

BYLAWS OF THE MILITARY WRITERS SOCIETY OF AMERICA

ARTICLE I NAME

The name of the organization shall be the Military Writers Society of America known as MWSA. MWSA is incorporated as a non-profit corporation under the laws of the state of Pennsylvania and is a section 501(c)3 charitable organization under the Internal Revenue Code of the United States of America.

ARTICLE II PURPOSE

Section 1. The MWSA shall be a membership organization.

Section 2. The business of the organization shall be conducted exclusively for educational and charitable purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future amended, supplemental, or revised federal tax code.

Section 3. Purposes of the organization are to help military service members, veterans, their families, supporters, and historians record history and the complexities of military life, and to encourage writing as therapy. The organization focuses on using the writing of MWSA members to educate the general public, students, and the military community.

Section 4. MWSA provides education by encouraging its members to provide lectures at public venues, use social media channels and the organization's website to provide facts, statistics, and other related data on subjects of interest to military writers and those who support them.

Section 5. The organization's goals are:

- (a) to improve writing skills of its members, and
- (b) to reach out to schools, military organizations and veterans' groups to foster and encourage an interest in writing, and
- (c) to recognize the accomplishments of its members' work in literature and the communication arts.

ARTICLE III MEMBERSHIP

Section 1. This organization is comprised of two classes of membership: Voting and Nonvoting. Each class of membership shall have membership designations as follows:

- (a) **Voting Members**
 - Active Member
 - Life Member
 - Charter Member

- (b) Nonvoting Members** Honorary Member
 Associate Member

Section 2. Qualification of Members

(a) Voting Members – Requirements

- (1) An **Active Member** pays a prescribed annual dues and must have served in the United States military, is presently serving in the United States military, or is an immediate family member of one of the above, or is an active writer of military related books and/or articles that do not disparage the United States military.
- (2) A **Charter Member** is a Member in good standing who was a Member of MWSA prior to January 1st 2006. A Charter Member's dues are considered paid for life.
- (3) A **Life Member** is an active member who has paid a prescribed amount set by the Board of Directors for Life status. A Life Member's dues are considered paid for life.

(b) Nonvoting Members

- (1) An **Honorary Member** is a person who by reason of unusual or significant military or public service accomplishments is elected by the Board of Directors of MWSA to be an Honorary Member.
- (2) An **Associate Member** is a person having an interest in MWSA and supports MWSA activities but not eligible for Active Member status.

Section 3. Lapse of Membership

A member of any class for which dues are necessary shall cease to be a member upon a two-month lapse in the payment of membership dues. Provisions to waive dues shall be at the discretion of the Board of Directors and shall be applied only in special circumstances that may warrant such action.

Section 4. Expulsion from Membership

Any member regardless of membership class or designation may be expelled from the organization by a majority vote of the Board of Directors for willful violation of state or federal copyright laws, violation of federal laws as to classified materials, a final adjudication of libel, plagiarism, false representation, blatant unethical behavior, or other conduct that is disruptive or contrary to the Society's purposes or bylaws, commission of a felony, or dishonesty. Any such action will be governed by a policy duly enacted by the Board to ensure due process for the member.

Section 5. Reinstatement of Membership

Any member dropped from the roles for lack of paying dues in a timely manner shall be reinstated by payment of annual dues and a reinstatement fee set by the Board of Directors.

Any member expelled with prejudice may be reinstated by a majority vote of the Board of Directors.

Section 6. Dues

The Board of Directors shall establish an annual dues structure for each class of membership. Members shall be informed at least six months in advance of any change in dues.

Section 7. Annual Meeting of the Membership

The annual meeting of the membership shall be held during the last quarter of the year at such date, time, and place within or outside the state of Pennsylvania as may be designated by the Board. Notice of the annual meeting shall be given to all members not less than 30 days or more than 90 days before such meeting. Twenty-five members in good standing at a duly called annual meeting shall constitute a quorum.

ARTICLE IV GOVERNANCE

Section 1. Board of Directors

The business and affairs of the Society shall be managed and controlled by a Board of Directors. The number of voting directors shall be nine, consisting of four officers, four directors at large, the founding director, and the immediate past President of the Society who shall serve ex officio. Each Director and Officer, except for the immediate past President and founding member, shall be elected by the members on or before the Society's annual meeting.

Section 2. Eligibility

- (a) To be eligible to serve as an at-large Director, an individual must be a voting member of the Society in good standing.
- (b) Questions of eligibility about the Officer or Director eligibility criteria shall be determined by the Nominating Committee.

Section 3. Term of Office of Directors

At-large Directors shall be elected for a term of two years and until their successors take office.

Section 4. Meetings of Directors

- (a) Annual and regular meetings of the Board shall be held at such date, time, and place within or without the state of Pennsylvania as determined by the President or the Board. Meetings, other than the annual meeting, may be held in person, by telephone conference, or by interactive internet communication.
- (b) At least one regular meeting of the Board shall be held in each quarter of the year.
- (b) Special meetings of the Board may be called by the President, or by the written request of two members of the Board. No business shall be transacted at any special meeting except that specified in the notice.

- (c) A majority of the Directors shall constitute a quorum at all meetings of the Board.
- (d) Written notice of any meeting of the Board shall be given to each Director at least five days before the meeting.
- (e) Meetings shall be conducted in accordance with the current edition of "Roberts Rules of Order."

Section 5. Officers

The Officers of the Society shall consist of the President, Vice President, Treasurer, and Secretary. The Board may appoint such other Officers with such powers and duties as it may deem advisable at a duly constituted meeting at which a quorum is present, by majority vote.

(a) President - The President shall serve as the Chief Executive Officer of the Organization and preside at all meetings of the Board and the Executive Committee. The President shall (1) execute in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other Officer or agent of the Organization; (2) be an ex officio member of all committees, except the Nominating Committee; (3) perform all duties incident to the office of President, and (4) such other duties as may be assigned by the Board.

(b) Vice President- The Vice President shall, in the absence of the President, preside at all meetings of the Board, and shall perform such duties as may be assigned by the Board or by the President. In the event the President is unable to perform his/her duties, the Vice-President will act in his/her behalf.

(c) Treasurer - The Treasurer shall be the organization's Chief Financial Officer and shall be responsible for corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall have full authority (1) to receive and give receipts for all money due and payable to the Corporation, (2) to endorse checks, drafts, and warrants in its name and on its behalf and to give full discharge for the same; (3) deposit all funds of the Corporation, except such as may be required for current use, in such banks or other places of deposit as the Board may designate; (4) shall keep all members of the Board informed in a timely manner of the financial status of the Organization (5) perform all duties incident to the office of Treasurer; (6) and such other duties as may be assigned by the Board or the President.

(d) Secretary - The Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose. The Secretary shall (1) see that required notices of meetings of the Board are given; (2) as custodian of corporate records, ensure all records and reports are properly kept and filed by the Corporation; (3) be custodian of the seal of the Corporation (if there is one) and shall see that it is affixed to all documents to be executed on behalf of the Corporation under its seal; (4) perform all duties incident to the office of Secretary; (5) and such other duties as may be assigned by the Board or the President.

Section 6. Term of Office of Officers

(a) The President, Vice President, Treasurer, and Secretary shall be elected by the members and shall hold office for a term of three years and until their successors are elected.

(b) No Officer shall hold more than one office at the same time.

Section 7. Vacancies

(a) Vacancies occurring among the Directors and Officers, other than the office of the President, may be filled for the balance of the unexpired term by the Board by majority vote at any regular meeting or any special meeting of the Board called for that purpose.

(b) In the event the President's position becomes vacant for any reason, or the President temporarily is unable to serve, the order of succession shall be: the Vice President, the immediate past President, the Treasurer, the Secretary, and then any voting Director elected by majority vote of the Board.

(c) Appointed Officers shall serve for the remainder of the term of that office.

Section 8. Election of Officers and Director at large Board members

(a) Nominating Committee. It shall be the duty of the Nominating Committee to make and present to the membership, based on specific and objective criteria, candidates for the offices of President, Vice President, Treasurer, and Secretary, At-large Directors of the Board, and any other positions requested by the Board, whether as a slate or as individual candidates, as hereinafter provided:

(1) All members of the Society shall be advised of the report of the Nominating Committee at least 45 days before election.

(2) If, between the time of nomination and the election, a nominee dies or declines to serve, the Nominating Committee shall make a substitute nomination.

(b) Nomination by Petition. Nominations may also be made by petition by at least ten members and filed with the Secretary of the Society at least 40 days before the election. Immediately upon receipt of any such nominations, the Secretary shall send a notice of such nominations to all members.

(c) Election procedures. At least 30 days before the annual meeting, a ballot with the names of nominees for open positions for Officers and Directors shall be sent by electronic means and/or U.S. Mail to each member in good standing. Members shall cast their ballot within ten days of receipt but no later than 20 days before the annual meeting. The Secretary and chair of the Nominating Committee will ratify the election returns at the Annual Meeting.

(d) Affirmation of candidates. Before their names are submitted for ballot, individuals nominated for an Officer or Director position must agree at the meeting, or by verified writing if unable to attend the meeting at which the election takes place, to serve for the term of such office and agree to carry out the duties thereof.

Section 9. Removal of Officer or Director

(a) An Officer or Director may, by the affirmative vote of no less than two-thirds of the Directors in office, at a special meeting called for that purpose, be removed from office on one or more of the following grounds:

- (1) failure to participate in successive Board meetings without prior excuse from the president;
- (2) censure or suspension for violation of the ethics, policies and procedures, or the Bylaws of the organization; or
- (3) engaging in conduct that is detrimental to the best interests of the Society.

(b) An Officer or Director may resign by submitting a letter in writing to the President or Secretary.

Section 11. Compensation and Reimbursement

No elected Officer or Director of the Society shall be entitled to any salary or other compensation for their services as such, but the Board may reimburse any elected Officer or Director for authorized expenses reasonably incurred in connection with the performance of Society duties.

ARTICLE V COMMITTEES

Section 1. The Board of Directors may, at its discretion, establish committees to help implement the purposes of the organization. The President, with the concurrence of a majority of the Board and unless specified differently in the bylaws, shall appoint the chair and committee members for each committee.

Section 2. The organization shall have the following standing committees:

(a) Executive Committee – The Executive Committee will consist of the President, Vice President, Treasurer, and Secretary. The Executive Committee shall act on behalf of the Board of Directors between meetings, addressing urgent situations, and developing agendas for Board and member meetings. It shall also be empowered to arbitrate disputes between and among members as to actions and/or decisions taken or made concerning the operations of MWSA and hear and decide appeals taken from any policy decision upon the grounds that said decision is in violation of the bylaws.

(b) Finance Committee – The Finance Committee will consist of at least three or more members, appointed by the President and approved by the Board. The Treasurer will serve as the Chair of the committee. The Finance Committee shall ensure the financial policies of the organization are followed, including overseeing the budget, financial controls, banking relationships, investments, and grants. The committee shall make recommendations to the Board on matters related to the organization's finances.

(c) Awards Committee – The Awards Committee shall consist of at least three or more members. The Awards Committee shall manage the organization's Individual and Book Awards Program, and the book review program. The committee may make recommendations for improving its policies and procedures.

(d) Membership Committee - The Membership Committee shall consist of at least three or more members and be chaired by the organization's Secretary. The committee shall oversee member communications, record retention, and recruitment.

(e) Nominating Committee - The Nominating Committee shall consist of three to five members and be chaired by the immediate past President. If the Immediate Past President is unable to serve, the President shall appoint a past Officer of the Society to serve in that capacity. Members of the committee must be voting members of the organization in good standing.

(f) Programming Committee - The Programming Committee shall consist of at least three members with the chair appointed by the President with consent of the Board. The committee shall oversee programming for the annual meeting and other MWSA conferences and/or events.

ARTICLE VI POLICIES

Section 1. The Board of Directors shall, as it deems necessary and in accordance with best practices of similar organizations, establish policies and procedures to guide the organization's activities and business.

Section 2. All Board-approved policies shall be maintained in a single electronic policy manual maintained by the Secretary. The Board shall ensure policies are reviewed periodically and are kept current according to government regulations and needs of the organization.

Section 2. Written policies and procedures shall be reviewed and approved annually to include:

- (a) Conflict of Interest Policy
- (b) Financial Policy
- (c) Membership Management Policy
- (d) Awards Policy
- (e) Book Review Policies
- (f) Ethics Policy

ARTICLE VII MISCELLANEOUS

Section 1. Conflict of Interest - Any person with a conflict of interest for whatever reason of any item before the body shall recuse himself/herself from any deliberation involving that conflict. All Board members shall sign a statement at the start of each term that they have read and understand the organization's Conflict of Interest policy.

Section 2. Bylaws - The bylaws of the organization may be amended by a two-thirds majority vote at a regularly scheduled Board meeting or a specially-called meeting. Proposed amendments must be provided in writing to the Board of Directors at least 30 days prior to the vote.

Section 3. Fiscal Year - The fiscal year of the organization commences on January 1 and ends on December 31 of the same year.

Section 4. Governing Law –All actions by the Board shall be governed by the statutory and common law of the State of Pennsylvania; and no resolution or other action by the Board shall be valid in violation of said law.

Dated: 3 May 2017 _____

Secretary of MWSA