

**BYLAWS  
OF  
WASHINGTON ROMANCE WRITERS**  
(A District of Columbia Nonprofit Corporation)

**ARTICLE I. NAME**

This Chapter, a non-profit corporation affiliated with Romance Writers of America, Incorporated (RWA), shall be known as the Washington Romance Writers, and at times shall be referred to as WRW or the Chapter.

**ARTICLE II. PURPOSE**

Section 1. The purpose of WRW is to promote excellence in romance fiction, to help writers become published and establish careers in their writing field, and to provide continuing support for writers within the romance publishing industry.

Section 2. WRW is organized, and shall be operated exclusively for purposes as may qualify it as exempt from Federal income tax under Section 501 (c) (6) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law).

**ARTICLE III. MEMBERSHIP**

Section 1. General.

- A. The full membership of WRW shall be composed of those persons seriously pursuing a writing career, as well as other related professionals, who are members in good standing of RWA. All individuals embracing the purposes of RWA who agree to be bound by RWA Bylaws and Bylaws of WRW shall be eligible to apply for membership.
- B. No adult shall be barred from membership on the basis of race, color, age, national origin, sex, sexual preference, religion or political affiliation.

Section 2. Classes of Members. WRW shall have two classes of members. All classes of members shall be eligible for WRW's official publications and may attend and participate in all meetings, workshops, study groups and conferences. All classes of members must support WRW by paying dues each year and are expected to volunteer skills, services, time or other such contribution as may be appropriate to the individual member, toward the maintenance and fulfillment of WRW.

A. Member.

- i. General membership shall be open to all persons previously published or seriously pursuing a writing career who voluntarily embrace the purposes of RWA and who agree to accept and be bound by these Bylaws. Effective August 1, 1994, all new Members shall be previously published in romance and/or romantic fiction or seriously pursuing a writing career in same, and shall voluntarily embrace the purposes of RWA and agree to accept and be bound by these Bylaws. Any Member whose membership lapses and who is therefore subject to any reinstatement procedures and/or fees shall, for purposes of this Bylaw, be considered a new member at the time of reinstatement.
- ii. A "Member" shall be entitled to all membership benefits of WRW including the right to vote at membership meetings and the right to stand for election to an office of WRW.

Hereafter in these Bylaws, references to a “Member,” “Membership” or to “the Membership” especially in the context of voting rights and the presence of quorum shall refer to persons defined by this section.

- B. Associate.
- i. Associate membership shall be open to writers of other genres, and to all related professionals not seriously pursuing a writing career, who voluntarily embrace the purposes of RWA and who agree to accept and be bound by these Bylaws, and to paid or contracted employees of RWA.
  - ii. An “Associate” shall be entitled to all membership benefits of WRW, except the right to vote at membership meetings, the right to stand for election to an office of WRW, and other rights or benefits specifically withheld by the Board of Directors.
  - iii. Honorary Membership shall be awarded at the discretion of the Board of Directors. Honorary members shall not have voting rights or hold office in WRW unless they concurrently hold a general membership. Honorary Members are not required to pay dues.

Section 3. Obtaining and Maintaining Membership. Membership shall be obtained only after approval of an appropriate membership application, which contains the prospective member’s RWA membership number, and payment of WRW dues. Failure to maintain RWA membership or to meet financial obligations to the chapter or to RWA shall result in the loss of Chapter membership and privileges.

Section 4 Dues. The amount of annual dues for each category of membership shall be proposed and voted on by the Board of Directors.

Section 5. Record Date of Members. For the purpose of determining the Members and Associates entitled to notice of or to vote at any meeting of Members or Associates or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of any other action, the Directors may fix, in advance, a date as the record date for any such determination of Members and Associates. Any such record date shall not be more than fifty days and not less than ten days before the date of such meeting or such consent or dissent or other action by the Members or Associates, as the case may be.

Section 6. Membership Meeting.

- A. Time. An annual meeting shall be held once each fiscal year, on such day as specified by the Directors.
- B. Place. Annual and special meetings shall be held at such place, within or without the District of Columbia, as the Directors may, from time to time, fix.
- C. Call. Annual meetings may be called by the Directors or by any Officer instructed by the Directors to call the meeting. Special meetings may be called by the Directors, the President, the Secretary, or such other Officers of persons as the Directors shall designate and by Members having at least one-tenth of the votes entitled to be cast at such meeting.
- D. Notice of Actual or Constructive Waiver of Notice. Written or printed notice stating the place, day and hour of each meeting and, in the case of special meeting, the purpose or purposes for which such meeting is called, shall be delivered not less than ten days and not more than fifty days before the date of such meeting, either personally or by mail, by or at the direction of the President, or Secretary or by the other Officers or persons calling the meeting, to each Member and Associate. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member and Associate at the address as it appears on the records of the corporation, with postage thereon prepaid. Whenever any

notice is required to be given any Member or Associate, a waiver thereof in writing signed by such Member or Associate, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence of a Member or Associate at a meeting without objecting to the holding thereof shall also be deemed to be a waiver of notice by any such Member or Associate.

- E. Proxy Representation – Voting by Mail. Every Member may authorize another person or persons to act for him by proxy in all matters in which a Member is entitled to participate, whether by waiving notice of any meeting, voting or participating at meetings, or expressing consent or dissent without a meeting. Every proxy shall be in writing and signed by the member or his duly authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date of its execution. Voting on all matters, including the election of Officers, may be conducted by mail.
- F. Quorum. Members having one-tenth of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum for all membership meetings. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, whereupon any business may be transacted that may have been transacted by the meeting as originally called. The Members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.
- G. Voting. Each Membership shall entitle the holder thereof to one vote in all matters that are required or permitted to be submitted to the Membership, including the election or appointment of the Officers of the corporation. In the election or appointment of Officers, a plurality of the votes cast at a meeting at which a quorum is present shall elect. Except as may otherwise be provided by the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, the affirmative vote of the majority of the votes entitled to be cast by the Members at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members.

#### Section 7. Expulsion and Forfeiture of Membership.

- A. The following acts shall constitute violations of chapter standards of conduct: (1) admission of an act of plagiarism or copyright infringement or losing a plagiarism or copyright infringement case in a court of law; (2) misrepresenting membership qualifications; (3) persistent verbal, written, electronic or physical conduct of an offensive nature that disrupts the Chapter's and/or Board of Director's, or any committee's ability to operate or function; (4) misuse or unauthorized use of the Chapter's property and/or records; (5) illegal conduct in the Chapter's election; (6) conduct opposed to WRW's stated purpose and mission if the conduct continues after a written warning; (7) serious misconduct in the performance of duties of an officer or director of WRW, or committee chairs.
- B. A Member or Associate accused of violating the Chapter's standards of conduct shall be notified in writing via United States Postal Service certified mail ten days prior to a meeting of the Board of Directors called to consider the violation.
- C. The notice shall include: (1) a statement of the date, time, and place of the meeting of the Board of Directors called to consider the violation; (2) a reference to the particular violation complained of; (3) a short and plain statement of the available facts, and (4) an opportunity to respond and present evidence on all issues involved.
- D. The Board of Directors, meeting in executive session (unless the Member or Associate concerned requests an open session), shall consider the facts and the evidence presented at the meeting and shall render a decision. A Member or Associate found by the Board of Directors to have committed a violation may be expelled by a two-thirds (2/3) vote of the Board of

- Directors. The President shall notify the Member or Associate in writing of the decision of the Board no later than five (5) days after the meeting.
- E. A Member or Associate expelled pursuant to these Bylaws may appeal the decision of the Board of Directors by paying any outstanding financial obligations and by writing to the Appeals Committee within one year from the date of expulsion. Upon consideration of the written appeal, and by a majority vote of the Appeals Committee, the Appeals Committee may recommend that the Board reinstate such Member or Associate. The Member or Associate must receive a two-thirds (2/3) vote of the Board to be reinstated. A Member or Associate whose appeal is denied may reapply for membership at yearly intervals from the date of expulsion. A reinstated Member or Associate shall not be entitled to receive retroactively the benefits or privileges lost as a result of expulsion.
  - F. Membership in the Chapter may be forfeited by non-payment of Chapter fees and dues, failure to maintain RWA membership, failure to meet financial obligations to the Chapter or for violations of RWA or Chapter Bylaws, policies, rules or regulations.

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

Section 1. General Powers. The affairs of WRW shall be governed by the Board of Directors, in accordance with these bylaws and the RWA requirements.

Section 2. Membership.

- A. The Board of Directors shall be comprised of the four (4) elected officers (President, Vice-President, Secretary, and Treasurer), no less than five and no more than seven Directors, and the immediate past President.
- B. Directors shall be chosen by the President not more than one month after the election and shall serve for one year and shall be members in good standing.
- C. Members may serve on the Board for up to five consecutive years. Members who have served for five consecutive years become ineligible for Board Membership for three years (three elections) following such service. Such Members become eligible to serve on the Board again after the three year (three elections) period has run. There is no limit to the total number of years a Member may serve on the Board.
- D. The President shall designate from among the Board Members one unpublished Member as Liaison for Unpublished Members and one published Member as Liaison for Published Members. Members are encouraged to take their concerns to the appropriate Liaison for discussion and presentation to the Board.

Section 3. Meetings. The Board of Directors shall meet regularly at a time and place set by the President with the consent of the Board. The President shall preside at meetings of the Board and shall vote only in case of a tie.

Section 4. Notice of Meetings. Members of the Board of Directors shall be notified of a regular meeting not fewer than five days before such meeting, and of a special meeting not fewer than two days before such meeting. Such notice may be given in the same manner as notice of a Membership meeting or it may be given by telephone or electronically. Such notice shall state the time, place, and purpose of the meeting. Notice of any adjournment of a meeting of the Board of Directors to another time or place because a quorum is not present shall be given to the Directors who were not present at the time of the adjournment and, unless such time and place are not announced at the meeting, to other Directors. Any requirement of furnishing a notice shall be waived by any Director who signs a waiver of notice before or after the meeting. A Director's attendance at any meeting shall constitute a

waiver of notice of such meeting, excepting such attendance at a meeting by such Director for the purpose of objection to the transaction of business because the meeting is not lawfully called or convened.

Section 5. Voting Procedures. A majority of the Board of Directors then in office shall constitute a quorum for transacting business at any meeting of the Board. A vote of the majority of those Directors who are present is required for all decisions made during a meeting of the Board in formal session. Should a quorum not be present, however, the President may declare the Board to be in informal session. The President or any other Board Member may obtain a Board decision on any matter discussed during informal session by the following means: Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent in writing, setting forth the action to be taken, shall be signed by all the Directors.

A. For purposes of voting, a 'yea' or 'nay' transmitted electronically under a Director's e-mail address shall be considered a vote in writing.

B. Votes on issues may be taken three ways:

- i. At the Board of Director's meeting where a quorum is present;
- ii. By telephone, where record of votes are kept by the President; and
- iii. Electronically, e.g., facsimile, electronic mail or other electronic means, provided in ii. and iii. the votes are taken subsequent to discussions at a formal or informal meeting of the Board.

Section 6. Vacancies. Any vacancy occurring on the Board of Directors shall be filled through appointment by the President. The appointee will serve until the next election.

If the vacancy is that of an Officer, the President may designate a member of the Board to serve as such Officer and may designate the vacated position as one of Director only. If the vacated office is that of President, it shall be filled by the Vice-President.

Section 7. Recall and Removal.

A. Any Member of the Board of Directors shall be removed from office by a majority vote of the Board for violations of the standards of conduct set forth in Article III, Section 7.A. Expulsion from Membership or for habitual dereliction of duty. Procedures for removal shall be instituted and administered by the Board. Any Director removed from the office by action of the Board shall have the right to appeal by writing to the Appeals Committee no more than ten (10) days after he/she is informed of the Board's action.

B. Any Member of the Board of Directors may be removed from office by Membership recall. A recall election shall be initiated by filing with the Board an appropriate Petition for Recall signed by at least ten percent (10%) of the Chapter's Members. Upon receipt of such petition the Board shall promptly schedule a recall election. A Board Member is recalled if a majority of the eligible votes cast in the recall election vote in favor of recall.

Section 8. Compensation. Officers and Directors shall receive no compensation whatsoever from WRW for their services, as a member of the Board, but may be reimbursed for expenses incurred in the course of their services.

Section 9. Committees.

A. General.

- i. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from their number two or more Directors to constitute an Executive Committee and other committees, each of which, to the extent provided in the

resolution designating it, shall have and exercise the authority of the Board of Directors with the exception of any matters that are required to be submitted to the Members for their approval.

- ii. Other committees not having and exercising the authority of the Board of Directors in the management of the affairs of the corporation as aforesaid may be designated and appointed by a resolution or resolutions adopted by a majority of the Directors present at a meeting at which a quorum is present.
  - iii. Any member of a committee may be dismissed by a majority vote of the Board whenever, in the judgment of the Board, that member has failed to execute the duties required.
- A. Appeals Committee.
- i. The Appeals Committee shall serve to consider appeals of Board decisions regarding (a) expulsion from membership or (b) removal from office of a Board Member by an action of the Board. The Appeals Committee is not authorized to consider appeals on any other matters.
  - ii. The Appeals Committee, which shall be chaired by a Member of the Board other than the President but appointed by the President, shall be composed of four Members besides the Board Member, chosen by drawing from among all the Chapter Members. Drawings shall be held by the President at the first membership meeting of the fiscal year. Should a Member whose name is chosen refuse to serve, an alternate shall be selected by another drawing.
  - iii. In the event that any Member of the committee (including the chairperson) is in a conflict of interest position with regard to an appeal, that Member shall not participate in the deliberations, and interim drawing shall be held to fill the temporary vacancy. The decision of the Board (excluding the Board Member chairing the Appeals Committee) shall be final if the question of conflict of interest is under dispute.
  - iv. In all matters brought before the committee the decision of the majority of the committee with all five Members voting shall become the committee's recommendations for action, and shall be presented to the Board for a vote. The decision of a two-thirds (2/3) vote of the Board with a quorum being present shall be final.
  - v. The deliberations of the committee shall be kept confidential, but all final recommendations of the Appeals Committee shall be a matter of public record and available to the membership, unless the party who brought the appeal requests confidentiality by writing to the Appeals Committee within ten (10) days after receiving notice of the Board's final decision.

## **ARTICLE V. OFFICERS OF THE ORGANIZATION**

Section 1. Number and Titles. The four officers of WRW shall be the President, Vice-President, Secretary, and Treasurer, and shall be elected according to the provisions set forth by these Bylaws.

Section 2. Terms of Office. Terms for officers shall be for one year beginning on July 1, and running through June 30.

Section 3. President. The President must be a Member in good standing of the Chapter and of RWA. The President shall be the chief executive officer of WRW and shall, in general, supervise the business and affairs of WRW. Except as provided in these Bylaws, and unless expressly prescribed or otherwise directed by the Board of Directors, the President shall have the authority to act on behalf of WRW, and shall perform all duties incident to the office of President. The President shall be a member ex officio of

all regular, standing, special, ad hoc, or other duly authorized committees, and shall be notified of all committee meetings.

Section 4. Vice-President. In the absence of the President, the Vice-President shall perform all the duties of the office of President. The Vice-President shall also supervise the general work of the committees and perform such other duties as the Board of Directors or President may direct.

Section 5. Secretary. The Secretary shall keep minutes of all Board of Directors' and membership meetings. The Secretary shall also conduct appropriate correspondence and sign official documents, as required. The Secretary shall maintain records so that they are available to any member of WRW and shall perform other duties as the President or the Board of Directors may assign. The offices of Secretary and President shall not be held by the same person.

Section 6. Treasurer. The Treasurer shall supervise the fiscal affairs of WRW by: (1) preparing a fiscal year-end financial statement to be presented to the Board of Directors, published in the newsletter, and sent to our legal representative; (2) preparing a proposed budget for the coming year for presentation at the first Board meeting, to be approved or amended by the Board, then keeping the Board apprised on the status of the budget as the year progresses; (3) maintaining books and records and submitting them for annual inspection by an independent certified public accountant; (4) preparing a monthly update of our finances for publication in the newsletter; (5) authorizing, with Board approval, disbursements, and banking income in a timely fashion. The Treasurer may not change or establish a bank account without a vote of Board of Directors.

The Board of Directors may require the Treasurer and/or any other officer to furnish a bond of a kind and in such amount as it may determine, the cost of the bond to be paid by WRW.

## **ARTICLE VI. ELECTIONS**

Section 1. Objective. Elections shall be conducted in a manner that is fair honest and provides for the maximum participation of the Members.

Section 2. Eligible Candidates. Any Member in good standing of WRW is eligible to run for any office, subject to the term limitations in Article IV, Section 2.C. Candidates shall not run independently for office, but must associate with a group of candidates (hereafter referred to as a "slate") who together would fill all offices. There is no limit to the number of slates that may run.

Section 3. Elections Committee. The Board shall appoint a non-Board Member as the Elections Committee chairperson. The Election Committee chairperson shall select two non-Board voting Members to serve on the committee.

Section 4. Notification of Election. An announcement shall be made in at least two of the WRW newsletters for the months of January through March notifying the Membership of the upcoming election and the process to be followed for declaring candidacy, campaigning, and balloting in accordance with these Bylaws.

Section 5. Nomination of Candidates. A slate may declare itself for office, or a slate may be nominated by one other Member provided that the nominees consent to serve if elected.

Section 6. Notification of Candidacy. All slates must declare their candidacy in writing to the Elections Committee no later than March 30. Nominations of slates must be accompanied by those nominees' written consent to serve if elected.

Section 7. Campaign Procedures.

- A. A slate for office may distribute a statement that will be included in the mailing of the election ballot by the Election Committee. No other campaign literature is authorized by these Bylaws.
- B. The slate statement must be no longer than front and back of one letter-sized page. Non-conforming statement will not be mailed.
- C. Slates must supply the Elections Committee with enough copies of their statements to be distributed to the Members by the date set by the Elections Committee. Late submissions will not be distributed.
- D. The Elections Committee may refuse to distribute any statement it deems to be false, defamatory, inflammatory or otherwise detrimental to WRW in any way.

Section 8. Balloting. The Elections Committee will distribute ballots to the Members by placing the ballots in the mail, with first class postage, no later than April 15. The Elections Committee will tally all ballots received by May 31. Ballots received by the Elections Committee after 11:59 p.m. on May 31, will not be tallied.

Section 9. Publication of Election Results. The Elections Committee will provide the results of the election to the current Board and all candidates by written notification or telephonic communication by no later than June 15. All other WRW Members and Associates shall be notified by announcement placed by the Elections Committee in the first WRW newsletter published after June 15 and on WRW's official web-site.

Section 10. Illegal Conduct. The following shall be considered illegal conduct during an election that could justify expulsion from membership under Article III Section 7 of these Bylaws:

- A. Making materially false or defamatory statements.
- B. Falsifying or misrepresenting the results of the balloting; or
- C. Such other conduct as the Board deems to have jeopardized the fairness or integrity of the election.

## **ARTICLE VII. COMMITTEES**

Section 1. Standing Committees. WRW shall have the following standing committees: Executive, Appeals, Elections, Newsletter, Program, Membership, Promotion/Publicity, and Retreat. WRW may also have other committees.

Section 2. Appointment of Standing Committees.

- A. Generally. The Board of Directors within 30 days of taking office shall appoint from among the Members of WRW a chairperson for each of the above-designated standing committees. The committee chairperson is not required to be, but may be, a Member of the Board. If the chairperson is not a Board Member, the Board shall designate from its Membership an advisor to the committee. The chairperson shall elect such Members or Associates to serve on the committee as the chairperson deems necessary to carry out the purposes of the committee. However, in no event shall the standing committee be a committee of one. The chairpersons of the standing committees must report regularly to the Board of Directors; all

plans, projects and budget must be approved by the Board of Directors. Except as otherwise stated in these bylaws, the Board of Directors will appoint Committee Chairs.

## **ARTICLE VIII. FINANCES AND ASSETS**

Section 1. Chapter Funds. All dues collected and other income of the Chapter must be used for the purpose of the Chapter and shall not be to the financial benefit of any individual Member or Associate.

Section 2. Books of Account.

- A. The Chapter shall keep correct and complete books and records of accounts as well as minutes of membership proceedings and proceedings of the Board and committees. In addition to maintaining the books and records, the Chapter must also maintain at its registered or principal's office a record of the names and addresses of all Members and Associates, with special designation to those entitled to vote. A complete list of all Members and Associates shall be furnished to RWA annually when required, and at other times when requested.
- B. The address of the registered office of the corporation is Graybill & English, 1875 Connecticut Avenue, NW, Suite 712, Washington, DC 20009; and the name of the registered agent of the corporation is Elaine English, whose address is the same as that of the registered office.

Section 3. Financial Reports. Financial reports as required by RWA shall, after Board approval, be submitted by the Treasurer [upon written request by RWA].

Section 4. Compilation Statement. The Books and records of this Chapter shall be reviewed annually by an independent certified public accountant. The results of the review shall be included as part of the fiscal year-end financial statement presented by the Treasurer to the Board, the full membership, and to legal counsel.

Section 5. Membership List. The membership roster of WRW shall constitute property of WRW. It may be used to promote or stimulate interest in the chapter only, and may not be used in whole or in part for the financial welfare of any individual, nor shall it be given in whole or in part in writing, or electronically to any non-Member or non-Associate, unless the Board of Directors has approved delivery of all or part of the roster to a non-Member or non-Associate for a specific purpose determined by the Board to promote efficiency in providing member services, and said non-Member or non-Associate agrees to use the roster for the approved purpose only and for no other purpose.

Section 6. Corporate Name, Logo, and Acronym. The title, logo, and acronym authorized by the Board of Directors is the property of the corporation and may be used only by a member in good standing. Reasonable use by members of good standing is allowed provided it does not violate the RWA Code of Ethics or the WRW standards of conduct as described in Article III, Section 7. A. of these bylaws.

Section 7. Distribution of Assets on Dissolution. In the event of WRW's dissolution, all liabilities and obligations of the organization shall be paid, satisfied, and discharged or adequate provision made therefor. Assets held by WRW requiring return, transfer or conveyance due to the dissolution of WRW shall be returned, transferred or conveyed in accordance with such requirements. Any remaining assets (physical assets such as books, tapes, etc. may be sold for cash, said cash then becoming a "remaining asset") shall be distributed as designated by the Board of Directors.

## **ARTICLE IX. CORPORATE SEAL**

The corporate seal shall be in such form as the Board of Directors shall prescribe and shall be held by the Secretary.

## **ARTICLE X. FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June, and shall be subject to change by the Board of Directors.

## **ARTICLE XI. CONTROL OVER BYLAWS**

Section 1. Pre-conditions. Any proposed changes to these Bylaws must have the prior written approval of the RWA Bylaws Committee.

Section 2. Procedure for Amendment. Amendments to the Bylaws shall be proposed by a majority of the Board of Directors and presented to the full Membership by mail or at a general meeting. The Board shall then, for a period of 30 days, entertain any written comments or objection from the Members concerning the proposed amendments, after which time the proposed amendments shall be rescinded, revised or approved by a majority of the full Board, and are effective upon the final approval of the Board.

Section 3. Relation to RWA Bylaws. RWA Bylaws and policies shall always supersede the Bylaws and the policies of the Chapter. Should the Chapter's Bylaws conflict with those of RWA, the Chapter's Bylaws must be amended and new Bylaws adopted in accordance with Section 2 of this Article to conform and comply with those of RWA. Likewise, conflicting WRW policies shall be amended by the Board to comply with those of RWA.

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