

Preamble. This Constitution of West Virginia Writers, Inc., ratified at the annual meeting of the full membership of West Virginia Writers in June of 2005, supplants any earlier version of the Constitution, bylaws, and amendments and shall serve as the foundation for all activities and operational guidelines undertaken by WVV. It was written following the same process as the last time the Constitution was rewritten and intends to strengthen the Constitution's authority while streamlining many of the processes employed in the governance of West Virginia Writers.



CONSTITUTION AND BYLAWS

West Virginia Writers, Inc., founded as the Committee of West Virginia Writers, February 26, 1977, by invitation of the Director of the West Virginia Arts and Humanities Council, is a nonprofit 501(c)3 corporation that, by providing community programs, regional and national resources, and statewide opportunities for creative and professional development, supports, develops, and promotes writers, the writing process, and a statewide literary environment.

ARTICLE I. NAME

The name of this organization shall be West Virginia Writers, Inc., hereinafter referred to as WVV.

ARTICLE II. MEMBERSHIP

Section 1. Full membership in WVV requires interest in writing and the timely payment of annual dues. Regular members shall have full voting privileges.

Section 2. Student membership in WVV requires, in addition to the above, at least eighteen years of age and full-time enrollment in a high school or institution of higher learning. This shall be a voting membership.

Section 3. Young writer membership in WVW is open to persons under 18 years of age and requires timely payment of annual dues. This shall be a nonvoting membership.

Section 4. Honorary membership in WVW may be bestowed upon individuals by recommendation of the Board and a majority vote of members in attendance at the annual meeting. This shall be a nonvoting, lifetime membership.

ARTICLE III. OFFICERS

Section 1. The elected officers of WVW must be residents of West Virginia and may have been either members of WVW for at least the two years preceding nomination or have had experience with tasks required for the position. Positions shall include

President
Vice President
Second Vice President
Secretary
Treasurer
Parliamentarian

Section 2. Duties of the Officers

The PRESIDENT, when available, shall

- preside at all meetings,
- perform or delegate all organizational functions of WVW as set forth in the Operational Guidelines,
- be an ex-officio member of all committees except the Nominating Committee, and
- have such other duties as outlined in *Robert's Rules of Order*.

The FIRST VICE PRESIDENT shall

- perform the duties of the President in the President's absence,
- perform other duties as assigned by the President,
- be responsible for publications and ongoing communications, and
- facilitate the coordination of the activities of regional and granted projects.

The SECOND VICE PRESIDENT shall

- perform duties as assigned by the President,

- determine and appoint regional representatives as appropriate and feasible, and
- serve as liaison between the Board and the committee chairs, project directors, and regional representatives.

The SECRETARY shall

- keep accurate minutes of all Board and full membership meetings,
- keep a register of attendance at such,
- take charge of all documents belonging to WWV, and
- notify the membership of all full membership meetings, annual or called.

In the absence of the President and First Vice President, the Secretary shall call the meeting to order and preside over the immediate election of a chairman *pro tem*.

The TREASURER shall

- receive and bank all monies belonging to WWV,
- keep accurate records in accordance with acceptable accounting practices,
- make timely reports of all financial transactions, usually at every regular Board meeting and every annual meeting of WWV, and
- ensure that all proper documents and reports are filed with appropriate federal and state agencies as required by law and pursuant to WWV's 501(c)3 status.

The Treasurer has the sole authority to disperse the funds of WWV, but any amount over what is specified in the Operational Guidelines must be approved by two other officers of the Board.

The PARLIAMENTARIAN shall

- become familiar with the Constitution of WWV and *Robert's Rules of Order*,
- see that audits take place as warranted,
- act as "utility infielder," undertaking tasks as delegated by President, First Vice President, or Second Vice President, and
- settle any questions of organization or procedure.

Further specific duties of the Officers of the Board are detailed in the Operational Guidelines and Tasks and Procedures Handbook.

Section 3. Election and Terms of Office

Officers shall be elected in open forum at the annual meeting and shall take office on July 1. Any regular member of WVW not attending the conference may mail to the WVW Secretary, *before* the annual meeting, votes for persons eligible for Board office. Officers shall serve a term of one year and may be reelected to that office only once, for a total of two consecutive terms. At least one year must elapse before that person can be elected to that office again. This does not preclude election to another office.

Section 4. Removal from Office and Filling of Vacancies

Any elected officer may be removed from office only for dereliction of duties and only by two-thirds secret ballot vote of all members of the Board OR by majority vote of WVW members attending any called and duly noticed full membership meeting.

Should any officer find it necessary to resign, such intent shall be delivered in writing to two of the following three officers: President, Vice President, or Parliamentarian. The Board shall act on the intent at its next meeting.

In case of a vacancy in an elected office, the Board shall elect a member of WVW to complete the unexpired term.

Section 5. The Board of Directors (also known herein as “Board”) shall comprise the elected officers and the immediate past President.

Regional representatives, as nominated or appointed by the Second Vice President, may attend Board meetings as required or desired.

ARTICLE IV. GOVERNANCE STRUCTURE AND PROCESS

Section 1. The Constitution shall form the foundation of all operations, programs, and activities of WVW and may only be amended as laid out in Article X, Section 1.

Section 2. The Operational Guidelines shall serve to outline the specific principles, goals, and processes of WVW, its membership and Board, and may only be amended as laid out in Article X, Section 2.

Section 3. The President shall have the power to disburse funds and incur reasonable debt in order to facilitate the operations, programs, and activities of WVW.

Section 4. Any program, effort, publication, or activity that represents WVW to the general public must be ratified by a majority vote of the Board before it is undertaken.

ARTICLE V. DOCUMENTATION

All documentation created by Board officers in the performance of their official duties shall be considered the property of WVW. Should any officer resign or expire while in office, these documents shall be delivered to the President or Secretary of WVW.

ARTICLE VI. MEETINGS

Section 1. WVW shall have one regular full membership meeting annually, between May 15 and July 1 and usually in conjunction with the annual conference. Other full membership meetings may be called by the Board. Notice of all full membership meetings must be mailed to WVW members at least thirty (30) days prior to the meeting day.

Section 2. The Board of Directors must meet at least twice a year in addition to the annual meeting but may meet more frequently at the discretion of the President or a majority of other Board members. Meetings may be in person, by conference call, by using live online meeting technology, or by email as outlined in the Operational Guidelines.

ARTICLE VII. COMMITTEES

Section 1. With the exception of the Nominating and Budget Committees, all committee chairpersons, members of WVW, shall be appointed by the President to serve terms concurrent with those of the elected officers. The needs of WVW shall determine formation of committees, which shall be done by majority vote of the Board. Committee members may be appointed by the President or chosen by the committee chair. They must be members of WVW and must be ratified by majority vote of the Board.

Section 2. The Nominating Committee shall comprise three (3) members elected by the full membership at the annual meeting and two (2) appointed by the President. The first person named will call the first meeting, at which time the group will elect its own chair.

Section 3. A standing Budget Committee shall be appointed by the President *every other year*, each member to be ratified by a two-thirds (2/3) vote of the Board and to serve two-year terms. The Budget Committee shall be composed of the President, two current or past officers of the Board and one Full Member of WVW not currently on the Board. The Chair of the Budget Committee shall be chosen by vote of the members. One member of the Budget Committee may serve as grants coordinator and a different one shall, with the Treasurer, prepare and administer the budget.

ARTICLE VIII. DUES

Dues shall be payable prior to the beginning of the WVW fiscal year, July 1-June 30. During a grace period from May 1 to July 1, a dues payer may indicate whether the dues are to be applied to the current or the coming fiscal year. If no indication is presented, the dues will be applied to the current year. The amount of dues shall be set by vote of the full membership. Honorary members shall be dues-free. Dues for young writers and student members shall be set by the Board.

ARTICLE IX. PARLIAMENTARY AUTHORITY

Section 1. Quorum and Duties of the Full Membership of WVW

A quorum for full membership meetings shall consist of members present. *Robert's Rules of Order, Revised Edition*, shall govern the conduct of business of WVW. Job descriptions will also follow this guide except as otherwise determined by the Board.

Section 2. Quorum and Duties of the Board of Directors

A quorum of the BOARD OF DIRECTORS shall be a majority of its members, which includes the current elected officers and the President of the previous Board. The Board shall have general supervision of the affairs of WVW between full membership meetings and shall have the authority to carry out all decisions of the full membership and the Board.

ARTICLE X. AMENDMENTS

Section 1. The Constitution and bylaws may be amended at the annual meeting by a two-thirds (2/3) vote of the members present, providing written copies of the proposed amendment(s) have been submitted to the membership at least thirty (30) days prior to that meeting.

Section 2. The Operational Guidelines may be amended by a two-thirds (2/3) vote of the Board.