

BYLAWS OF WOMEN WHO WRITE, INC.

ARTICLE I: NAME

The name of the Corporation shall be Women Who Write, Inc.

ARTICLE II: PURPOSE

This Corporation is organized and operated exclusively for charitable, educational and literary purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. More specifically, the purposes for which the Corporation is organized are:

1. To assist women writers in refining their work, through critique groups, classes, workshops and lectures.
2. To bring the work of women writers into the communities within which they work and live, via readings, publications and performances.
3. To provide encouragement, assistance and a sense of community to women writers who otherwise would write in isolation or might not write at all.

ARTICLE III: MEMBERS

Section 1. **QUALIFICATIONS AND DUES.** Membership in this Corporation is open to anyone who writes. A person shall be declared a member upon payment of annual membership dues as established for the subsequent year by the Board of Trustees (Board).

Section 2. **MEMBERSHIP CATEGORIES.** The Board may establish one or more membership categories which shall be set down in the Standing Rules.

Section 2. **VOTING RIGHTS.** Voting rights shall be vested in the Board.

ARTICLE IV: THE BOARD OF TRUSTEES

Section 1. **GENERAL POWERS.** The Board shall establish policy and govern the business and affairs of the Corporation.

Section 2. **NUMBER.** The Board shall consist of the officers and from four to ten Trustees. This number shall be set prior to the annual board elections based on the number of members enrolled in the prior year, by resolution adopted by two-thirds majority vote of the entire board.

Section 3. **TERMS OF OFFICE AND REQUIREMENTS FOR MEMBERSHIP.** Trustees shall be members of the Corporation. Trustees shall be elected by the Board and shall assume office at the meeting of the Board that follows the annual meeting. Trustees and Officers shall serve for a two year term, half elected in even numbered years, the other in odd numbered years.

Section 4. **MEETINGS.** An annual meeting of the Board for the election of Trustees and Officers and such other business as may come before the meeting shall be held in April of each year. Additional regular meetings shall be held in May, September, November and January and March, or as often as deemed necessary by the President.

Section 5. **QUORUM.** A quorum for conducting business of the Board shall be not less than fifty percent of the Board. Any act approved by a majority of those present at any meeting at which a quorum exists shall be the act of the Board.

Section 6. **UNANIMOUS CONSENT IN LIEU OF A MEETING.** Any action required to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action taken is signed by all of the Board members and the written consent is entered into the minutes of the following session of the Board.

Section 7. **RESIGNATION AND REMOVAL.** A Trustee may resign by submitting her resignation in writing to the President. It is requested that sixty (60) days notice be given to preserve the integrity and cohesiveness of the board. Any Trustee may be removed for inappropriate behavior or for failure to fulfill the basic requirements for attendance and Board participation as outlined in the Standing Rules upon notice and following a resolution adopted by two-thirds of the Board. Prior to a vote on removal the Trustee may request and shall be granted a hearing before the Board at which the Trustee shall be specifically informed of the charges and given an opportunity for rebuttal. If a Trustee resigns or is removed for any reason, a replacement shall be appointed by the President and approved by a majority vote of the Board to fulfill the unexpired term requirements.

ARTICLE V: OFFICERS

Section 1. **OFFICERS AND QUALIFICATIONS.** Officers shall be elected by the Board. Officers shall be President, First Vice President/Membership, Second Vice President/Programming, Secretary and Treasurer. A candidate for President shall have been a Trustee for a minimum of one year. These Officers shall constitute the Executive Committee and shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by this Corporation.

Section 2. **ELECTION AND TERM OF OFFICE.** The Board shall elect its President, Second Vice President and Secretary and half the total number of its trustees for a two year term at its annual meeting in even numbered years. The first Vice President, Treasurer and half the total number of its trustees shall be elected for a two year term at its annual meeting in odd numbered years. Officers and Trustees shall assume office at the meeting following the annual meeting. No officer shall serve more than two consecutive terms in any one office and no trustee shall hold more than one office at a time.

Section 3. **VACANCIES.** A Vacancy in the office of President shall be filled by the First Vice President for the unexpired term. If the First Vice President is unable to fill this position, the Second Vice President will serve as President pro temp until the President is again available

or until the next Board meeting, at which time a new President will be elected. A vacancy in the office of First Vice President, Second Vice President, Treasurer or Secretary shall be filled for the unexpired term by election at the next Board meeting.

Section 4. **REMOVAL.** An Officer who does not comply with assigned responsibilities or in any way acts to the detriment of the Corporation may be relieved of office by a 2/3 majority vote of the entire Board.

ARTICLE VI: DUTIES OF OFFICERS

Section 1. **PRESIDENT.** The President shall

- a. be the Principal Officer of the Corporation
- b. guide the affairs of the Corporation
- c. plan and conduct all meetings of the Board and general meetings of the Corporation
- d. appoint committee heads for special committees
- e. make interim appointments as needed with the approval of the Board
- f. approve all expenditures with the Treasurer
- g. sign all contracts with the Treasurer with the approval of the Board
- h. have check signing privileges with the Treasurer
- i. serve as ex-officio member of all committees
- j. call special meetings when necessary
- k. prepare an annual report
- l. serve as chair of the Executive Committee.
- m. Liaise with and represent all writing groups and ensure that groups meet qualifications as determined by the Board for continuing affiliation with the Corporation.

The President may assign some or all of these duties to a Trustee duly elected by the Board.

Section 2. **FIRST VICE PRESIDENT.** The First Vice President/Membership shall, with the assistance of a committee of her choosing perform all the duties of the President with all the power and subject to all the restrictions of the President in the even of the President's absence or inability or refusal to act and succeed to the office of President for the unexpired term in the event of a vacancy in that office. She shall also assist the President as needed and assume the responsibilities of Membership as follows:

- a. maintain membership records
- b. create and distribute an annual membership directory by Sept 30th of each year
- c. answer inquiries regarding membership (requires e-mail, keep track of inquiries)
- d. send out new member packets in a timely manner.
- e. follow up with members who are late in renewing, review membership renewal forms
- f. forward new member information to the liason for writing groups/membership assistant

Section 3. **SECOND VICE PRESIDENT.** The Second Vice President/Programming shall Perform the duties of the President in the event of both the President and First Vice President's absence, and shall assume the responsibility of coordinating Programming for the Corporation (readings, workshops/speakers and all special events.) The Vice President/Programming will be assisted by a Program Committee, the Publicity Trustee, and members of the Board.

Section 4. **SECRETARY.** The Secretary shall

- a. record the minutes of all proceeding of the Board and general membership meetings
- b. handle correspondence for the Corporation
- c. keep the records of the Corporation

Section 5 **TREASURER.** The Treasurer shall

- a. have charge of all funds of the Corporation and shall keep regular books of account for the Corporation
- b. collect the dues and submit a report at each meeting of the Board of all receipts, disbursements and the balance as of each Board meeting
- c. make an annual financial report to the membership
- d. prepare a budge for the fiscal year and submit it to the Board according to a schedule specified by the Board
- e. pay all bills and reimburse members for expenditures
- f. make available all financial records to the general membership upon request
- g. submit the books for audit as required by the Board
- h. sign all contracts for the Corporation with the President
- i. have check signing privileges with the President
- j. sign all checks.

ARTICLE VII: NOMINATING COMMITTEE

The President shall, with the advice and consent of the Board, appoint a nominating committee of one or more Trustees (which may include persons who are not Trustees, provided that at least one member of the nominating committee shall be a Trustee) which shall recommend to the Board the names of persons to be submitted for election as Trustees.

ARTICLE VIII: AUDIT

The President shall, with the advice and consent of the Board appoint an audit committee of at least One Trustee and one other person which shall, after presentation of the Treasurer's annual report,, examine the Treasurer's books an vouchers and certify that they find them correct.

ARTICLE IX: COMMITTEES

There shall be such standing committees and special committees as are found necessary to direct the various activities of this Corporation in fulfillment of its purpose.

Section 1. **STANDING COMMITTEES.** Standing committees shall include but not be limited to Education Committee, the Special Events Committee, the Newsletter Committee, the Literary Magazine Committee and the Publicity Committee. Additional standing committees may be established as necessary. The chairperson of each standing committee shall be a Trustee and shall be appointed by the President and approved by a majority vote of the Board immediately after the annual election of Trustees and Officers. The term of office for the chair of a standing committee shall be one year or until a successor is appointed. No chair of a standing committee may serve more than four consecutive terms.

Section 2. **SPECIAL COMMITTEES** All committees which are not standing committees shall be special committees, including subcommittees of standing committees and special committees of the Board. The chair of each special committee may but need not be a Trustee and shall be appointed by the President. The term of office for the chair of a special committee shall be until the committee fulfills its purpose or until a successor has been appointed.

Section 3. **COMMITTEE MEMBERS:** Each committee chair shall select the other members of the committee in consultation with and with the approval of the President.

Section 4. **AUTHORITY OF COMMITTEES WITH MEMBERS WHO ARE NON-TRUSTEES.** Any Act of any committee which has members who are not Trustees shall be advisory, shall not bind the Board or the Corporation and shall be subject to Board approval. Each committee shall operate according to a resolution approved by a majority of the entire Board, and to the extent provided in the resolution, shall have and may exercise the authority of the Board, except that no such committee shall

- a. make, alter or repeal any bylaw of the Corporation
- b. elect or appoint any Officer or Trustee, or remove any Officer or Trustee; or
- c. amend or repeal any resolution previously adopted by the Board.

Section 5. **QUORUM OF COMMITTEE.** A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting in which a quorum is present shall be the act of such committee.

Section 6. **RECORDS.** Actions taken at a meeting of any such committee shall be kept in a written record of its proceeding which shall be reported to the Board at its next meeting following such committee meeting, except that, when the meeting of the Board is held within two days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board at its second meeting following such committee meeting.

Section 7. **DISSOLUTION OF COMMITTEES.** The Board, by resolution adopted by a majority of the entire Board, may abolish any committee at its pleasure.

ARTICLE X: WRITING GROUPS

A Writing Group shall consist of not less than three persons meeting in accordance with the purposes of Women Who Write under the guidance of one or more group leaders and with the

primary purpose of critiquing the writing of members. A Group must be approved for affiliation with “Women Who Write by a majority vote of the Board. The Board, by resolution adopted by a two thirds vote of the entire board, may disaffiliate with any group that does not meet in accordance with the purposes of Women Who Write and with the requirements set down in these by laws and standing rules.

ARTICLE XI FISCAL YEAR

The fiscal year of the Corporation shall be May 1 through April 30.

ARTICLE XII: RESOLUTIONS

No resolution or motion to commit the Corporation on any matter shall be acted upon by the Corporation or any faction of the Corporation until it has been approved by a majority vote of the Board.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

ARTICLE XIV: AMENDMENT OF BYLAWS

These bylaws may be altered, amended or repealed b y the Board by a two thirds vote of the entire Board provided that the amendment has been proposed to the Board a a meeting preceding the meeting at which action on the proposal shall be taken or in writing at least ten days prior to the meeting at which action on the proposal shall be taken. Any member of the Corporation may propose an amendment or revision of the bylaws at any Board meeting, or by present the proposed amendment or revision, in writing, to any Board member; amendments and revision so present must be voted upon by the Board.

ARTICLE XV: FORCE AND EFFECT OF BYLAWS

These bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the “Act”) and the Certificate of Incorporation as they may be amended from time to time. If any provision in these bylaws is inconsistent with a provision in the Act of the Certificate of Incorporation, the provision of the Act of the Certificate of Incorporation shall govern to the extent of such inconsistency.

ARTICLE XVI: CONFLICT OF INTEREST

No contract or other transaction between the Corporation and one or more of its Trustees or Officers, or between the Corporation and any other Corporation, firm, association or other entity in which one or more of its Trustees or Officers are directors or Officers, or have a substantial financial interest, shall be approved by a vote of the Board or any committee thereof if such

Trustee or Trustees or Officer or Officers (hereinafter “interested Trustee or Trustees”) are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or her votes are counted for such purpose, unless:

- a. The material facts as to such Trustee’s or Officer’s interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or are known to the Board or committee, and the Board or committee authorizes such contract or transaction by unanimous written consent, provided at least one Trustee so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested Trustee or Officer, even though the disinterested Trustees are less than a quorum; or
- b. The material facts as to such Trustee’s or Officer’s interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by a majority vote of such members.

ARTICLE XVII: COMPENSATION

Neither Trustees, Officers nor members shall receive any fee, salary or remuneration of any kind for their services in such capacities, provided, however, that Trustees, Officers and members may be reimbursed for reasonable expenses incurred with the approval of the Board upon presentation of vouchers.

ARTICLE XVIII: DISSOLUTION

Upon dissolution, after payment of debts, no part of the remaining assets may be distributed to any Trustee, Member or Officer of the Corporation but shall be distributed as the bylaws may direct in accordance with law, provided, however, that the distribution must be to another organization exempt under the provisions of section 501 (c) (3) of the United States Internal Revenue Code or to the United States, or a State or local government, for a public purpose.