



HENDERSON WRITERS' GROUP

BYLAWS

Revised 05/23/2018

(as amended and ratified by the general membership)

Article I. Purpose

1. The Henderson Writers' Group (HWG) is a 501(C) 3 non-profit organization. Our mission is to provide a networking and critiquing forum for writers of all skill levels with resources devoted to education, craft development and the sponsorship of the annual Las Vegas Writers Conference.

Article II. Meetings, Membership, and Board

1. Membership meetings of the HWG will be held weekly, excluding holidays and extenuating circumstances. Supplemental meetings may be held at the discretion of the board. At least one (1) officer or Board authorized member must preside over all membership meetings.
2. In the month of May the annual meeting shall be held in conjunction with the last regular membership meeting, at which time new officers will be elected. Each member will have one vote which may be submitted as prescribed in Article III and a full and complete annual accounting of the financial condition of the HWG shall be made to the membership.
3. The board of directors of HWG, individually referred to as members of the board or officers, directs the conduct of all business of the corporation. Regular meetings of the board will be held monthly as announced by the president. Special meetings of the Board may be called at any time by the president, or any four (4) officers may request a special meeting in writing to the president. In all cases, special meetings shall be limited to the stated purpose, which must be communicated in writing at least twenty-four hours in advance to all officers.
4. Elected Officers or officers appointed to fill a vacancy constitute the entire board. Any HWG business not otherwise specifically authorized in these bylaws must be approved by a quorum of five (5) officers present at any regular or special board meeting... If a quorum is not met, the meeting must be adjourned to another date, time, or place as announced to the members of the board.

5. Each officer shall have one vote to be cast in-person, by electronic means or by written proxy. A member of the board may vote by proxy at a particular meeting provided that such voting direction is given in writing by paper or electronic submission authorizing another board member to exercise his or her vote on a matter on the board agenda. The proxy must specify whether the proxy vote is to be in favor of, or in opposition to the matter at issue. A proxy automatically expires at the conclusion of the meeting designated.
6. Directors Acting by Unanimous Written Consent without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if a quorum of members of the Board or committee consent in writing or by electronic transmission. A record of the unanimous written consent must be filed with the organizations records. Notwithstanding the foregoing, a Board of Directors constituting less than the full number of authorized Directors may act by written consent according to procedures established herein to fill vacancies.
7. Telephonic, Video or Electronic Transmission of Meetings.
Members of the Board of Directors may participate in any meeting by means of conference telephone or video communication so long as all Directors can hear each other and have the capacity to propose or object to specific actions proposed to be taken by the organization.
8. Officers may not receive remuneration for executing the duties of their board position.

Article III: Election of Officers

1. The board shall appoint an election officer not nominated for a position in the election to preside over each annual election. The Election of HWG officers will be held during the annual meeting. Nominations must be submitted to the election officer two weeks prior to the Annual Meeting.
2. Any member who has been in the HWG for at least six months may be nominated to hold an officer's position. Another member must second all nominations.
3. Officers are elected for a two-year term on odd and even numbered years:
 - 3.1. Odd years –
 - President
 - Executive Assistant to the President
 - Treasurer
 - Conference Coordinator
 - Publicity Coordinator
 - Education Coordinator
 - Web Master & Media Coordinator
 - 3.2. Even years–
 - Vice President

Secretary
Grant Coordinator
Fundraising Coordinator
Membership Development Coordinator

4. Incoming officers shall begin their terms at the first General Meeting in June.
5. Paper ballots will be distributed at the Annual Meeting to all members.
6. Members unable to attend the Annual Meeting may request an absentee ballot from the election officer.
7. The board will appoint two members to count the votes along with the election officer.
8. Absentee ballots must be mailed and received by the Saturday before the election.
9. Nominees are elected by a majority of votes cast for each candidate, including any nominees running unopposed.

Article IV. Officer Positions and Duties.

Elected officers assume their duties at the first regular membership meeting in June following their election. Appointed Officers assume their duties immediately upon appointment.

In addition to the specific officers listed here, the board may approve any additional officers it deems necessary for the operation of the corporation.

Each officer of HWG must perform his or her function with the care of an ordinarily prudent person under similar circumstances for the benefit of the members of HWG and the general public.

1. Each officer: owes a duty of loyalty to the corporation, which requires the corporations funds and other property, tangible and intangible, be used to advance the public benefit rather than any private interest. A potential conflict of interest between the duty of loyalty and an officer's private financial interests arises if an officer engages in a business transaction with the nonprofit corporation. In such circumstances, the written conflict policy shall be followed. (See Policy Handbook);
2. Each Officer owes a duty of assurance that the corporation is in compliance with state and federal laws relating to nonprofit corporations.
3. Standard Officer Duties:
 - 3.1. Attend monthly officer meetings
 - 3.2. Forward all pertinent information to appropriate officers
 - 3.3. Provide officer reports to HWG members during weekly meetings

4. In addition to the above responsibilities, the particular officers shall perform the duties of their positions:

President:

- Serves as advisory head of the organization. Oversees and maintains the mission of the HWG. Presides over general meetings, Board Officer meetings, and serves as primary contact person and public representative of the Henderson Writers' Group.
- Performs duties as specified in position description or requested by Board
- Shall have access to financial records and accounts

Vice President:

- Serves as the presiding officer when the president is absent or incapacitated.
- Serves as ad hoc Chair of all Board appointed committees.
- Performs duties as specified in position description or requested by Board.
- Shall have access to financial records and accounts

Executive Assistant to the President:

- Serves with the intention to seek nomination for the position of President at the end of his or her term;
- Assist the President during his or her term of office.
- Take assignments from both the president and vice-president in order to acquire experience in all facets of the organization's activities;
- Perform other duties as specified in the position description or assigned by the Board.
- Shall have access to financial records and accounts

Treasurer

- The Treasurer is the Principal Officer of the Corporation responsible to maintain adequate and correct books and records of all corporate financial transactions including, but not limited to, accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, grants and donations to sustain the mission of the Henderson Writers Group
- Performs duties as specified in position description or requested by Board
- Shall have access to financial records and accounts

Secretary:

- The Secretary is the Principal Officer of the Corporation responsible to maintain a book of minutes of all meetings of Directors, committees of Directors, and members, whether personally or by proxy, of the Henderson Writers Group.

- Performs duties as specified in position description or requested by Board
- Shall have access to financial records

Grant Coordinator:

- The Funding Development and Grants Coordinator supports the mission of the organization by developing outside sources of funding for operations, education, and craft development programs.
- Performs duties as specified in position description or requested by Board

Conference Coordinator:

- The Conference Coordinator plans and facilitates all aspects of the Las Vegas Writer's Conference for the Henderson Writer's Group in support of the mission to "provide a networking and critiquing forum for writers of all skill levels with resources devoted to education and craft development."
- Performs duties as specified in position description or requested by Board

Publicist:

- The Publicist promotes a positive public image for the Henderson Writers' Group and the Las Vegas Writers' Conference through advertising, promotions, and social media, sufficient to generate conference registrations in support of the annual Conference Budget.
- Performs duties as specified in position description or requested by Board

Web Master & Media Coordinator:

- The Web Master maintains both the Henderson Writers' Group and the Las Vegas Writers' Conference combined web pages for optimal branding, presence and usability. Updates pages regularly with current information.
- Performs duties as specified in position description or requested by Board

Fundraising Coordinator:

- The Fundraiser develops and manages fundraising opportunities and events in support of the Henderson Writers Group mission and Las Vegas Writers' Conference Scholarship Program.
- Performs duties as specified in position description or requested by Board

Education Coordinator:

- The Education Coordinator plans and facilitates educational opportunities for the membership of Henderson Writers' Group through guest speakers and special events in support of the mission to "devote resources to education and craft development."
- Performs duties as specified in position description or requested by Board

Membership Development Coordinator:

- The Membership Development and Maintenance Coordinator seeks ways to grow and expand the membership of the Henderson Writers' Group in support of annual budget projections by actively soliciting new members and member renewals.
- Performs duties as specified in position description or requested by Board

Article V. Replacement or Removal of an Officer

1. If an officer does not fulfill their duties required as described in Article IV, that officer may be removed. Any officer or member of the HWG may make the motion to remove the officer. An officer who chooses to vacate his or her position before serving the full term of the position must submit written notification to the president. In the case of the president vacating his or her position, the president shall submit written notification to the vice-president. Officers may appoint a member to the vacated office. Such appointment shall last until the next election cycle when that office shall be filled by a vote of the membership.
2. If the motion to remove an officer is made and seconded, that officer shall be notified in writing of the meeting at which removal from office will be discussed and voted upon. The president, or the vice-president should the officer in question be the president, is responsible for the written notification.
 - 2.1. The president shall call for a regular or special meeting of the HWG board to discuss and call for the vote on the removal.
 - 2.2. If the officer is removed, the remaining officers may appoint a temporary replacement.

Article VI. Guests

All HWG membership and supplemental meetings are open to the public.

Article VII. Dues

Membership dues shall be set annually at a rate determined by the officers at the June board meeting (see Article X Accounting) for the upcoming fiscal year. Any member who has not paid current dues within 30 days of the anniversary date of their enrollment will

be dropped from the membership roll and lose his or her ability to vote in the annual election of officers.

Article VIII. Membership Requirements

1. Any member who fails to pay annual dues when due forfeits the rights and privileges of membership.
2. Members are expected to demonstrate civil and professional standards of behavior toward other members and when representing HWG to the public.
3. Privileges
 - 3.1. Opportunity to read and receive critique
 - 3.2. Opportunity to attend speakers and educational presentations at no cost
 - 3.3. Opportunity to showcase published material on HWG Website
 - 3.4. Opportunity to have author page on HWG Website
 - 3.5. Opportunity to attend up to three Read & Critique meetings per week
 - 3.6. Receive educational materials
 - 3.7. Opportunity to enroll in Las Vegas Writer's Conference Club
 - 3.7.1. Opportunity to pay for Las Vegas Writer's Conference in installments
 - 3.8. Opportunity to submit to HWG anthologies
 - 3.9. Promotion of members and their book(s)
 - 3.10 May attend HWG board meetings.

Article IX: The Founder's Award

The Jo A. Wilkins Founder's Award was established in 2014 to honor the organizations founder. A Founder's Award will be presented annually in recognition of a member's outstanding contribution to the group.

1. Members may submit nominations to the President.
2. The President shall choose the Recipient from those nominated and present the award at the Las Vegas Writer's Conference or the Annual Meeting.

Article X: Accounting

1. HWG's fiscal year is August 1 through July 31.
2. The Book of Account shall be a complete set of accounts, consisting of assets, liabilities, and appropriate revenue and expense accounts. It shall use the double-entry accounting system.
3. The officers may select a bank for the purpose of opening a bank account. Funds in the account may be collected or dispersed by check or debit card, or transferred electronically, by an authorized officer.

Article XI: Review and Revisions

By laws shall be reviewed on a bi-annual basis by the officers. Revisions and/or amendments shall be voted on by a simple majority of members present at the Annual Meeting.

Article XII: Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the HWG in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules of order the HWG may adopt.