

**RESTATED 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 (the “Corporation”).

**ARTICLE II**  
**PURPOSE**

The purpose of this Corporation shall be:

- 2.1. To provide an environment of support and encouragement among members.
- 2.2. To stimulate interest in and appreciation for the art of writing.
- 2.3. To act as a dissemination point for information concerning commercial fiction writing.
- 2.4. To bring together authors, editors, agents and other related professionals for the mutual benefit of all.
- 2.5. 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**  
**DEFINITIONS**

- 3.1. Officers – The Officers are elected by the members and hold these positions: President, Vice-President, Treasurer, and Secretary.
- 3.2. Executive Board – The Executive Board consists of these nine positions: President, Vice-President, Treasurer, Secretary, Published Authors Alliance Liaison (PAA), Communications Chair, Education Chair, Conference Chair, and Technology Chair.
- 3.3. Board of Directors – The Board of Directors includes the Officers, Executive Board members and other various chair and co-chair positions appointed by the Executive Board and outlined in the Policies and Procedures document defined below.
- 3.4. Voting Board Positions – Only Executive Board members have voting rights on governing issues and at meetings of the Executive Board and Board of Directors.

3.5. The terms “Corporation” and “Organization” are interchangeable in this document. Both refer to Rocky Mountain Fiction Writers.

3.6. Policies and Procedures – A document maintained by the Organization which defines the Organization’s expectations regarding its volunteers’ performances, as well as procedures for implementing the Organization’s policies.

#### **ARTICLE IV MEMBERSHIP**

4.1. There is a SINGLE classification of membership:

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

4.1.2. Membership shall be obtained only after approval of an appropriate application and payment of appropriate annual membership dues. With the approval of the Executive Board, a membership may be given, granted, earned, or awarded and such membership shall be given the same benefits as a paid membership. No person shall be denied membership because of race, color, sex, age, religion, or national origin. The Board of Directors 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.

4.1.3. A member may be reinstated at any future date upon payment of the appropriate membership dues as provided in Section 2 and after payment of any other outstanding event fees due to the organization.

4.1.4 The membership dues and applicable event fees shall be determined by the Board of Directors.

4.1.5 The Board of Directors may terminate the membership of any member for failing to uphold ethical standards as outlined in Article II and as set forth in the Policies and Procedures.

#### **ARTICLE V GENERAL MANAGEMENT**

The management of the Organization shall be vested in the Board of Directors. The Board of Directors shall make policy and shall be responsible for the affairs of the Organization between meetings of the membership. Business of the Board of Directors may be conducted by mail, electronic mail, phone, or by video conferencing.

5.1. Officers, Executive Board Members, and Duties

5.1.1. The Officers shall be no less than three (3) and no more than four (4). Each elected officer shall hold office until his/her successor has been elected or qualified. The Officers shall be general members in good standing who have been elected to the offices of President, Vice President, Treasurer, and Secretary, and other designated offices.

5.1.2. The President shall have served on the Board of Directors in some capacity for at least one year. The Treasurer shall have a background in accounting or bookkeeping, as well as a general understanding of accepted accounting principles and budgeting.

5.1.3. The President, Vice-President and Secretary serve two-year terms. There is no term-limit for the Treasurer. Elections are staggered, so the President and Treasurer are elected in a different year than the Vice-President and Secretary, to maintain institutional knowledge among the Officers. No Officer, other than Treasurer, may 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 office. A person may serve in any non-officer position on the Executive Board or Board of Directors 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 in another particular office. For example, a person may serve as Secretary for a two-year term followed consecutively by a term as President. Except for the Treasurer, 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 in non-officer positions on the Executive Board or Board of Directors after the service of four consecutive years or during the hiatus. The Executive Board, 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 office.

5.1.4. The five (5) appointed positions on the Executive Board: PAA Liaison, Conference Chair, Education Chair, Communications Chair, and Technology Chair will attend meetings of the Executive Board to vote on matters before the Organization, and shall fulfill their duties as described in the P&P.

5.1.5. The PAA Liaison, Education Chair, Conference Chair, Technology Chair, and Communications Chair are appointed by the Officers. The PAA Liaison specifically represents members of the Published Authors Alliance.

5.1.6. The immediate past president shall serve as an advisor to the Executive Board for one year immediately following their term as President, and during that year, shall be notified of all Board meetings, but shall have no vote.

5.1.7. A majority of the members of the Executive Board shall constitute a quorum at any regular or special meetings of the Executive Board and/or Board of Directors.

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

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

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

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

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.

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.

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 Executive Board. The Secretary shall present minutes of the previous meetings for corrections and approval by the Board of Directors or the Executive Board, as applicable, before being recorded as the legal records of the Organization. The secretary shall maintain all minutes, including all matters voted upon and all votes cast, official documents, and legal records of the Organization.

Treasurer. The Treasurer shall serve as the official custodian of the Organization's funds, be responsible for the safe-keeping and maintenance of accurate financial records, assist in creating an annual budget, work with hired professionals such as CPAs and Auditors to ensure tax reports are filed and audits complete. The Treasurer shall present an accurate financial statement at the annual meeting, and each Board of Directors meeting, and supervise the collection and disbursement of funds.

5.1.12. Duties of the Executive Board

Officers. Refer to 5.1.11 above.

Appointed Positions: PAA, Conference, Education, Communication, and Technology Chairs: The five appointed chair people shall be available to participate in the governance of the Organization, including: attending meetings; voting on matters/issues; and performing their duties as outlined in herein and in the policies and procedures.

## 5.2. Committee Chairpersons

5.2.1. After taking office, and as soon as it is practical, the President, with the assistance of the Executive Board will appoint Committee Chairpersons as required and as set forth in the Policies and Procedures.

5.2.2. Committee Chairpersons shall attend Board of Directors meetings as scheduled at a time and place set by the President. Notice shall be given in writing at least seven (7) days in advance. The opinions of the appointed Committee Chairpersons will be considered by the Executive Board, however, as specified in Article III (D) above, only the Executive Board members have voting rights. Committee Chairpersons shall have no official vote on governing matters.

## **ARTICLE VI ELECTIONS**

6.1. 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.

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

6.3. Election schedule.

6.3.1. Six weeks before the date of the election, each member may forward to the Election Chair nominations for the offices of President, Vice President, Treasurer, Secretary, and other offices as designated.

6.3.2 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, Treasurer, 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.

6.3.3. To be counted, all ballots must be received by the Election Chair on or before the designated election date.

6.3.4. No later than seven days after the date of the election, the results of the election shall be announced.

6.3.5. Nominations or ballots received after the dates specified herein shall not be counted or considered. Any challenges to the election procedures or the results of the

elections must be filed with the Executive Board no later than thirty (30) days after the announcement of the results.

6.3.6. The duly elected Officers shall assume responsibility for their designated office at the first organization meeting following their election.

## **ARTICLE VII MEETINGS**

7.1. Meetings of the Organization shall be held a minimum of twice a year, at the discretion of the Executive Board.

7.2. The Organization's 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 Executive Board.

## **ARTICLE VIII FINANCES**

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

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

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

8.4. The Organization shall adopt an acceptable accounting system with appropriate checks and balances to safeguard the organization funds.

8.5. Any income or property generated by individuals on behalf of the Organization becomes the express property of the Organization.

## **ARTICLE IX ADMINISTRATION**

9.1. The roster of the Organization may not be used for the monetary gain of any individual member.

9.2. All property and assets of the Organization are for the sole use of the Organization and may not be shared with groups or individuals without the express written consent of the Executive Board.

9.3. As required on a periodic basis, the Treasurer shall serve as 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.

9.4. The Organization shall develop policies and procedures that adhere to federal and state requirements to maintain the 501(c)(6) non-profit status of the organization (See Policies and Procedures).

9.5. 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**

10.1. Extent of Indemnification. This Corporation shall, to the maximum extent permitted by law, indemnify each of its present or former board members, 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 Executive Board 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.

10.2. Insurance. The Executive Board authorizes 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 Executive Board.

## **ARTICLE XII DISSOLUTION**

Upon any dissolution of the Organization, its property and assets shall be distributed as follows:

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

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

12.3. Assets left after all obligations of the Organization have been satisfied shall be distributed to one or more charities as determined by the Executive Board.

These Restated Bylaws of Rocky Mountain Fiction Writers, A Colorado Nonprofit Corporation, have been duly approved by a vote of the Executive Board this 12th day of February, 2024.

*Bernadette Soehner*

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President

(type name) Bernadette Soehner

*Tara Trujillo*

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Tara Trujillo (Feb 25, 2024 14:10 MST)

Secretary

(type name) Tara Trujillo



# Restated Bylaws 2024


Final Audit Report


2024-02-25


Created:	2024-02-12
By:	Bernadette Soehner (info@bernadette.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAvMfYCZGWREmVN-MZhhLnJj99GHZnmTZn


## "Restated Bylaws 2024" History


 Document created by Bernadette Soehner (info@bernadette.com)  
2024-02-12 - 6:10:50 PM GMT- IP address: 71.218.74.9

 Document emailed to Tara Trujillo (tara.trujillo@gmail.com) for signature  
2024-02-12 - 6:10:55 PM GMT

 Email viewed by Tara Trujillo (tara.trujillo@gmail.com)  
2024-02-12 - 7:15:45 PM GMT- IP address: 104.28.48.214

 Email viewed by Tara Trujillo (tara.trujillo@gmail.com)  
2024-02-20 - 7:57:22 AM GMT- IP address: 104.28.48.216

 Document e-signed by Tara Trujillo (tara.trujillo@gmail.com)  
Signature Date: 2024-02-25 - 9:10:27 PM GMT - Time Source: server- IP address: 174.29.109.154

 Agreement completed.  
2024-02-25 - 9:10:27 PM GMT