



BYLAWS

Revised 20 May 2024

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.
2. Because the purpose of HWG is to provide a supportive environment to its members, HWG does not tolerate discrimination or harassment based upon: race, religion, sex, age, sexual orientation, gender identity, national origin, disability, medical condition, marital status, veteran status, or any other protected status defined by law.

Article II. Meetings, Membership, and Board

1. Membership meetings of the HWG will be held weekly, excluding days the venue is closed 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. A full and complete annual accounting of the financial condition of the HWG shall be made to the membership.
3. Board. Elected officers or officers appointed by vacancy constitute the entirety of the board as described in Article III. 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. At minimum, the Board shall have three officers to include the President, Secretary, and Treasurer to run the organization.

4. Meetings. Regular meetings of the Board will be held monthly or as announced by the President. A reasonable notice of all regular meetings with date, time, place and purpose shall be given either electronically, by fax, or by mail. Oral notices are only sufficient if it's recorded in the records. 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.
5. Quorum. A simple majority of the current officers at a board meeting constitutes a quorum, and a quorum is necessary at all board and special meetings. 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.
6. Manner of Acting. The act of the majority of the officers present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board unless otherwise specified in these bylaws.
7. 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.
8. Committees. The Board may create committees to delegate certain powers to act on behalf of the Board, provided the Board passes a resolution indicating such creation or delegation. A Board officer must be appointed as the committee chair and acts as liaison to the Board. All committees must record regular minutes of their meetings and keep a minute book. The creation or appointment of a committee does not relieve the Board or individual officers from their standard of care described in these bylaws.
9. No committee may amend, alter, or repeal these bylaws. Committees cannot elect, remove, or appoint members unless the Committee Chair (a Board member) is authorized to do so by resolution. Committees cannot authorize the transfer or disposal of the organization's assets. Such a committee cannot amend or repeal the Board's resolution unless specifically allowed to do so under the resolution.
10. Officers 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 officers may act by written consent according to procedures established herein to fill vacancies.
11. 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 officers can hear each

other and have the capacity to propose or object to specific actions proposed to be taken by the organization.

12. Officers may not receive remuneration for executing the duties of their board position.
13. The Board may adopt emergency bylaws which operate during any emergency in the HWG's conduct of business resulting from an attack on the United States, natural disaster, or when another extraordinary event or circumstance beyond the control of the parties, such as a war, strike, riot, crime, epidemic, etc. takes place.

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
 - Treasurer
 - Conference Coordinator
 - Publicity Coordinator
 - Education Coordinator
 - Webmaster
 - 3.2. Even years–
 - Vice President
 - Secretary
 - Grant Coordinator
 - Fundraising Coordinator
 - Membership Development Coordinator
5. Incoming officers shall begin their terms at the first General Meeting in June.
6. Paper ballots will be distributed at the Annual Meeting to all members.
7. Members unable to attend the Annual Meeting may request an absentee ballot from the election officer.
8. The board will appoint two members to count the votes along with the election officer.

9. Absentee ballots must be mailed and received by the Saturday before the election.
10. Nominees are elected by a majority of votes cast for each candidate, including any nominees running unopposed.
11. When in-person voting is not possible, the election officer will email ballots to members, collect ballots, work with two appointed members to count ballots prior to the annual meeting, and present the results at the annual meeting. Ballots will not be accepted by postal mail when not meeting in-person.

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 corporation's 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, before voting on the transaction, the interested board member should fully disclose his or her financial interest to the entire board. The board should only approve the transaction if it is clearly in the best interests of the nonprofit organization. As a further precaution, the interested officer should abstain from discussion of, and voting on, the matter. The matter will be documented in the minutes.
2. Each Officer owes a duty of assurance that the corporation is in compliance with state and federal laws relating to nonprofit corporations.
3. Indemnity. HWG shall, to the maximum extent permitted by law, indemnify each of its present or former officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding or any threatened proceeding arising by reason of the fact that any such person is or was an officer of this corporation; provided that the Board of Directors determines that such officer was acting in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and 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. As such, the board may authorize the

purchase and maintenance of insurance on behalf of any officer against liability.

4. All officers are entitled to inspect the books of account and all financial records during normal business hours. This right may be enforced as long as the officer has given at least five days written demand to access the information and will use the information for a purpose related to the role as officer.

5. Standard Officer Duties:

- 5.1. Attend monthly officer/board meetings
- 5.2. Forward all pertinent information to appropriate officers
- 5.3. Provide officer reports to HWG members during weekly meetings

6. 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 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 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
- Disburse funds and present accurate financial statements to the Board at monthly meetings and at the annual meeting
- File tax reports to meet state and federal deadlines
- Performs duties as specified in position description or requested by Board

Secretary:

- Shall have access to accounts
- 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.
- Responsible to maintain all records of the Board including articles of incorporation, bylaws, and policy handbooks
- Performs duties as specified in position description or requested by Board

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 Writers 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 Writer's 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

Webmaster:

- The Webmaster maintains both the Henderson Writers Group and the Las Vegas Writer's 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 Fundraising Coordinator develops and manages fundraising opportunities and events in support of the Henderson Writers Group mission and Las Vegas Writer’s 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 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. While HWG welcomes honest and thoughtful discussions to include disagreements, any member found to engage in disruptive or verbally abusive behavior may be temporarily suspended or permanently expelled by the vote of the board. The member shall be notified in writing no less than 15 days prior to any proposed suspension or expulsion with reasons for board action. The member shall be given an opportunity to be heard by the board orally or in writing not less than 5 days before any proposed suspension or expulsion takes place on why such actions should not be taken. The suspension or expulsion of a member, or termination of membership, does not relieve the member from obligations the member may have to the corporation for dues, assessments or fees or charges for goods and services. This section does not apply to the termination of membership at the end of a fixed term.
3. Privileges
 - 3.1. Opportunity to read for 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. Receive educational materials
- 3.6. Opportunity to enroll in Las Vegas Writer's Conference Club
 - 3.6.1. Opportunity to pay for Las Vegas Writer's Conference in installments
- 3.7. Opportunity to submit to HWG anthologies
- 3.8. Promotion of members and their book(s)
- 3.9 May attend HWG board meetings
- 3.10 Members may vote at the annual meeting on the election of new officers and the bylaws; or at any special meeting where the President or majority of the board of directors adopts a resolution opening up a motion for membership vote

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

Bylaws 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.

Article XIII: Dissolution

1. Following the approval by the Board, in order for the HWG to be dissolved, it must follow the process set out under the laws of Nevada (state of incorporation) to include payment of debts.
2. Upon the dissolution of the organization, remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose.