

Bylaws of
Kentucky Romance Writers

Incorporated November 2, 1993

A chapter of Romance Writers of America

ARTICLE I – NAME

Kentucky Romance Writers, chapter #57 of Romance Writers of America, Incorporated, is a NYS non-profit corporation, for federal purposes a 501 (c)(6) professional/educational corporation. This chapter, affiliated with Romance Writers of America, Incorporated, shall be known as Kentucky Romance Writers, and at times shall be referred to as KYRW or the Chapter.

ARTICLE II – PURPOSE

The purpose of Kentucky Romance Writers is to promote excellence in romantic fiction; to help members become published and establish careers in romantic fiction; to provide continuing support for members within the romance publishing industry; to promote mutual support among members; to promote and advocate an “author-friendly” environment in the romance publishing industry; to be a strong voice within the romance publishing, wholesaling, and retailing industries; to strive to maintain and increase the market share of romantic fiction; and to promote a positive and professional image of romance writers and their works.

ARTICLE III – MEMBERSHIP

Section 1. Definition of Membership

The membership of Kentucky Romance Writers shall be open to those persons seriously pursuing a writing career in romantic fiction and to certain related professionals, who are members in good standing of National RWA and who embrace the purposes of RWA and the Bylaws of this chapter.

Section 2. Classification of Membership

- A. General Membership: Members in good standing with national RWA who agree to abide by the Bylaws of KYRW shall be eligible to become members of KYRW. All general members shall have full voting rights in Chapter elections and Chapter business.
- B. No honorary memberships shall be permitted in KYRW.

Section 3. Obtaining and Maintaining Membership

Membership shall be obtained only after approval of an appropriate membership application, which contains the prospective member’s National RWA membership number, and payment of chapter dues. No person shall be denied membership because of race, color, sex, age, religion, or

national origin. Failure to maintain National RWA membership or to meet financial obligation to KYRW shall result in the loss of chapter membership and privileges.

Section 4. Membership Dues

Annual membership dues shall be determined by the Board of Directors and approved by the membership. All dues shall be payable within thirty (30) days of due date. Failure to pay will result in loss of membership. Should any member choose to resign or forfeit chapter membership by failure to maintain National RWA membership, chapter dues will not be refunded.

Section 5. Membership Meetings

- A. All chapter members are welcome to attend chapter meetings, which shall be held at a time and place determined by the Board of Directors. Meetings are held every other month, or six (6) times per year.
- B. Members shall be notified of all general membership meetings or KYRW sponsored events at least ten (10) days prior to the date of the meeting or event. The agenda for said meeting or event shall also be announced at least ten (10) days prior.

Section 6. Members' Voting Rights

All members in good standing (in compliance with Section II, Article A) shall have the right to vote in annual officers elections and on any issues regarding Kentucky Romance Writers which are presented to the membership for a vote.

- A. Annual election of chapter officers shall be conducted by absentee ballot.
- B. All other issues, including amendments to the Bylaws, shall be voted on by a show of hands at a regular meeting of the general membership, or by absentee ballot.
- C. All amendments of the Bylaws must be voted on by a quorum of the general membership. (*One fourth (1/4) of the general membership of KYRW shall constitute a "quorum.")
Voting shall proceed only if a quorum is present. The proposed amendment or change must be approved by a two-thirds (2/3) majority of those members present.

Section 7. Expulsion from 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) Failing to pay, following receipt of written demand, any financial obligations due the chapter;
 - (4) Persistent verbal or physical conduct of an offensive nature which disrupts a chapter's ability to operate or function;
 - (5) Misuse or unauthorized use of chapter property and/or records;
 - (6) Illegal conduct in a chapter election;
 - (7) Deliberate conduct that has, or is intended to have, a serious negative impact on a fellow member's writing career;

- (8) Behavior diametrically opposed to the chapter's stated purpose and mission if the behavior continues after a written warning;
 - (9) Serious misconduct in the performance of duties of an office or director of the chapter.
- B. Other acts, not identified on the list, that are not consistent with the purpose of the chapter may also violate the chapter standards of conduct. Each complaint shall be considered by the Board of Directors to determine if the charge is warranted. If the Board determines the charge is warranted, they may issue a written warning. Expulsion shall not be mandatory unless misconduct and/or negative behavior continues after a written warning has been given.
 - C. A member accused of violating the chapter standards of conduct shall be notified in writing ten (10) days prior to a meeting of the Board of Directors called to consider the violation.
 - D. 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.
 - E. The Board of Directors, meeting in executive session (unless the member concerned requests an open session), shall consider the facts and the evidence presented at the meeting and shall render a decision. A member 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 in writing of the decision of the Board no later than five (5) days after the meeting.
 - F. A member expelled pursuant to these bylaws may appeal the decision of the Board of Directors by paying any financial obligation listed in the reasons for expulsion 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. The member must receive a two-thirds (2/3) vote of the Board to be reinstated. A member whose appeal is denied may reapply for membership at yearly intervals from the date of expulsion. A reinstated member shall not be entitled to receive retroactively the benefits or privileges lost as a result of expulsion.

ARTICLE IV – OFFICERS OF THE ORGANIZATION

Section 1. Number and Titles

The five (5) officers of Kentucky Romance Writers shall be the President, Vice President, Secretary, Treasurer, and Member at Large, and shall be elected according to the provisions set forth by these Bylaws.

Section 2. Requirements for and Duties of Officers

Duties of officers may be delegated; however, the delegation of such duties shall not operate to relieve the officers of any responsibility imposed upon them by law or by these Bylaws. Requirements for and duties of the officers shall include but not be limited to the following:

- A. The President must be a General Member in good standing of KYRW and of National RWA, and shall serve as spokesperson for the chapter; call, set the agenda for, and preside over all general chapter and Board meetings; appoint, with the approval of the Board, such committees as may from time to time be necessary; serve as ex-officio member of all committees except the Nominating Committee; execute chapter business as specified by the Board; appoint, with Board approval, qualified members to fill any Board vacancies; coordinate all activities and fulfill any other obligation designated by the Board; and encourage KYRW members to support, participate in and get involved with National RWA elections, committees, projects, functions, etc. The President shall vote when voting is taken by ballot; when voting in not by ballot, the President shall vote only to break a tie.
- B. The Vice President must be a General Member in good standing of KYRW and of National RWA, and shall preside over all meetings of the Board of Directors in the absence of the President; assume the duties of the President in the event the President is temporarily incapacitated or otherwise unable to perform; recommend members for committee positions; fulfill any other obligations designated by the Board of Directors.
- C. The Secretary must be a General Member in good standing of KYRW and of National RWA, and shall be responsible for the recording and preserving of minutes to all Board meetings and presenting such minutes to the Board for corrections and approval before entering them in Chapter records; respond to official correspondence as directed by the President and the Board of Directors; keep chapter records, minutes of general membership meetings, membership lists, current addresses of membership, including copies of newsletters, business correspondence and mailing notices as they relate to her duties designated by the KYRW Board; keep an up-to-date list of chapter members in good standing for use by chapter officers, Regional Advisor, Regional Representative, National RWA Vice-President, and the National RWA office. The up-to-date list of members in good standing shall be forwarded to the National RWA office with the yearly affiliation dues.
- D. The Treasurer must be a General Member in good standing of KYRW and of National RWA, and shall be responsible for collecting dues; preparing regular listing of members in good standing to provide to the President and Secretary; notifying the President and Secretary of delinquent members; keep and maintain books of account and records of the business transaction of the chapter including accounts of its assets, liabilities, receipts, disbursements, and capital; deposit monies, checks, and other valuables in the same and to the credit of the chapter with such depositories as the Board of Directors shall designate; receive and process new member applications; disburse the funds of the Chapter as ordered by the Board of Directors; exercise his/her duties under the guidance of the Bylaws and the policies and procedures set down by the Board of Directors in the Policy and Procedure manual; render to the President, whenever requested, an account of transactions and of the financial condition of the Chapter; provide an accurate and up-to-date financial statement every six months for the Chapter Board; provide a financial statement at each meeting of the general membership; provide an annual audited financial report to the general membership.
- E. The Member at Large must be a General Member in good standing of KYRW and of National RWA, and shall represent the general membership of KYRW and bring before the Board any matters of concern to the membership involving individual members or the chapter; chair the KYRW committee on Policy and Procedures; be responsible for finding members to fill volunteer positions; attend Board meetings; be responsible for preparing, distributing and receiving annual Officer election ballots as set down in Article IV, Section 3.

D. of these Bylaws. One member at large shall be elected for every twenty (20) members in KYRW.

Section 3. Nomination and Election of Officers

- A. No later than August, Chapter members shall elect a nominating committee. Said committee will consist of at least two off-board general members and one Board member. The Board member shall serve as chairperson.
- B. The committee shall recommend and solicit names for the slate of the next year's officers, securing consent from each individual nominated, verifying the candidate's eligibility as set down in Article IV, Section 4 of these Bylaws, and present this slate to the membership no later than September 25th.
- C. Nominations may be taken from the floor at any general membership meeting prior to the September 25th deadline. Any changes to the slate must be made and forwarded to the Nominating Committee no later than September 25th.
- D. After the September 25th deadline, the Member at Large shall mail ballots to the general membership. The ballots will then be returned to the Member at Large, if she is not running for office. If the Member at Large is running for office, another member of the Nominating Committee will be appointed to receive and count the ballots. Ballots will be returned and counted by October 25th.
- E. Only members in good standing will be allowed to vote. Officer election ballots may also present other issues to be voted on by the General Membership, if the issues have been introduced to the Board and the Chapter has been given sufficient notice to place the issues on the ballot.
- F. Election results will be reported to the Board and the President will announce the results to the general membership via e-mail, phone call, meeting, etc.
- G. Nominations or ballots received after the announced deadlines will not be counted or considered. All challenges to the election procedure, or the results of the election, must be filed with the Nomination/Election committee within thirty (30) days after the results have been announced.
- H. Any grievances filed will be dealt with at the next general meeting.
- I. The duly elected officers shall take office January 1st.
- J. The newly elected officers, prior to January 1st, shall meet as soon after the election as is possible to determine goals for the coming year, to work on the next year's budget, and to appoint Committee chairpersons for the coming year. This meeting may be done in person or by e-mail at the Board's discretion.

Section 4. Terms of Office

- A. Terms for officers shall be one year (January 1 through December 31), but each officer shall serve until a successor is elected. No elected officer may serve more than two consecutive terms in any one office. No officer may serve more than six years cumulative in an elected

office. In case of hardship, in which no alternate member is available to run for elected office, the conditions of term in office may be extended or waived at the discretion of and to be determined by the Board of Directors.

- B. Only members who have been members in good standing in KYRW for the period of one (1) year prior to the annual September 25th deadline shall be eligible to run for elected office.
- C. All elected officers shall be required to attend at least three (3) general membership meetings each year. Any member of the Board of Directors who fails to attend at least three (3) general meetings per fiscal year (while in office) shall be subject to removal from office.

Section 5. Vacancies

- A. In the event of a vacancy in the office of President for half or less of the unexpired term, the office shall be filled by the Vice President. Any vacancy in the office of President for more than half of the unexpired term shall be filled temporarily by the Vice President until a special election can be conducted by the Election Committee.
- B. In the event of a vacancy in any other office, the President shall appoint, with Board approval, a general member in good standing to fill the office for the remainder of the unexpired term.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Members of the Board of Directors

The Board of Directors (sometimes referred to in these Bylaws as the Board) shall be comprised of the five (5) elected officers, the President, Vice President, Secretary, Treasurer, and Member at Large, as listed in Article IV, Section 1 of these Bylaws. Election to these offices shall be tantamount to election as a member of the Board, and, as an ex-officio without vote, the Immediate Past President.

Section 2. Authority of the Board of Directors

- A. The Board of Directors shall exercise the power to manage the business and affairs of KYRW subject to the limitations imposed by these Bylaws.
- B. The Board of Directors shall exercise the right to designate any committee deemed necessary to conduct the affairs of the chapter. These committees shall remain under the direction of the Board of Directors and do not possess the authority of the Board of Directors.
- C. The Board of Directors shall at all times possess complete authority over any committees it appoints and may dissolve at any time said committees by a majority vote of two-thirds (2/3) of the Board. The following shall constitute reasons for dissolution of a committee:
 - (1.) The committee has fulfilled its purpose and is no longer necessary;
 - (2.) The committee acts in a manner inconsistent or contrary to its intended purpose;
 - (3.) The committee fails to abide by the procedures set forth in these Bylaws;
 - (4.) The committee acts in a manner beyond its appointed capacity or fails to comply with the authority of the Board of Directors.

- D. The Board of Directors shall have the authority to vote on any business of an immediate nature requiring action before the next meeting of the membership.
- E. The Board of Directors shall, by a two-thirds (2/3) vote, have the authority to regulate meeting time and location.

Section 3. Responsibilities of the Board of Directors

- A. The Board of Directors shall meet when deemed necessary by the President or when requested by a majority of the Board, but no less than two (2) times a year, in person. Outside these two meetings, other meetings may be conducted by phone or by e-mail when necessary. Two-thirds (2/3) of the members of the Board shall be required to constitute a quorum at any Board meeting before business can be conducted, and a majority vote of those present shall be required to carry any decision upon which a vote is taken.
- B. The Board of Directors shall present reports of Board meetings to the membership.
- C. The Board of Directors shall at all times keep the best interest of KYRW and its purpose in mind while conducting business.
- D. Prior to the January meeting, the incoming Board of Directors shall establish an annual budget, based on estimated income and expenses, and endeavor to work within that budget, and shall approve the committee chairpersons who will serve with the incoming Board.

Section 4. Recall and Removal

- A. Any member of the Board of Directors shall be removed from office by a majority vote of the Board for failing to maintain required membership in the chapter and/or RWA. Procedures for removal shall be instituted and administered by the Board. Any Director removed from 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 for violation of the standards of conduct set forth in [Article 3 Section 7], expulsion for membership, or for habitual dereliction of duty. 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 general 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 are in favor of recall.

Section 5. Committees

- A. Appeals Committee.
 - (1) The Appeals Committee shall 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.

- (2) The President shall appoint an Appeals Committee which shall be chaired by a member of the Board other than the President and shall be composed of four general members besides the Board Member, chosen by drawing from among all the chapter general members. Drawings shall be held by the President at the first membership meeting of the fiscal year. Should a general member whose name is chosen refuse to serve, an alternate shall be selected.
- (3) 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. An interim drawing shall be held to fill the vacancy. The decision of the Executive Committee (excluding the Board Member chairing the Appeals Committee) shall be final if the question of conflict of interest is under dispute.
- (4) 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.
- (5) The deliberations of the committee shall be kept confidential, but all 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 the Appeals Committee within ten (10) days after receiving notice of the Board's final decision.

B. Policy and Procedure Committee

- (1) The Policy and Procedure Committee shall be composed of the Member at Large and two general members in good standing. The Member at Large shall serve as chairperson.
- (2) The duties of the Policy and Procedure Committee shall be to define Chapter policies and programs, as determined by the Board of Directors, necessary to maintain an up-to-date Policy and Procedure manual.

ARTICLE VI – FINANCES

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. The fiscal year shall begin on January 1 and end on December 31. All Chapter funds must be deposited in an account designated by the Board of Directors, and the Chapter shall adopt an acceptable accounting system with the appropriate checks and balances to safeguard Chapter funds. The Treasurer and her Board-approved designee shall be authorized to sign Chapter checks. Only one signature shall be required on checks under \$50.

Section 2. Budget

Prior to the January meeting, the Treasurer shall draft a proposed Annual Budget, based on expected and past income and expenditures as furnished by the outgoing Treasurer and incoming Board members. The budget shall be approved by the Board for the ensuing fiscal year. The membership shall be informed of the approved budget at the January meeting, and funds shall be disbursed in accordance with the annual budget. Any expenditure not listed in the budget must receive a two-thirds (2/3) approval of the Board before being paid by the Treasurer. The budget may be amended by a two-thirds (2/3) vote of the Board when necessary and for good cause. Such amendments shall be presented to the membership at the next regular meeting.

Section 3. Books of Account

The Books of Account shall be open for inspection by any member or her legal representative at all reasonable times and with reasonable advance notice. The annual report of the Treasurer shall be audited not less than annually by a two-person committee appointed by the Board of Directors, or upon a two-thirds (2/3) vote of the Board, may be audited by a professional.

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 a record of the names and addresses of all members, with special designation to those entitled to vote. A complete list of all members shall be furnished to National RWA annually, and at other times if requested.

ARTICLE VII – DISSOLUTION

Kentucky Romance Writers may be dissolved by a two-thirds (2/3) vote of the entire general membership. Such vote shall be written. Absentee balloting is permitted.

ARTICLE VIII – PROPERTY

Section 1. The following shall constitute property of the Chapter:

- A. Membership List: The membership roster of the Chapter 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 to any non-member, unless the Board of Directors has approved delivery of all or part of the roster to a non-member for a specific purpose determined by the Board to promote efficiency in providing member services, and said non-member agrees to use the roster for the approved purpose only and for no other purpose.
- B. The name Kentucky Romance Writers, the acronym KYRW, the name of the Bluegrass Hearts newsletter, the Chapter logo and any future logo designed for KYRW, are the property of Kentucky Romance Writers and are not to be used, copied, imitated, or reproduced in any manner for any purpose by any individual, with the exception of normal, reasonable use in conversations and correspondence (but not included as part of a letterhead) without Board approval.

- C. Other Property: Any books, video tapes, audio tapes, Chapter files, records, forms, brochures, etc., or other real property which has been given to, created by, or purchased by the Chapter shall be considered the property of the Chapter. Said property may be borrowed from the Chapter by Chapter members upon approval of the Committee or Appointee in charge of said property, or may be purchased by an individual upon approval of the Board of Directors.

Section 2. Distribution of Assets on Dissolution

- A. In the event of the Chapter's dissolution, all liabilities and obligations of the organization shall be paid, satisfied, and discharged, or adequate provision made therefor.
- B. Assets held by the Chapter requiring return, transfer or conveyance due to dissolution, shall be returned, transferred or conveyed accordingly.
- C. Any remaining assets resulting from the sale of books, tapes, etc. shall be distributed among such charities as the Board designates.

ARTICLE IX – RULES AND REGULATIONS

Rules and regulations embodying additional provisions for the Chapter, which agree with the Chapter Bylaws, may be adopted by the Board of Directors. Such rules and regulations shall be written and shall be the official Policies and Procedures.

ARTICLE X – AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular meeting of the Chapter, provided the following conditions are met:

- A. Any proposed amendment to these Bylaws must be presented to the Board of Directors in writing, along with the signatures of no fewer than two General Members (as defined in Article III, Section 2, Item A of these Bylaws) in good standing, at a regular Chapter meeting.
- B. Proposed changes to these Bylaws shall be presented to the General Membership via the Chapter web site, email, or by whatever means the Board of Directors deems necessary to inform the members.
- C. Discussion and a vote on the proposal shall be placed on the agenda for the next regular Chapter meeting. Approval by two-thirds (2/3) of the members voting, providing a quorum is present, shall be necessary to adopt the proposed repeal, addition, or amendment.

ARTICLE XI – PARLIAMENTARY AUTHORITY

Rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this organization in all cases where applicable, provided they are not inconsistent with Chapter Bylaws.

(End of Kentucky Romance Writers Bylaws. Last amended March 2004)