

BYLAWS
ROCKY MOUNTAIN FICTION WRITERS
(A Colorado Nonprofit 501(c)6 Corporation)

ARTICLE I - NAME

This Corporation is known as ROCKY MOUNTAIN FICTION WRITERS, A Colorado Nonprofit 501(c)6 Corporation.

ARTICLE II - PURPOSE

The purpose of this Corporation shall be:

- A. To provide an environment of support and encouragement among members.
- B. To stimulate interest in and appreciation for the art of writing.
- C. To act as a dissemination point for information concerning commercial fiction writing.
- D. To bring together authors, editors, agents and other related professionals for the mutual benefit of all.

Further, it is the purpose of the Corporation to promote and maintain ethical standards for fairness and integrity, recognizing that the commercial fiction industry is a competitive business.

ARTICLE III - MEMBERSHIP

Section 1. There is a SINGLE classification of membership:

- A. General Membership. Open to all persons seriously pursuing a publishing career in commercial fiction writing, as well as other related professionals such as editors, literary agents, press representatives, etc.

Section 2. Membership shall be obtained only after approval of an appropriate application and payment of appropriate annual dues and/or Organization fees. No person shall be denied membership because of race, color, sex, age, religion, or national origin. The Officers shall have the power to deny membership as stated in the Policies and Procedures. Failure to maintain financial obligations to the organization shall result in the loss of organization privileges and membership. All members shall be eligible for the organization's official publications and attendance at and participation in the meetings, and such other rights, privileges, and benefits that may be provided from time to time by the Organization. The term "Organization" as used herein and elsewhere shall refer to the Corporation.

Section 3. A member may be reinstated at any future date upon payment of the appropriate fees as provided in Section 2 and after payment of any other outstanding accounts to the organization.

Section 4. The annual dues and applicable fees for membership shall be determined by the Board of Directors.

Section 5. The Board of Directors may, by majority vote, terminate the membership of any member for failing to uphold ethical standards as outlined in Article II and as set forth in the Rocky Mountain Fiction Writers Policies and Procedures Manual (hereinafter “Policies and Procedures”)

ARTICLE IV - GENERAL MANAGEMENT

The management of ROCKY MOUNTAIN FICTION WRITERS shall be vested in the Officers and the Board of Directors. The Officers are the elected officers of the organization: President, Vice President, and Secretary, as well as appointed officers: Treasurer, Published Authors League Liaison, and Independent Published Authors League Liaison. The Board of Directors is composed of the Officers and committee chairpersons as defined in Section 11.

Part 1. Officers

Section 1. The Officers shall be no less than three (3) and no more than seven (7). Each elected officer shall hold office until his/her successor shall has been elected or qualified. If a resignation is submitted prior to such time then a special election to replace the resigned officer may be held within the discretion of the Officers. The Officers shall be general members in good standing who have been elected to the offices of President, Vice President, Secretary, and other designated offices. Election to these offices shall be tantamount to election as a member of the Officers.

Section 2. The office of Treasurer is an appointment. The Treasurer shall serve at the will of the Officers from year to year, without need for reelection, until such time as a replacement is found and the Treasurer will help obtain a replacement, or the Officers vote to remove the occupant of the office with due notice to the occupant. The Treasurer is a member of the Officers and shall have all the rights and responsibilities granted to Officers.

Section 3. The Liaisons from both the Published Authors League and the Independent Published Authors League are appointed positions who serve as Officers representing their respective Leagues’ membership and the membership at large.

Section 4. The affairs of ROCKY MOUNTAIN FICTION WRITERS shall be managed by its Officers and Board of Directors. The Officers and Board of Directors shall make policy and generally shall be responsible for the affairs of the Organization between meetings of the membership.

Section 5. The immediate past president shall serve as an advisor to the Officers for a one year term, and during that term, shall be notified of all Officers meetings, and shall have no vote on business that comes before the Officers.

Section 6. A majority of the members of the Officers shall constitute a quorum at any regular or special meeting of the Officers.

Section 7. Business of the Officers may be conducted by mail, electronic mail, phone, or video conferencing. Proxy voting by the Officers is prohibited.

Section 8. Should a vacancy occur in any elected office, the Board of Directors, by majority vote, shall appoint a new officer to fill the balance of the term for a vacated office.

Section 9. The Board of Directors, by majority vote, may remove from office any member of the Officers for failing to perform the duties specified for that office in Article V hereof.

Part 2. Board of Directors

Section 10. After taking office, and as soon as it is practical, the President may appoint Committee Chairpersons as required and as set forth in the Policies and Procedures.

Section 11. The Board of Directors shall meet at least two (2) times a year at a time and place set by the President. Notice shall be given in writing at least seven (7) days in advance.

Section 12. A majority of the members of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board.

Section 13. Business of the Board of Directors may be conducted by mail, electronic mail, phone, or by video conferencing. Proxy voting by the Board is prohibited.

ARTICLE V - OFFICERS AND DUTIES

Section 1. The officers of the corporation shall be the President, Vice President, Secretary, Treasurer, and such other officers that may from time to time seem appropriate. These officers shall constitute the Officers. These Officers shall be elected as provided in Article VI hereof.

Section 2. Duties of the Officers shall be as follows and as set forth in the Policies and Procedures:

- A. President. The President shall serve as spokesperson with reference to established policy and in all other matters at the direction of the Board; call meetings, preside over all meetings of the Board of Directors, the Officers, and organization meetings; appoint such committees as may from time to time be necessary (provided, however, such committee appointments are subsequently ratified by the Board); serve as ex-officio member of all committees; execute organization business as specified by the Board of Directors; and coordinate all activities. In the event of a tie vote on the Board of Directors, the President shall cast the deciding vote but shall otherwise have no vote.
- B. Vice President. The Vice President shall serve as an Officer and perform the duties of the President when the President is absent; shall keep a copy of the current Policies and Procedures; shall chair the nominating committees for the Writer of the Year and Independent Writer of the Year.
- C. Secretary. The Secretary shall be responsible to record in a clear, concise manner the minutes of all meetings of the Board of Directors and meetings of the Officers. The Secretary shall present minutes of the previous meetings for corrections and approval by the Board of Directors or the Officers, as applicable, before being recorded as the legal records of ROCKY MOUNTAIN FICTION WRITERS. The secretary shall maintain all minutes, official documents, and legal records of ROCKY MOUNTAIN FICTION WRITERS. The Secretary shall issue notices of

meetings and handle official correspondence as designated by the Board of Directors. The Secretary shall maintain a list of members of the organization.

- D. Treasurer. The Treasurer, an appointed position, shall serve as the official custodian of the Organization's funds, be responsible for the safe-keeping and maintenance of accurate financial records, file tax reports, shall present an accurate financial statement at the annual meeting, and each Board meeting, and supervise the collection and disbursement of funds.
- E. Published Authors League Liaison ("PAL"). Shall serve as the liaison between the Published Authors League and the Board of Directors. The PAL Liaison shall serve at the will of the Officers from year to year, without need for reelection, until such time as a replacement is found and the PAL Liaison will help obtain a replacement, or the Officers vote to remove the occupant of the office with due notice to the occupant.
- F. Independent Published Authors League Liaison ("IPAL"). Shall serve as the liaison between the Independent Published Authors League and the Board of Directors. The IPAL Liaison shall serve at the will of the Officers from year to year, without need for reelection, until such time as a replacement is found and the IPAL Liaison will help obtain a replacement, or the Officers vote to remove the occupant of the office with due notice to the occupant.

ARTICLE VI - ELECTIONS

Section 1. Annual elections shall be as set forth hereinafter and staggered as provided in the Policies and Procedures. The date of the election shall be the date on which the ballots are received by the Election Chair.

Section 2. At least two months before the date of the election, the President shall appoint an Election Chair, which shall normally be a past president or other past member of the Officers who is not running for office. Additionally, the Officers shall appoint no fewer than two persons and no more than four persons who are members in good standing not running for election to serve on the Election Committee. The Election Committee shall be disbanded after the ballots have been counted.

Section 3. Election schedule.

- A. Six weeks before the date of the election, each member may forward to the Election Chair nominations for the offices of President, Vice President, Secretary, and other offices as designated.
- B. No later than 20 days before the election, the Election Chair shall issue to all general members ballots for the election of the President, Vice President, Secretary, and other offices as designated. All ballots shall provide the appropriate space for "Write In" candidates. Such ballots may be by electronic means or otherwise at the discretion of the Officers.
- C. To be counted, all ballots must be received by the Election Chair on or before the designated election date.

- D. No later than seven days after the date of the election, the results of the election shall be announced.
- E. Nominations or ballots received after the dates herein specified shall not be counted or considered. Any challenges to the election procedures or the results of the elections must be filed with the Board of Directors no later than thirty (30) days after the announcement of the results.
- F. The duly elected Officers shall assume responsibility for their designated office at the first organization meeting following their election.
- G. With the exception of Treasurer, PAL Liaison and IPAL Liaison, terms for Officers are two years, and an Officer may not serve more than one term in any particular office. After a hiatus of one year, a person may then serve as an Officer for another term in any particular office. A person may serve on the Board of Directors after the service of two consecutive terms or during the hiatus. Nothing in this section shall prohibit an Officer from serving one term in any particular office followed immediately, without a hiatus, by serving consecutively a term as an Officer of another particular office. For example, a person may serve as Secretary for a two year term followed consecutively by a term as President.

The Board of Directors, by a finding of special circumstances, may by a majority vote override these provisions and allow a person to serve two consecutive terms as Officer in the same particular office.

- H. With the exception of Treasurer, PAL Liaison and IPAL Liaison, no person shall serve more than four consecutive years as an Officer. After a hiatus of one year, a person may serve another four consecutive years as an Officer. A person may serve on the Board after the service of four consecutive years or during the hiatus.

ARTICLE VII - MEETINGS

Section 1. Meetings of ROCKY MOUNTAIN FICTION WRITERS shall be held at the discretion of the Officers.

Section 2. ROCKY MOUNTAIN FICTION WRITERS' annual meeting shall be held in January. Notice of date shall be given in writing at least thirty (30) days prior. Such notice may be given by electronic means or otherwise at the discretion of the Officers.

ARTICLE VIII - FINANCES

Section 1. The fiscal year shall be January 1 to December 31.

Section 2. The accounts of this organization shall be audited every three years by a qualified third party, recommended by the Officers and approved by the Board of Directors. At the discretion of the President and the Officers, an audit of the accounts may be made on a periodic basis within the three-year period by a qualified third party.

Section 3. Funds shall be deposited in accounts designated by the Officers. Requests for non-budgeted expenditures greater than \$300.00 shall require the approval of the Officers and budgeted items paid as provided in the Policies and Procedures.

Section 4. The ROCKY MOUNTAIN FICTION WRITERS shall adopt an acceptable accounting system with appropriate checks and balances to safeguard the organization funds.

Section 5. Any income or property generated by individuals on behalf of ROCKY MOUNTAIN FICTION WRITERS becomes the express property of the Organization.

ARTICLE IX - ADMINISTRATION

Section 1. The roster of the ROCKY MOUNTAIN FICTION WRITERS may not be used for the monetary gain of any individual member.

Section 2. All property and assets of ROCKY MOUNTAIN FICTION WRITERS are for the sole use of the Organization and may not be shared with groups or individuals without the express written consent of the Officers.

Section 3. As required on a periodic basis, the Officers shall appoint an Agent of Record, also known as a Registered Agent, whose name and address is kept on file with the Colorado Secretary of State and whose address is the legal address of the organization. The Agent of Record shall be the Treasurer.

Section 4. ROCKY MOUNTAIN FICTION WRITERS shall develop policies and procedures that adhere to federal and state requirements to maintain the non-profit status of the organization (See Policies and Procedures).

Section 5. Unless otherwise stated, the most current edition of Robert's Rules of Order shall prevail as the final authority of rules and conduct for the organization.

ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Extent of Indemnification. This Corporation shall, to the maximum extent permitted by law, indemnify each of its present or former directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding or any threatened proceeding (hereinafter "proceeding" includes any threatened proceeding) arising by reason of the fact that any such person is or was a director or officer of this corporation; provided that the Board of Directors determines that such director or officer was acting in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding.

Section 1. Insurance. The board of directors may authorize this Corporation to purchase and maintain insurance on behalf of any director or officer against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not this corporation would have the power to indemnify such person against such liability (Directors and Officers Insurance).

ARTICLE XI - AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the Board of Directors and members present at any regular meeting or at any special meeting, if at least fifteen (15) days written notice is given of an intention to alter or amend or

repeal these Bylaws or to adopt new Bylaws at such meeting. Such notice may be sent by electronic means or otherwise at the discretion of the Officers.

ARTICLE XII - DISSOLUTION

Upon any dissolution of ROCKY MOUNTAIN FICTION WRITERS, its property and assets shall be distributed as follows:

Section 1. All liabilities and obligations of the organization shall be paid, satisfied, and discharged, or adequate provisions shall be made therefore.

Section 2. Assets held by the Organization requiring return, transfer, or conveyance shall be returned, transferred, or conveyed in accordance with such requirements.

Section 3. Assets left after all obligations of the Organization have been satisfied shall be distributed to one or more charities as determined by the Officers.