

# **BYLAWS OF THE WISCONSIN WRITERS ASSOCIATION, INCORPORATED**

**Ratified by the Board of Directors, October 14, 2016**

**Reviewed by Board of Director, May 12, 2017**

## **ARTICLE I: Incorporation Authority**

SECTION 1: These bylaws of the Wisconsin Writers Association (herein known as “WWA”) have been developed and are periodically revised by the Board of Directors for the purpose of guiding their work which includes providing services to its members, sustaining its integrity and preserving WWA’s federally sanctioned nonprofit 501(c)(3) status (IRS Code 170) and guided by the Wisconsin State Statutes, Chapter 181.

- A. The fiscal year of the Association shall begin January 1 and shall end December 31 of each calendar year.

## SECTION 2: Governance and management

- A. “Governance” refers to the focus on policy work of the Board of Directors, which is to create and implement policies and procedures to ensure compliance with its nonprofit status and WWA’s bylaws, direct dispensation of WWA funds, and authorize programs that will sustain WWA’s nonprofit work, increase membership, and serve all members according to the mission of the WWA.
- B. “Management” refers to the business of WWA’s day to day operations including the formation of program committees and the direction and guidance of committees as they strive to support decisions made by the Board of Directors. The management of WWA shall be directed by the Executive Director, appointed by the Board as a paid staff member without voting authority.
- C. In the absence of an Executive Director, see Article II, Section 6, B of these bylaws, program duties will be managed by the Executive Committee.

## SECTION 3: WWA’s Working Board

- A. Members of a working board understand their role as one of active participation in development and execution of Association programs and projects and as informed decision makers regarding the governance and welfare of the Association;
- B. Board members accept one assignment in a program or membership activity under the guidance of the Executive Director.

- C. The Executive Director shall not serve as a member of the Board, but rather in a decision-making capacity alongside Board members, who are charged with making final decisions regarding WWA's work.

#### SECTION 4: Members

- A. Any person who supports the Mission of the Association may become an active member upon payment of annual dues. Persons who have not renewed their membership by payment of annual dues shall be suspended from the privileges of membership until such time as they are reinstated by the payment of dues. Dues shall be set annually by the Board of Directors with changes effective the following January 1st.
- B. Rights and privileges of active members include discounts such as those provided for contest and conference registration and any other future privilege conferred to members by a vote of the Board of Directors.
- C. Since the WWA's Articles of Incorporation state that the Board of Directors has primary authority over managing the Association, members do not have voting rights.
- D. ARTICLE V, Section 1 of these bylaws describes member rights and privileges regarding invitation to board meetings, attendance and privilege to speak.

### **ARTICLE II: Board of Directors**

#### SECTION 1: *General Duties.*

- A. The Board of Directors shall be responsible for the overall governance of the Association by approving an annual plan to meet and further WWA's mission, deciding on methods of securing financial resources, and by developing and approving an annual budget that both accounts for and limits WWA's financial obligations based on the logical acquisition of resources to meet planned events and objectives.
- B. As in Article V, Section 4 of the 2008 WWA Constitution "repeated absence from, or disruptive behavior in board meeting shall constitute cause for censure or expulsion from the Board of Directors. Any disciplinary action short of expulsion shall require a simple majority vote of the Board; expulsion shall require a two-thirds majority of the Board."
- C. Reasons for dismissal include actions that compromise WWA's non-profit status, damage the reputation of WWA, constitute harassment of any kind or actions that demonstrate overt disregard for the generally accepted principles of WWA as set forth in the bylaws, policies and procedures, and mission statement.
- D. The President has the authority to dismiss for any of the above reasons and such

dismissal must be outlined by the President in a confidential message submitted to the Board for their consideration.

## SECTION 2: Recruiting and Nominating Board Members

### A. Recruiting board members

1. A notice is placed on the WWA website and monthly member communication announcing the opportunity;
2. A member of the Executive Committee is named to receive and process all inquiries;
3. The contact person will respond to all inquiries, giving the interested party a copy of the bylaws and job description;
4. After orientation, reading the material and stating their interest, the applicants information will be forwarded to the President;
5. President will discuss board opportunity and responsibility with the applicant and make a decision to invite them to join the board;
6. President will present the applicant to the Executive Committee for their approval;
7. Once approved the applicant's name will be placed in nomination at the next fall annual meeting.

### B. Annual nomination and appointment of board members

1. Vote approving all new and continuing board members is held at the annual fall meeting.

## SECTION 3: Specific Responsibilities of Board Members

### A. Job description is in Standing Rules

## SECTION 4: Size of Board and Terms of Office

A. The Board can consist of up to nine members who are elected during the annual meeting; the board may operate with not less than three while recruiting new members.

B. In order to ensure equal representation, an effort is made to recruit board members from across the State of Wisconsin.

C. Board members are elected for a term of three years and may serve additional consecutive terms;

1. When wanting to end their board assignment, board members must give notice in writing to the President;
2. the vacancy must be announced to the full board either through e-mail or at the next board meeting.
3. Board members wanting to extend board membership for an additional term, submit a letter to the President stating their intention.

**SECTION 5: *Quorum.***

According to Robert's Rules of Order, a quorum is set at a majority of board members present.

**SECTION 6: *Executive Director.***

- A. Details of Executive Director's responsibilities are in WWA Bylaws ARTICLE VII.
- B. In the absence of an Executive Director, the duties of the position will be assigned to members of the Executive Committee and the Board of Directors and will be completed under the direction of the President.

**ARTICLE III: Officers**

SECTION 1: The duties of all board members shall be jointly defined and approved by the Board. Any recommended changes to Board job descriptions must be approved by the Board.

SECTION 2: Board officers and members of the Executive Committee are President, Vice President, Secretary and Treasurer.

- A. Job descriptions for President, Vice-President, Secretary and Treasurer are in Standing Rules

**ARTICLE IV: Board Committees**

Policy committees are managed by the WWA Board of Directors and program committees are managed by the Executive Director or their designee.

**SECTION 1. Standing Committees**

Standing committees monitor and implement policy decisions necessary to meet WWA's mission related to membership services.

- A. The Executive Committee:
  - 1. Is composed of the four (4) elected officers (President, Vice-president, Secretary, and Treasurer.
  - 2. Is elected for a one year term.
  - 3. Is elected at the annual meeting
  - 4. Only a member of the Board of Directors is eligible to be elected to the Executive Committee.
  - 5. Serves as a sounding board for Executive Director regarding management;
  - 6. Reviews and evaluates proposals for new programs and services;

7. Brings proposals to the full Board for approval;
8. Makes decisions regarding hiring, evaluation and compensation of Executive Director;
9. Will cover all assignments in the absence of an Executive Director;
10. Governs the Association according to Board-approved bylaws and with respect of the WWA constitution and its non-profit status.

**B. Budget Committee**

1. The Board of Directors shall be responsible for developing the Budget Committee deemed necessary to oversee the responsible financial management needs of WWA, assure compliance with federal and state laws, assure compliance with all aspects of the Association's 501(c)3 status, and develop emergency policies and procedures as needed when unforeseen, unique, or unexpected situations arise. This committee shall report to the Executive Committee.
2. The budget committee will include: President, Treasurer and Executive Director;
3. Committee will prepare a preliminary budget prior to spring Board meeting;
4. Preliminary budget is delivered to Executive Committee for their approval;
5. Recommended budget is presented to the board at the spring board meeting;
6. Final budget is presented to the board for approval at the fall Annual Meeting.

**C. Ad Hoc Committees**

1. To meet short term Board requirements, ad hoc committees are appointed by the President for a specific short term purpose.
2. When ad hoc committees are established in the interim between regular Board meetings, the President shall inform all Board members, by mail or e-mail, of ad hoc committee appointments, naming the Chair, committee members and purpose.
3. President will dismiss the ad hoc committee upon completion of the task.

**ARTICLE V: Board Meetings**

SECTION 1. *Regular Board Meetings*. The Board of Directors can meet up to 3 times a year, during various quarters, one of which is in conjunction with the fall conference.

- A. Members are invited to attend all board meetings and any active WWA member may attend as a visitor/observer.
- B. Members do not have the privilege of a vote.
- C. Any member can request the privilege of the floor from the Executive Committee who will make the final decision on inviting a discussion of a topic;
- D. When invited for a specific purpose, visitor/members are given an allotted amount of time determined by availability of time on the agenda;
- E. Visitors are given the opportunity to leave once their topic has been discussed;
- F. A meeting can be closed to visitors for the Board to discuss matters of specific finances, personnel matters and/or future planning strategies;

- G. The closed session must be confirmed when the agenda is announced;
- H. Following a closed session, the meeting is re-opened to visitors; any votes on closed session topics must be made in the open session.

SECTION 2. *Special Meetings.*

- A. At other times, as may be deemed necessary by the President, the Board may need to call an in-person meeting to discuss an urgent matter;
- B. These specific matters shall be stated and included in the President's call to all Directors announcing the time, date, and place of the special meeting;
- C. The use of electronic means such as Skype or Facetime can be considered.

SECTION 3: E-mail Meetings

- A. Board business can be discussed through e-mail between regular Board meetings;
- B. This process is used when time sensitive business cannot wait until the next board meeting;
- C.

SECTION 4: Presenting new services, positions or programs

A. Motions

- a. Policy motions can be presented by any board member to the President
- b. Program motions can be presented to the Executive Director by any member, volunteer or Board Member
- c. once a motion is approved, a proposal can be written to present to the board.
- d. procedure is in Standing Rules

B. Proposals

- a. Policy or program proposal is prepared for presentation and approval by the Board.
- b. Procedure is in Standing Rules

**ARTICLE VI: Staff Positions**

SECTION 1: Executive Director

A. *Establishment.*

1. The Board may establish the position of Executive Director and enumerate the responsibilities, compensation, priorities, and performance standards for that position for the following fiscal year.
2. The Executive Director Job Description shall be reviewed and approved annually by the Board at its annual fall meeting or prior to the beginning of the fiscal year.
3. An annual evaluation of Executive Director's performance will be done at the fall annual board meeting.

B. Responsibilities.

1. Executive Director Job Description in Standing Rules

C. Relationship to Board and Board Committees

1. The Executive Director shall report to and be supervised by the Board of Directors.
2. The Executive Director and President will work closely together in efforts to support and share existing and emerging areas of WWA's work, and to demonstrate and encourage collaboration between the governance and management functions of WWA.
3. The Executive Director shall attend and actively participate in all Board meetings unless excused by the President; the Executive Director has no voting rights.
4. The Executive Director shall establish program committees and oversee the activities of those committees in accordance with the goals and approval of the Board.

SECTION 2: Program Volunteer Staff Positions

A. Program volunteer staff positions (such as those required for coordinating contests, conferences, and other member service activities, etc.) shall be filled by member volunteers.

1. Persons appointed to such volunteer staff positions shall report to the Executive Director or as otherwise authorized by either the Executive Director or the Board.
2. Job descriptions for all volunteer staff positions will be filed in Standing Rules.
3. The Executive Director with the approval of the Board, shall have authority to appoint other volunteer staff positions (e.g. conference coordinators, membership coordinator, journal editor, etc.) or authorize that needed staff be appointed by individual committees.
4. The Executive Director has the authority to dismiss a member from a volunteer staff position or committee position.
  - a. Reasons for such dismissal must be outlined by the Executive Director in a confidential message submitted to the Board for their consideration.
  - b. Reasons for dismissal include actions that compromise WWA's non-profit status, damage the reputation of WWA, constitute harassment of any kind against a WWA member or citizen, or actions that demonstrate overt disregard for the generally accepted principles of WWA as set forth in the bylaws, policies and procedures, and mission statement.

**ARTICLE VII: *Standing Rules***

SECTION 1: Standing Rules include policy issues that reflect the general operating principles of the organization.

SECTION 2: Standing Rules are written and maintained under the authority of the

Executive Committee and are readily available to any volunteer or member upon their request.

SECTION 3: Standing Rules may be amended by a simple majority of the Board of Directors.

SECTION 4: Program guidelines and any volunteer information necessary for completion of volunteer activities are maintained and updated by the Executive Director and the Executive Committee.

#### **ARTICLE VIII: Amendments.**

These Bylaws may be amended by a majority vote of the Board of Directors present at any regular Board meeting, or any special Board meeting called for that purpose, provided that such proposed amendment(s) shall be plainly stated in the call for the special meeting. Proposed amendments to these Bylaws shall require a minimum of two (2) weeks prior notice to all Board members.