

# BYLAWS OF WISCONSIN WRITERS ASSOCIATION, INCORPORATED

Ratified by the Board of Directors, July 1, 2020

## ARTICLE I - NAME OF ORGANIZATION.

The name of the corporation is WISCONSIN WRITERS ASSOCIATION, INCORPORATED.

## ARTICLE II - CORPORATE PURPOSE.

### Section 1. Nonprofit Purpose.

This corporation is organized for literary and educational purposes that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

These Bylaws of Wisconsin Writers Association, Incorporated (“hereinafter 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.

### Section 2. Specific Purpose.

Founded in 1948, the Wisconsin Writers Association is a creative community dedicated to the support of writers and authors. WWA sponsors and hosts year-round workshops and events throughout Wisconsin, offering discounts and exclusive resources. We aim to share experiences and knowledge while encouraging our members in their pursuit of this most noble art. Develop your craft. Discover resources. Expand your network. Build your audience.

WWA encourages, educates, supports, and promotes writers through its programs and services. The specific objectives and purpose of this organization shall be:

- A. **To provide** a structured fellowship of amateur and professional writers who support and assist fellow writers with all phases, types, and categories of writing.
- B. **To encourage** documentation of personal, family, regional, and cultural stories.
- C. **To offer** informational educational services to writers and to the general public.
- D. **To assist** writers in editing, publishing, and marketing their work.
- E. **To make available** counsel regarding, and contact with, publishing and literary agencies and representatives.

## ARTICLE III – MEMBERSHIP.

### Section 1. Eligibility for Membership.

Any person regardless of address or age who supports the Specific Purpose of the WWA as outlined in Article II, Section 2 of these Bylaws may become an active member upon payment of annual dues. See membership categories in current publications for more specific qualifications.

### Section 2. Annual Dues.

Dues shall be set annually by the Board of Directors with changes effective the following January 1st. Annual renewals occur at the first of the month in the next year following payment; if members pay dues on March 15, annual renewal will come due and must be paid by April 1 the following year and each year thereafter to remain in good standing.

### **Section 3. Rights and Privacy of Members.**

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. The Board of Directors shall not authorize the sale, lease, rent, or loan of membership records to any profit or non-profit corporation or organization or persons representing such corporations or organizations; shall consider such records to be privileged information; shall provide access to such records to Directors and WWA managers and functionaries whose conduct of WWA business or activity requires such information; and shall supply mailing lists only to contractors who guarantee the confidentiality of such information.

### **Section 4. Resignation and Termination.**

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. Persons whose actions compromise WWA's non-profit status, damage the reputation of the WWA constitute harassment of any kind against a WWA member or citizen, or demonstrate overt disregard for the generally accepted principles of the WWA as set forth in the Bylaws, policies, and procedures, and mission statement, can have their membership terminated, forfeiting any membership dues remaining before their annual renewal date.

### **Section 5. Non-voting Membership.**

Since Article IV of the Bylaws of the WWA state that the Board of Directors has primary authority over managing the WWA, members do not have voting rights.

### **Section 6. Membership Meetings.**

WWA keeps a fluid and dynamic schedule of events which may occur via video/audio connection and/or in person in various venues throughout the year. One annual meeting via video/audio connection or in person as feasible in the fall of each year shall take place for the purpose of meeting the Specific Purpose of the WWA as outlined in Article II, Section 2, and the purpose of updating the general membership on the status of the WWA.

### **Section 7. Insurance.**

The Board of Directors may exercise the WWA's power to purchase and/or maintain insurance policies including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit on behalf of WWA to indemnify persons who are or were event committee members, chairs, directors, officers, or persons working for hire or volunteering in an official capacity for WWA against any liability asserted against them or incurred by them in any such capacity or arising out of their status as such, whether or not WWA would have the power to indemnify them against such liability under the provisions of these Bylaws and not covered by Wisconsin Statute 181.0670, Limited liability of volunteers.

## **ARTICLE IV - BOARD OF DIRECTORS.**

**General Duties:** WWA shall be managed by its Board of Directors. The Board of Directors shall bear responsibilities to the WWA, and every Board member shall be expected to be actively involved to meet the Specific Purpose of the WWA as outlined in Article II, Section 2 of these Bylaws. The Board shall conduct no fewer than three general meetings via video/audio connection or in person, or a combination thereof per year in various quarters to carry out the business of WWA and hold elections.

### **Section 1. General Powers.**

The Board of Directors shall have control of and be responsible for the management of the affairs and property of the WWA. Directors may serve consecutive three-year terms, but must skip one year after two consecutive terms.

### **Section 2. Number, Tenure, Requirements, and Qualifications.**

- A. The number of Directors** shall be fixed from time to time by the Directors but shall consist of no fewer than nine nor more than fifteen including the following officers: President, Vice-president, Secretary, and Treasurer.
- B. Terms shall be staggered** so that at the time of each annual meeting, the terms of approximately 1/3 of all members of the Board of Directors shall expire. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Executive Committee must be approved by a majority vote of the members present and voting.
- C. Each member** of the Board of Directors shall be a member of WWA whose membership dues are paid in full and shall hold office for a three-year term as submitted by the nominations committee. The term of office may be renewed one time in succession; thereafter, the officeholder must skip at least one calendar year before re-election to the same office. Members shall pass on manuals and all relevant documents to the succeeding member in a timely manner.

### **Section 3. Regular and Annual Meetings.**

An annual meeting of the Board of Directors shall be held via video/audio connection, in person, or combination thereof during the third quarter of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten days prior to the meeting date.

### **Section 4. Special Meetings.**

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may determine any type, via video/audio connection, in person, or combination thereof, or location as the place for holding any special meeting of the Board.

### **Section 5. Quorum.**

The presence of a majority of current members of the Board of Directors shall be necessary at any meeting of any format to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

### **Section 6. Forfeiture.**

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. The President has the authority to dismiss Directors 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 7. Vacancies.**

Whenever any vacancy occurs in the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors. Members filling a vacancy may be elected for up to two successive terms following their appointment.

### **Section 8. Compensation.**

Members of the Board of Directors shall not receive financial compensation for their services as Directors during their term in office. The Board of Directors may choose to provide in-kind compensation, such as waived membership dues for any reason, or may choose to reimburse Board-approved costs of travel or other expenses incurred while representing WWA and not otherwise reimbursed or covered in any other manner from any other source.

### **Section 9. Parliamentary Procedure.**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

## **ARTICLE V – OFFICERS.**

**General Duties:** Elected officers of WWA shall be limited to President, Vice-president, Secretary, and Treasurer, who shall be elected from the Board of Directors at the first Board meeting following the annual meeting of the WWA. The Officers shall comprise the Executive Committee, with duties outlined in Article VI, Section 1. Officers are elected for two-year terms coinciding with their election to the Board of Directors and staggered so that President and Vice-president turn over in different terms.

**A. President. The President** shall preside at all meetings of WWA and of the Board of Directors, and, with the full Board, shall be responsible for general oversight of WWA. The President shall also prepare and deliver a summary of WWA's general condition at the annual meeting of the WWA, and shall appoint an annual audit committee to audit WWA finances, to include three Board members and one Association member-at-large. Manuals and relevant documents shall be passed on to the succeeding President in a timely manner.

**B. Vice-president.** In the event of the absence or disability of the President, or of a vacancy in that office, the **Vice-president** shall assume and perform the duties and functions of the President. Manuals and relevant documents shall be passed on to the succeeding Vice-president in a timely manner.

**C. Secretary. The Secretary** shall keep a true and accurate record of all meetings of the Board of Directors and business meetings of WWA; shall, as directed by the President, prepare and distribute the agenda for Board meetings and the annual WWA meeting and shall perform such other duties as are generally associated with that office. Records shall be archived regularly with the Wisconsin Historical Society, as outlined in Article VIII. Manuals and meeting records shall be passed on to the succeeding Secretary in a timely manner.

**D. Treasurer. The Treasurer** shall receive and account for all money, credit, and property of the WA and shall report the financial condition of WWA at each regular meeting of the Board, and shall perform such other duties as are generally associated with that office. The Treasurer and the President shall be authorized to disburse WWA funds as necessary. The Treasurer shall be in regular

communication with any such bookkeeper hired by WWA. Manuals and financial records shall be passed on to the succeeding Treasurer in a timely manner.

### **Section 1. Vacancies.**

A Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Executive Committee at least two weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred. They may succeed themselves up to two consecutive terms following the expiration of the term filled.

## **ARTICLE VI – COMMITTEES.**

**General Description:** The Board of Directors may create committees as needed to supplement permanent committees to meet the Specific Purpose of WWA as outlined in Article II, Section 2, such as but not limited to: nominations, fundraising, public relations, data collection, contests, programming. The President appoints and coordinates all committee chairs and committee events. The committee chairs may not need to be a member of the Board of Directors, but will report regularly to the Board, track all relevant reports, and coordinate with other committees and/or paid staff as relevant and necessary. Committee chairs and/or members may be volunteers. Meetings may be conducted via video/audio connection or in person, or a combination thereof.

### **Section 1. Permanent Committees.**

Committees that are considered permanent standing committees shall meet on a regular basis no less than two times per year via video/audio connection, in person, or any combination thereof, to carry out the responsibilities that serve the WWA. They are the Executive Committee, Budget Committee, Membership Committee, Events Committee, and Publications Committee, outlined as follows:

#### **A. Executive Committee.**

**General Duties:** Reviews and evaluates proposals for new programs and services; brings proposals to the full Board of Directors for approval; and makes decisions regarding hiring, evaluation and compensation of paid staff. The Executive Committee is composed of the four elected officers: President, Vice-president, Secretary, and Treasurer.

#### **B. Budget Committee.**

**General Duties:** Oversees the responsible financial management needs of WWA, assures compliance with federal and state laws, assures compliance with all aspects of the WWA's 501(c)3 status, and develops emergency policies and procedures as needed when unforeseen, unique, or unexpected situations arise. The Budget Committee will include: President, Treasurer, any such bookkeeper, and other members as determined by the President, and will prepare a preliminary budget prior to the annual Board meeting. The budget will be delivered to the Executive Committee for their approval before being presented to the Board for approval at the Fall Annual Meeting.

#### **C. Events Committee.**

**General Duties:** Conceives, plans and executes a yearly agenda of WWA events via video/audio connection or in person around the state. The Events Committee identifies and secures speakers, venues, technology platforms, and develops and submits budgets for approval by the Board and Executive Committee. The events team ensures that communications and tasks happen, coordinates and works with any such paid staff member if relevant and other

committees to add events to the website, coordinate/execute publicity and marketing needs with other Board of Directors and WWA Functional Chairs. At least one committee member is a member of the Board of Directors. The Events Chair leads the committee and reports to the Board. The Events Chair may work with any paid staff if hired, and as needed with the Executive Committee.

#### **D. The Membership Committee**

**General Duties:** Track reports, and coordinate with others such as the website monitor/host and/or relevant paid staff as necessary to monitor the growth of the membership; reports regularly to the Board of Directors and Executive Committee members. The Membership Committee will regularly review membership categories and fees to determine and update standards; recommend special fees such as for servicemen and women, youth, and/or families; recommend hardship waivers and/or gift memberships; answer membership questions; welcome new members; and recommend membership drive events to the Board for approval. The committee shall implement approved membership drive events, coordinating with others, such as a bookkeeper and/or Treasurer, as needed. The Committee keeps a confidential, up-to-date membership list with all relevant information as a backup to website data in the event of loss.

#### **E. The Publications Committee.**

**General Duties:** Oversee and implement printed and electronic material such as but not limited to Creative Wisconsin Magazine, newsletters, and promotional material. The publication and announcement/dissemination to the membership of such material shall be carried out in a professional manner and may be hired out at the discretion of the Executive Committee to professional standard publishers. All such publishing costs must be pre-approved by the Executive Committee. The Committee shall coordinate with others, and/or paid staff as relevant. The Committee shall report regularly to the Board of Directors. Publicity or public relations committee members may but is not required to be part of this Publications Committee.

#### **Section 2. Ad Hoc Committees.**

**General Duties:** To meet short-term Board requirements such as nominations, contests, or fundraising, ad hoc committees are appointed by the President for a specific purpose. 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, or other relevant means of communication of ad hoc committee appointments, naming the Chair, committee members, and purpose, and will dismiss the ad hoc committee upon completion of the task.

#### **ARTICLE VII – COMPENSATED STAFF.**

**General Guidelines:** The Board of Directors may consider hiring paid staff as necessary to carry out the Specific Purpose of the WWA as outlined in Article II, Section 2. The specific duties, tenure, and compensation must be defined in a proposal to the Executive Committee. The Executive Committee, upon agreement, will send the proposal to the full Board of Directors for approval and job posting in a manner that assures compliance with federal and state laws, assures compliance with all aspects of WWA's 501(c)3 status including potential Conflict of Interest which results in inappropriate gain by any member of WWA, and the WWA Constitution and Articles of Incorporation. Such staff may include, but shall not be limited to an Executive Director and/or an Operations Director, or other experts for specified purpose.

**Section 1: Executive Director.** The Board of Directors may hire an Executive Director who shall serve at the will of the Board in determined tenure, duties, periodic evaluation, and compensation defined and reviewed by the Executive Committee and approved by the Board of Directors.

**Section 2: Operations Director.** The Board of Directors may hire an Operations Director who shall oversee the operational aspects of the organization related to technology and the disbursement of membership communications and management, or other duties with compensation and tenure which are defined by the Executive Committee and approved by the Board of Directors.

**Section 3: Use of Outside and In-House Experts.**

WWA may, but need not, use outside or member professionals to complete tasks to serve the Special Purpose of the WWA as outlined in Article II, Section 2. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted. These experts are not limited to but may include bookkeeping, web hosting, grant writers, fundraisers, print management and publication, contest judges, membership management, or other special services as determined by the Executive Committee and approved by the Board of Directors which do not affect WWA's 501(c)3 status including potential Conflict of Interest which results in inappropriate gain by any member of WWA.

**ARTICLE VIII - BOOKS AND RECORDS.**

WWA shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors. Article VIII information will be periodically revised by the Board of Directors for the purpose of updating and keeping information current. WWA does not keep a permanent physical address, but keeps copies of current documents on Google Drive, with relevant log in information available to the Board of Directors. Historical documents are kept at the Wisconsin Historical Society, Collection Development Archivist,  
Division of Library, Archives and Museum Collections,  
Wisconsin Historical Society  
815 State Street, Madison WI 53706

Financial records are held by the Treasurer in coordination with any such hired expert. The Treasurer shall pass on Manuals and/or relevant information directly to the next elected treasurer in a timely manner.

**ARTICLE IX – AMENDMENTS.**

These Bylaws may be amended by a majority vote of the Board of Directors present at any regular Board meeting via video/audio connection or in person, or any special Board meeting via video/audio connection or in person, 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 weeks prior notice to all Board members.

Updated from Bylaws reviewed and approved by the Board of Directors May 12, 2017.