the VWC representative in dealings with the public to include, but not limited to, state-level organizations and associations; government agencies, except those under the purview of the VWC Treasurer and Executive Director; the media; and corporations, educational, and nonprofit organizations. Additionally this Officer shall assume



responsibility for existing relations, such as The Virginia Association of Teachers of English, as needed or requested by the President or BOG. Additional duties shall include:

- Planning and implementation of most state-level marketing efforts of the VWC.
- Acting as advisor for related VWC committee marketing activities.
- Participating on the committees which plan the Annual Meeting, the Annual Symposium and other VWC statewide activities.
- Preparing a written plan for all activities and reporting on this plan at quarterly meetings.

The Community Outreach Officer shall monitor, respond to, or forward for action, emails sent to the assigned Community Outreach Officer's email account. It shall be the responsibility of the Community Outreach Officer to update his or her information for the digital archives and for the website.

**Section 11. General responsibilities.** Officers and BOG members of the VWC are expected to attend Board meetings; publish and monitor an email address through which the VWC-related messages can pass; provide assistance to individuals interested in the VWC; and direct specific inquiries to the appropriate BOG member, Officer, or committee Chair responsible for relevant program areas. BOG members are additionally expected to serve on a minimum of one committee each year.

## **Article VIII Committees**

**Section 1. Designation.** The BOG may designate such committees, standing or special, as the BOG deems necessary to carry on the work of the VWC. Such committees will report to the BOG.

**Section 2. Appointment and term.** Except as otherwise provided in these Bylaws, committees:

- Shall be selected in such a manner as determined by the BOG.
- Shall have such duties as may be assigned by the BOG.
- Shall serve at the pleasure of the BOG.

One member of each committee will be appointed Chair by the BOG or by the President. Vacancies may be filled by the BOG or the President.

**Section 3. Executive Committee.** The Executive Committee shall consist of the elected officers and the Executive Director and shall be chaired by the President. The immediate past President may serve in an advisory capacity without a vote. The Executive Committee shall convene at the call of the President or at the request of any two members of the Executive Committee. It shall have full authority to act on behalf of the BOG between regularly scheduled Board meetings; or

as necessary to conduct the affairs of the VWC. All actions taken by the Executive Committee shall be reported at the next BOG meeting.

**Section 4. Finance Committee.** The Finance Committee shall consist of at least three (3) members appointed by the BOG. The Chair will be the Second Vice President. The Finance Committee:

- Shall prepare an annual budget for the VWC's activities for the upcoming year for presentation to the BOG.
- Shall conduct an annual audit of the VWC's financial records.
- Shall present financial reports to the BOG.

**Section 5. Nominating Committee.** The Nominating Committee shall consist of three (3) to five (5) members appointed by the President, subject to approval by the BOG. The Chair shall be designated by the BOG. The Nominating Committee shall nominate all officers and at-large members of the BOG, striving for geographical diversity in selection of nominees. In the year in which they serve, members of the Nominating Committee shall be ineligible to run for any office defined under Article VII.

**Section 6. Program Committee.** The Program Committee shall plan the programs and events authorized by the BOG. The Chair shall be the First Vice President.

**Section 7. Youth Outreach Committee.** The Youth Outreach Committee shall promote and oversee the activities that particularly affect the young aspiring writers or those interested in the literary arts. The Executive Director and/or her designee shall chair this committee.

## **Article IX**

### **Fiscal Year and Dues**

**Section 1. Fiscal year.** The fiscal year of the VWC shall be January 1 through December 31 (the calendar year).

**Section 2. Dues.** The amount of members' annual dues shall be determined by the BOG. All dues shall be payable by the first day of the New Year (or January 1). For new members joining after the beginning of the New Year, the amount of dues charged and the effective coverage period of these dues shall be determined by the BOG and published in the Standing Rules.

**Section 3. Announcement of dues.** The first announcement of dues for an upcoming year shall be published on the VWC website in the fourth (4<sup>th</sup>) quarter of the then-current calendar year. A second notice will be sent at the end of January, in the New Year, to delinquents. This will serve as final notice. Failure to pay dues within thirty (30) days of the final notice will result in dropped membership.

**Section 4. Reinstatement.** Members may be reinstated upon payment of delinquent dues during the current year.

## **Article X** **Use and Distribution of Assets**

**Section 1. Use and distribution of assets.** No part of the net earnings of the VWC shall affect the benefit of, be distributed to its members, trustees, officers or other private persons, except as authorized to the VWC by the BOG to pay reasonable compensation for services rendered; make payments; and provide distributions as set forth in Article II. No substantial part of the VWC assets shall be used for propaganda purposes or influence of legislation. The VWC shall not participate or intervene in any political campaign activity of any candidate for public office, including publication and distribution of statements.

Without exception, the VWC shall not conduct any other activities not permitted by as follows:

- An organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- An organization whose contributions are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 2. Distribution of assets upon dissolution.** Upon dissolution of the VWC, assets shall be distributed for one or more exempt purposes as defined by section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or shall be distributed to the federal government, or state, or local government, for a public purpose. Any such assets not disposed of shall be disposed by the Court of Common Pleas in the county of the VWC's principal office location. The Court will determine which organization or organizations shall serve the public purpose.

## **Article XI** **Parliamentary Authority**

**Section 1. Robert's Rules of Order.** The most recent edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority when there is no conflict with these Bylaws or Standing Rules of Order.

**Section 2. Parliamentarian.** The President may appoint a Parliamentarian. If the Parliamentarian is absent, the President may appoint a BOG member for that purpose.

**Section 3. Severability.** If a court of competent jurisdiction at any time holds any portion of these Bylaws invalid, the remainder shall not be affected and shall remain in force.

## **Article XII**

### **Chapter Development and Establishment**

**Section 1. Chapters.** A constituent division of the VWC may be organized as a chapter if, in the opinion of the BOG, the following requirements are met:

(a) A chapter shall maintain a minimum of five active members of the VWC.

(b) Members of the VWC wishing to form a chapter shall submit proposed bylaws for the chapter to the BOG, which must approve these bylaws before a charter may be granted. At the request of members proposing to organize a chapter, the BOG shall furnish a sample of acceptable bylaws. The proposed bylaws of the chapter shall include a provision describing the geographical area served by the chapter, and from which its anticipated membership primarily will be drawn.

#### **Section 2. Obtaining a charter.**

(a) Application for a charter shall be made on an official form which shall be obtained from the Executive Director or the Chapter Development Chairman. Three (3) copies of the proposed bylaws shall accompany the application which shall be sent to the Executive Director or Chapter Development Chairman. These documents shall be distributed to the President and Recording Secretary (to be given to the Treasurer for eventual placement in the archives). The Executive Director or Chapter Development Chairman shall retain a copy. The application shall include, at a minimum, the following sections:

- (1) Chapter Name
- (2) Jurisdiction
- (3) Categories of membership
- (4) Officers and their duties
- (5) Meetings
- (6) Amendment procedure
- (7) Membership roster, by class of membership

(b) Upon approval of the application, a charter shall be issued by the BOG.

**Section 3. Revocation of a chapter charter.** A charter may be revoked by a two-thirds ballot vote of the BOG upon recommendation of the chairman of the Chapter Development Committee or the Executive Director.

Due notice shall be given to a chapter, and a reasonable time shall be allowed for the chapter to meet the requirements before final action is taken to revoke its charter. Such notice of intent to revoke shall be sent prior to the meeting of the BOG to give the chapter an opportunity to appeal the decision of the Chapter Development Committee or the Executive Director to recommend revocation.

Causes that could lead to a revocation of a charter shall include these failures:

- (1) Maintain the minimum membership
- (2) Hold regular meetings as prescribed by the chapter's bylaws
- (3) Conform to purposes stated in Article II of the VWC Bylaws
- (4) Eliminate any conflict with the Bylaws of the VWC or its Standing Rules governing chapters.

Revocation or suspension of a chapter may also be considered by the BOG upon petition of a majority of the members of the chapter or upon complaint of another chapter alleging improprieties in their relationship.

If a chapter is dissolved or if its charter is revoked, the chapter shall return its charter to the President of the VWC.

**Section 4. Chapter membership.** No member of the VWC shall be required to join a chapter, nor shall any chapter be required to admit or continue as a member any member of the VWC whom the chapter chooses to reject, expel, or drop from the rolls for failure to pay chapter dues.

**Section 5. Chapter meetings.** Chapters must hold at least one meeting a year and must conduct annual election of officers.

**Section 6. Chapter consolidation.** If circumstances justify, in the opinion of the Chapter Development Chairman or Executive Director, two or more chapters may combine, with the consent of the BOG of the VWC. If chapter members in any locality wish to withdraw from a chapter large enough to sustain itself after their separation, and to establish their own chapter, they may be permitted to do so by the BOG upon recommendation of the Chapter Development Chairman or Executive Director.

**Section 7. Chapter Bylaws.** Chapters shall maintain the Bylaws that were in effect at the time of their Charter. Upon approval by the Executive Director and the BOG, the chapter membership will be permitted to vote on the revision of their Bylaws.

**Section 8. Chapter governance.** In all matters not regulated by the VWC Bylaws and Standing Rules, chapters shall be self-governing, with particular respect to chapter meetings, programs, activities, resolutions, officer term limits, dues, and fees.

**Article XIII**  
***Amendments***

These Bylaws may be amended by a two-thirds (2/3) vote of the members present at any regular or called meeting of the VWC, provided that notice and text of the proposed amendment has been distributed to the membership, in a manner determined by the President and the BOG, but no less than fifteen (15) days prior to the meeting where the amendment will be considered.