

BYLAWS OF OKLAHOMA WRITERS' FEDERATION, INC.

MISSION

The Oklahoma Writer's Federation, Inc. is a non-profit federation of writer's groups dedicated to promoting higher standards for the written word. We believe that the literary profession has come of age and merits a fair share of the critical acclaim so generously lavished on other worthwhile arts. The Oklahoma Writer's Federation, Inc. shall seek to coordinate and encourage professional writing within and without its organization and promote the recognition of outstanding contributions to the written language.

ARTICLE II

Purpose

The Federation shall:

1. Assist in forming and encouraging local writers groups within but not limited to the state of Oklahoma as growth and geography dictate, and to bring together the membership to foster a greater understanding of our mutual problems and efforts through friendly interchange;
2. To provide a forum for improving the craft of writing by hosting an annual writer's conference in Oklahoma;
3. Raise the standard of our craft by promoting an annual contest and recognizing meritorious work through the presentation of awards at the annual conference;
4. To prepare and distribute within the membership a newsletter designed to keep the individual members abreast of organizational activities and other matters pertaining to our mutual interests.

ARTICLE III

Membership

1. **Affiliate Membership.** Affiliate members of OWFI shall consist of those local writing groups in Oklahoma and elsewhere which seek membership in OWFI and have at least five (5) members who are also individual members in good standing of OWFI (current in payment of annual dues). Any group may apply for affiliate membership if it consists of and maintains at least five OWFI members in good standing. Each affiliated member group of the Federation shall retain its own entity and be governed by its own constitution, bylaws or rules. Any group of writers may request Affiliate Membership status in the Federation by filing the appropriate application with the OWFI Treasurer. The application will be tentatively approved by the Executive Committee and shall then be presented for final approval to the Board of Directors at the next scheduled meeting. The application must include at least five (5) persons applying for individual membership or transferring from an existing Affiliate or Member At Large status.

2. **Individual Affiliate Membership.** Individual affiliate membership shall consist of those individuals who are OWFI members in good standing (current in payment of annual dues) and also members of a local writers' group affiliated with the Federation.

3. Individual At-Large Membership. Membership at large shall consist of individuals who are not a member of a local affiliated writers group who pay annual OWFI At-large dues.

ARTICLE IV

Board of Directors

The Board of Directors shall consist of the Executive Committee, appointed staff positions and delegates elected or appointed by affiliate groups. Each affiliate group is required to send to the Federation secretary, within sixty (60) days of acceptance as an Affiliate Member, a list of OWFI delegate(s) from the Affiliate club.

Delegates to the Board of Directors shall be elected or appointed annually by each affiliated group according to the approved formula as published in the organization's Standing Rules.

A single individual may be counted as an OWFI Individual member for only one Affiliate group or as an Individual Member At Large, even though he/she may be a member in good standing of multiple Affiliate groups. That individual's OWFI membership can be used for the purpose of minimum member requirement for inclusion as an Affiliate member or for the number of Board of Directors delegates afforded to an Affiliate member for only one Affiliate Member, which must be specified at the time OWFI membership is initially requested or renewed.

ARTICLE V

Governance

Officers

1. The officers of this Federation shall consist of the President, Conference Chair, First Vice President, Second Vice President, Secretary, Treasurer, Publicity Director and Grant Director, and together with the immediate past President they make up the Executive Committee of the Federation.

2. The officers shall be elected by the Board of Directors for a term of one (1) year at the Annual Election held at the Board of Directors meeting at the Annual Conference each year, except for the office of President. The one year term of these elected officials begins at the end of the Annual Conference at which they were elected. Election of President will take place as defined in the Standing Rules section of this document.

3. To be eligible to serve as an OWFI Officer, candidates must meet one of the following qualifications:

Be either a Board Member Delegate from any OWFI affiliate group or a current OWFI officer at the time of election;

OR

Be an OWFI Member in good standing for three consecutive years or five out of the past seven years at the time of election;

AND one of the following:

Have served as an elected or appointed OWFI officer or staff for a minimum of one complete term;

OR

Have served as a Committee Chair for an OWFI conference in at least two out of the previous four years prior to election as an officer.

4. In the event of the resignation, expulsion, death of any officer or for any other reason that an office is unfilled, the remaining members of the Executive Committee may appoint a person to fill those duties until the next general election. The person appointed need not come from within the Board of Directors but must be a member in good standing of the Federation.

5. Any officer may be removed by two-thirds majority of Board members present at any scheduled or called meeting of the Board of Directors for, but not limited to, the following reasons: repeated failure to attend scheduled and called meetings of the board; incompetence or inability to perform the duties of the office; conviction of a crime; conduct deemed by the board to be unprofessional; conduct harmful to the Federation or its purpose. Any officer considered for removal will be invited to meet with the board. Voting shall be by secret ballot.

6. The Chain of Command and line of succession of officers is as follows: President, Conference Chair, Past President, First Vice President, Secretary, Second Vice President, Treasurer, Publicity Chair, Grant Director.

Executive Committee

1. The Executive Committee shall consist of the elected officers and the immediate past president of the Federation.

2. The Executive Committee shall conduct such business of the Federation as may arise during the period between meetings of the Board of Directors and shall report its actions to the board at its next meeting.

3. The Executive Committee shall create an annual budget for the organization to be presented for approval by the Board of Directors at the September Board meeting.

4. The Executive Committee shall direct an annual audit of the Federation's funds. The auditor(s) shall not be member(s) of the Executive Committee or the Board of Directors, but may, at the discretion of the Executive Committee, be member(s) of the Organization as long as the Executive Committee is assured that there would be no conflict of interest with such person(s).

Officer Duties.

EXECUTIVE COMMITTEE: In addition to the above, the Executive Committee shall determine the dates of the Annual Writing Conference. The Executive Committee shall ensure that the organization's Newsletter is published and distributed in a timely manner as described in the organization's Standing Rules.

PRESIDENT: The President shall be the Chief Executive Officer of the Federation and shall in general supervise the business and affairs of the corporation. After consultation with the Executive Committee, the President may act on behalf of the Executive Committee or the entire board at his/her discretion to conduct necessary business of organization which requires action before the next meeting of the Executive Committee or the full Board of Directors. The President shall preside at all meetings of the Executive Committee, the Board of Directors and the general membership at the Annual Meeting at the conference and shall have general supervision over the officers of the Federation. The President shall execute any deeds, mortgages, bonds, contracts, or other instruments which the Executive Committee or Board of Directors have authorized. The President shall work with the Conference Chair and the First Vice President to oversee all aspects of the annual conference and contest. The President may create temporary committees who's term lasts to a specified date or, if unspecified, until the end of the fiscal year in which it was created. The President appoints Chairpersons and members of all Standing Committees and temporary committees, and authorizes the Conference Chair to fill various Conference committees.

CONFERENCE CHAIR: The Conference Chair shall coordinate all aspects of the annual conference except for the annual contest held in conjunction with the conference. He/she will also, in the absence of the president and first vice president for a particular meeting, perform the duties of the president. He/she shall perform other duties assigned to him/her by the president, including but not limited to seeking volunteers to fill the various offices and/or committees required for the Conference. In the event the sitting President is unable to complete his/her term of office, the Conference Chair shall assume the position of Interim President for the balance of said term, during which time the Interim President shall be authorized to perform any such duties required.

FIRST VICE PRESIDENT: The first vice president shall serve as the general contest chair for the annual contest. He/she will also, in the absence of the president for a particular meeting, perform the duties of the president. He/she shall perform other duties assigned to him/her by the president.

SECOND VICE PRESIDENT: The second vice president shall act as Assistant Contest Chair for the annual contest. He/she shall perform other duties assigned to him/her by the president.

SECRETARY: The secretary shall record the minutes of all meetings associated with the Federation and handle correspondence pertaining to the Federation. He/she will annually verify the existence of, and number of OWFI members from, each of the Affiliate organizations. He/she will maintain records of the Federation and when appropriate, provide such records to outside agencies, such as the Oklahoma State Historical Society. He/she shall perform other duties assigned to him/her by the president.

TREASURER: The treasurer shall receive, disburse, and account for all funds of the Federation. He/she will provide a financial statement of the organization's funds at each meeting of the Board of Directors, said statement to be also printed in the next published Newsletter of the Federation. He/she will provide all necessary materials for an annual audit of the Federation's funds. He/she shall perform other duties assigned to him/her by the president.

PUBLICITY DIRECTOR: The publicity director shall, in harmony with the wishes of the Board of Directors, endeavor to promote membership, attendance and interest in the Federation by publicizing its activities - particularly those having to do with the annual conference and contest. He/she shall perform other duties assigned to him/her by the president.

GRANT DIRECTOR: The grant director shall seek grants to support the efforts of the Organization, especially with respect to funding support for the annual conference and writing contest. He/she shall recommend any changes in the operation of the Organization or any aspect of the annual conference and contest that might enhance the prospects of receiving grant support. Such recommendations shall be regarded as suggestions only and have no force of rule unless properly voted on or otherwise implemented by the Board of Directors. He/she may appoint a committee to serve under him/her and to help with the fact-finding and grant writing process.

Staff Positions

1. Staff positions of the Federation shall include the EDITOR of the official OWFI newsletter, and the WEBMASTER who oversees the development and maintenance of the official OWFI web page and the PARLIAMENTARIAN who assists the board in following proper protocols and maintaining the integrity of the process.

2. Staff positions shall be filled by appointment of the Executive Committee but are not members of the Executive Committee by way of their office. Staff positions may be appointed from the general membership and need not be members of the Board of Directors. Appointed staff may be terminated by the Executive Committee for failure to uphold the duties of the position.

3. Executive Committee may appoint other temporary staff positions and define the duties as is deemed necessary for a specified period of time, not to extend beyond the time of the next general election of officers.

Staff Position Duties

The Editor will produce, edit and distribute in a manner approved by the Board of Directors a newsletter to all members. The Board of Directors shall define the publication and/or distribution dates of the newsletter and may specify certain types of content that must be included in the newsletter.

2. The Webmaster shall produce, edit update and otherwise provide upkeep of the

official OWFI Internet web page. The President and/or the Board of Directors may specify the information to be added to the web page and the timeliness of updates.

3. The Parliamentarian will advise the Board of Directors and the Organization on the proper conduct of the organization's business according to the Bylaws and approved Rules of Order. He/she will provide support when any edits of the Bylaws or Rules is needed.

Standing Committees

At the start of his/her tenure, the President shall appoint the members of several Standing Committees. The standing Committees include but are not limited to: The Contest Committee, which shall include the current First Vice President and Second Vice President as full members as well as others appointed by the President, shall be responsible for the development and implementation of all rules, procedures, forms and other aspects of the contest. The Bylaws Committee shall regularly review and as necessary submit suggestions for revisions to the Board of Directors. The Parliamentarian shall chair this committee.

ARTICLE VI

Meeting

1. Board of Directors and the Executive Committee. The Board of Directors shall meet at times specified in the Standing Rules or at the call of the president or any two members of the Executive Committee to conduct such business of the Federation as is deemed necessary. The Executive Committee may meet at the call of the President or any two members of the Executive Committee at times other than the meetings of the entire Board of Directors to conduct such business as is deemed necessary.

2. Annual Meeting. A meeting of the general membership of the Federation shall be held at the annual conference for transacting such business as may come before the general assembly.

3. Any Affiliate Member club that fails to send a delegate or designated proxy to the Board of Directors meeting that takes place during the organization's annual conference may, at the discretion of the Board of Directors, be dropped from the rolls of OWFI as an Affiliate Member. Clubs may apply for reinstatement as an Affiliate Member with the approval of Board of Directors. Individual members of a dropped Affiliate Member club will remain as Members At-Large of OWFI through the term of their current dues.

Quorum

No actions may be taken by the Executive Committee, the Board of Directors, or the general Membership without a quorum. Unless noted differently elsewhere in this document for specific situations, the quorum is as follows:

1. Quorum for Executive Committee shall be one-half (1/2) of the current officers of the Federation.

2. Quorum for meetings of the Board of Directors shall consist of representation of at least one delegate from one-third (1/3) of the Affiliate Members of the Federation in good standing.

3. Quorum for general Membership meetings shall consist of a quorum of the Executive Committee and the Board of Directors and any ten (10) members in good standing who are not also Officers or Directors of the Federation.

ARTICLE VII

Amendments

1. These Bylaws may be amended or repealed by:

A. A two-thirds majority vote of members present and in good standing at the Annual Meeting of the general membership during the annual conference;

B. A Call for Approval sent via U.S. mail to members in good standing. In this case, voting may be made via U.S. mail or email to the secretary of the organization;

C. A two-thirds majority vote of members responding to a Call for Approval sent via an email message and/or a Call for Approval posted on the organization's web site. Email will be sent to the last email provided by each member to the organization's treasurer. In this case, voting may be made via U.S. mail or email to the secretary of the organization.

2. Such alterations may be offered by the Board of Directors, by a special committee appointed by the president and approved by the board of directors, or by a petition of any ten OWFI members in good standing.

3. Proposed changes must be submitted to the general membership by any or all approved means of notification as established in the organization's Standing Rules. Proposed changes must include a voting deadline. Proposed changes with no voting deadline explicitly stated will be voted on at the next Annual Meeting if sufficient time exists between proposal and the Annual Meeting. Proposed changes must be submitted to the Board of Directors by any approved

means not less than sixty (60) days prior to the Annual Meeting and to the membership by any or all approved means not less than thirty (30) days prior to voting deadline.

Standing Rules

1. Standing Rules may be changed by a two-thirds majority vote of the Board of Directors at any scheduled or called meeting. The Board may, at its discretion, present such changes for a vote of the general membership at the annual conference. In such a case, notification of the proposed changes shall appear in the newsletter not less than thirty (30) days prior to the annual meeting and changes would require a majority vote of the general membership present and in good standing at the annual meeting.

Operating Rules

1. Changes to Operating Rules require a simple majority of members of the Executive Committee at any meeting of the Executive Committee or the general membership at which a quorum of the Executive Committee exists.

ARTICLE VIII

Plagiarism and Expulsion

1. Persons discovered submitting work other than their own shall be permanently barred from entering any OWFI contests. The entry shall be rejected and any entry fee forfeited.

2. Any member of the Federation may, by a two-thirds vote of the members of the Board of Directors present at a scheduled or called meeting, be expelled and divested of honors for conduct deemed by the Board to be unprofessional conduct harmful to the Federation. Any person considered for expulsion will be invited to meet with the board. Voting shall be by secret ballot.

ARTICLE IX

Rules of Order

In all questions not in conflict with the Bylaws of this organization, the latest revised edition of Robert's Rules of Order will provide the parliamentary authority under which the Federation shall conduct business.

ARTICLE X

Other Operating Procedures

Standing Rules

The Board of Directors shall establish various standing rules regarding operational details of the Federation. Included, but not limited to, are such items as: the date of the Annual Conference; the distribution schedule of the Federation's official Newsletter; amount and payment dates of Dues; schedule of Board Meetings.

Operating Rules

The Executive Committee shall from time to time establish procedures for the operations of the Federation. Such procedures may include, but are not limited to, such items as: rules, categories and entry procedures for the annual Writing Contest; procedures for recognizing and adding new Affiliate Members; temporary additions to officer duties.

ARTICLE XI

Insignia Logo

An insignia or emblem will be approved by the Board of Directors and shall thereupon become the insignia of the organization. The board shall be empowered to take whatever steps are necessary in patenting or copyrighting to insure protection of this insignia. Use of the insignia on letterheads and by other means shall be restricted to Affiliate Member clubs in good standing, and no use of the insignia may be made which is at variance with the stated aims and purposes this Federation. No other person or organization shall use the insignia without written permission of the OWFI Board of Directors and may then use it only as directed by the terms of the written permission.

STANDING RULES

ANNUAL CONFERENCE:

The annual Conference will be held on or about the first weekend of May each year.

NEWSLETTER

The Newsletter is published three times a year, will be mailed upon request to members on the 15th day of June, October, and March. The October issue will contain material and information related to the May conference: conference registration, contest entry forms and entry categories and the speakers scheduled to attend known at that point in time. An electronic copy will be posted to the OWFI website.

DUES

Dues for Members At-Large are \$30.00 annually, due October 1st.

Dues for Affiliate Members are \$25.00 annually, due October 1.

BOARD OF DIRECTORS

1. Delegates to The Board of Directors shall be elected or appointed annually by each affiliated group according to the following formula:

A. Clubs with fewer than ten OWFI members are entitled to one (1) voting delegate.

B. Clubs having 10-21 OWFI members will have two (2) delegates.

C. Clubs having 22-51 OWFI members will have three (3) delegates.

D. Clubs having 52-81 OWFI members will have four (4) delegates.

E. Clubs having 82-111 OWFI members will have five (5) delegates.

F. Clubs having more than 112 OWFI members will have a maximum of six (6) delegates.

2. In addition to delegates from affiliate members, the president shall, with the approval of the executive committee, appoint two At-Large delegates from the among the At-Large members in good standing at the time of appointment. This appointment is to take place at the Annual Meeting at which the new officers are presented to the General Membership.

BOARD MEETINGS:

Regularly scheduled meetings of the Board of Directors shall occur on or about the first Sunday of September, December and March and at the annual conference.

COMMITTEE APPOINTMENTS:

At the start of his/her tenure, the President shall appoint the chairpersons of several Standing Committees. The Standing Committees may include but are not limited to: Contest, Bylaws, Historian, Parliamentarian, Nominations, Sponsorships, Auditor, and Honorary Life Member committee.

DELEGATE VOTES:

Each Board Member carries only one vote, even if they continue to represent their affiliate as delegate after becoming an elected officer. In addition, a board member, except for the President, may carry at most one proxy vote if:

1. Proxy is for an affiliate they do hold membership in, AND
2. There is no other delegate in attendance or proxy for the same affiliate, AND
3. The affiliate in question has notified the Federation Secretary of the proxy in advance of the meeting.

DISCRETIONARY EXPENDITURES:

The president may at his/her own discretion authorize an expenditure of up to \$150, to be paid by the treasurer out of the organization's funds. The Executive Committee may approve expenditures up to \$1000 without prior approval by the Board of Directors. All expenditures over \$1000 require the approval of the full Board of Directors.

FUNDS REIMBURSEMENT:

An approved signatory, other than the payee, must sign all checks for reimbursement of expenses related to the operations of OWFI. Approved signatories include the President, Treasurer, and Secretary. The board may approve others.

REGISTRATION AND CONTEST ENTRY FEE REFUNDS:

OWFI will offer no refunds for entry fees paid for the annual conference or contest.

Registration Fee Refunds. Any registrant for the annual conference may request a refund of registration until 30 days prior to the start of the conference. A processing fee of \$50 will be deducted from the refund.

ELECTION DATES:

Election of the president will take place in December, who will assume duties in May following the conference. The nominations committee will present the nominations for president at Executive Committee meeting in the fall and those nominations will be presented to the Board at the December meeting for vote. This will allow the incoming president more time to find top quality speakers for the upcoming conference.