

Western Writers of America, Inc. CONSTITUTION AND BYLAWS

Preamble

BE IT KNOWN that the Western Writers of America, Inc., is a nonprofit confederation of professional writers of fiction and nonfiction pertaining to or inspired by the tradition, legends, development, and history of the American West.

Its Members have come together for their mutual benefit to appreciate, publicize, and promote the literature of the West: fiction and nonfiction, poetry, song, and for all media formats.

It seeks and welcomes as active and associate Members qualified professional writers interested in the history and literature of the West. It encourages other individuals and organizations to participate as patron Members in furthering the appreciation of western literature and history and in preserving Western Americana through the written word.

It shall not impose or seek to impose rules or regulations upon its Members, which shall restrict their personal dealings with editors, agents, or publishers. It shall advocate contract and working arrangements for the protection and benefit of the Member writers.

Aims and Purposes

In addition to the basic concepts set forth in the Preamble, the aims and purposes of the Organization shall be:

To hold an annual convention at which Members from areas throughout the world may meet for the enjoyment of each other's society, for the exchange of ideas, and for the discussion of programs, and other activities tending to promote the welfare of the Organization and its Membership, where Members may confer with agents, editors, and publishers regarding trends in the publishing field, work in progress, or future contracts; where lectures may be delivered by outstanding authorities on the history, traditions, and legends of the Convention locality; where banquets may be held, awards of merit conferred, and officers for the ensuing year installed.

To foster excellence through workshops, seminars, and other activities increasing the appreciation of Western literature and through the presentation of annual awards, which shall be designated "The Western Writers of America Spur Awards," for outstanding achievement by writers in the Western field, such achievement to be judged by recognized authorities in the field.

To prepare and distribute a publication, Roundup Magazine, designed to keep the Membership informed of Organizational activities, to present articles by distinguished authorities on the history, heritage, folklore, and persons of the American West, and to promote the production, sale, distribution, and appreciation of Western literature. Roundup Magazine shall be published on a regular schedule established by the Executive Board.

To extend the influence and prestige of Western Writers of America, Inc., by encouraging qualified professional writers in the Organization's field of interest to join its Membership.

To cooperate with any other organization dedicated to the stimulation of interest in the literature of the West and to the well-being of the authors in the field.

BYLAWS

ARTICLE I Membership

Section 1. Active Membership in the Western Writers of America, Inc., may be granted to authors who derive their livelihood, in whole or in part, from the writing of books, stories, articles, screenplays, or teleplays, poetry, songs and other material in any medium pertaining to the traditions, legends, development, customs, manners, or history of the American West and the early frontier, if published or produced without financial assistance of the author and provided he/she qualifies under one of the following requirements:

- A. Has authored three or more published books, adult or juvenile, in either hardcover or paperback format, or other established publishing form, which must pertain to the American West. (A volume of short stories shall be considered a book.)

Adopted March 2020

B. Has authored at least twenty short stories and/or articles, poems, songs or other short material for which remuneration has been received and which have been published in nationally recognized publications, or other established publishing form, which pertain to the American West.

C. Has received credits and remuneration for three or more screenplays or audio/video scripts or nine or more original teleplays, actually produced or presented, which pertain to the American West.

Section 2. Associate Membership in the Western Writers of America, Inc., may be granted to any author qualifying under the provisions of Section 1 except as to volume of material, provided he/she has authored one published book or five short stories and/or articles, songs, poems or other short material pertaining to the American West or one screenplay, audio/video script, or three teleplays pertaining to the American West and the early frontier. Such works may be produced with or without financial assistance of the author. Associate Membership may also be granted to persons in the field of Western literature in capacities other than writing, such as editors, agents, artists, publishers, reviewers, critics, motion picture or television producers and directors, librarians, booksellers, et cetera.

Section 3. Patron Members shall be those individuals, companies, corporations, libraries, presses, organizations, and booksellers with a vested interest in the literature of the American West and the West's advancement and heritage. Active and Associate Members who join at the Patron level shall retain all rights and privileges associated with their professional Membership status. Sustaining Members shall be those Members from among active and associate Membership who desire to support the organization at an intermediate dues level.

Section 4. The qualifications of applicants for Membership shall be determined by a Membership Coordinator appointed by the President with the approval of the Executive Board. The Membership Coordinator must be an Active Member of WWA for at least five (5) years prior to taking on the Membership Coordination position and shall have authority to approve members. In the event it is not clear whether an applicant meets the qualifications for the level of membership sought, the Membership Coordinator shall consult with the President, Vice President and Secretary-Treasurer for a determination of membership.

Section 5. Neither Active nor Associate Membership shall be granted on the basis of material for which the author did not receive remuneration.

Section 6. In the case of co-authorship, the contribution of each author shall be considered a full unit in qualifying for either Active or Associate Membership.

Section 7. The Executive Board, by a majority vote, may reduce the requirements of Sections 1 and 2 hereof, if in its opinion the applicant has contributed significantly to the literature of the West or to Western Writers of America, Inc. The receipt of a Spur Award will be considered a significant contribution.

Section 8. A Member in good standing is a Member whose dues are not delinquent on February 1, or whose assessments (if any) are not more than three months overdue, and against whom no disciplinary action has been taken by the Executive Board. Only Members in good standing shall be eligible to vote, hold office, or receive Roundup Magazine at the expense of the Organization.

Section 9. Immediately upon the approval of an applicant for Membership, the Membership Coordinator shall notify the Secretary-Treasurer of the name and address of the new Member. The information will be entered on all appropriate mailing lists and in the roster of Members.

Section 10. Applications for Membership must be accompanied by the full amount of dues for the current year. Members who join between July 1 and October 1, will have dues for the following year assessed at one-half the annual dues rate. Members who join between October 1 and December 1 will be credited for the remainder of the year in which they join, and for the following year.

Section 11. Members are encouraged to identify themselves as Members of WWA in their correspondence with the phrase "Member, Western Writers of America." Such use should not imply official WWA authority, except in official correspondence of the Organization.

ARTICLE II
The Vote

Section 1. Only Active Members in good standing shall be entitled to vote in the election of Officers and Executive Board Members or on proposals for the amendment of the Constitution and Bylaws.

Section 2. At the regular election of officers, matters other than the election of Officers and Executive Board Members may be voted on. If Constitutional amendments, dues increases, or other policy matters are voted on at other times, or if there is a special election, ballots shall be returned to and counted by an Election Board as provided in Article IX of these Bylaws, and the general procedures of Sections 2, 3, 4,

5, and 6 of Article IX shall be followed except the time schedule indicated therein may be disregarded.

When Members are called upon to vote solely on matters such as the bestowing of honors and awards or other matters that have no bearing on the governance and procedures of the Organization as set forth in the Constitution and Bylaws, or when a survey not binding on the Executive Board is desired, Article IX need not be followed as long as the distribution and tabulating of ballots is conducted in a patently careful and impartial manner. Both Active and Associate Members attending the annual meeting are eligible to vote on future convention sites. All other votes will be by mailed ballots, sent by postal mail or electronic means sent by a member from the email account on record.

Section 3. Article IX provides that ballots be sent to all Members eligible to vote; therefore, when it is stated in these Bylaws that a resolution of the Executive Board requires approval or ratification by a majority of Members in good standing, both Active and Associate, approval or ratification or failure thereof shall be determined by a majority of the votes cast. In the event of a tie, approval or ratification will have failed.

Section 4. No resolution offered by an individual Member, group of Members, or committee shall be put to a Membership vote until approved by Executive Board action if such resolution pertains to the Constitution of the Organization, Bylaws, or basic policy.

Section. 5. It is not required that voting members sign the written ballot when voting. However, to ensure that the proper number of votes do not exceed the number of voting members, all written ballots must be submitted either in envelopes containing the voter name and address, or, if the ballot is submitted electronically as an attachment to an email, the email must contain the name and address of the voting member, or other identifying documentation. The identifying information of the voter name and address shall only be used to verify that a voting member cast a ballot and anonymity of all ballot selections shall be protected.

Section. 6. The Executive Board shall have the right to reject any ballot for which the Board has a reasonable basis to doubt the validity of the ballot.

ARTICLE III

Charges and Recall

Section 1. Charges against Members: Any Member in good standing may prefer charges against another Member, if, in his/her opinion, the cited Member be guilty of conduct, action, or statement which is or has been prejudicial to the well-being of the Organization. Any such charges must be transmitted by the complainant to the President in a formal written and signed statement, setting forth the name of the accused and full particulars of the prejudicial conduct, action, or statement with which he/she is charged, together with specific authorization for the President to present the statement, or a true and accurate copy thereof, to the accused.

The President is hereby required to present said statement of charges to the Executive Board within ten days of the date postmarked upon the transmittal envelope. He/she is further required, within the same time limit, to notify the accused in writing, transmitted by registered mail, of all charges preferred against him/her, by whom preferred, and to invite his/ her submission of a statement acknowledging the accusation of defending himself/herself against it.

Whether or not a statement of defense is made by the accused, the charge or charges preferred against him/her shall be considered and voted upon by the Executive Board within sixty days of the date upon which the accused was notified of the charges. If found guilty by the Executive Board, the accused may be disciplined by a temporary suspension or the outright cancellation of his/her Membership. If found innocent, and if the charges against him/her are found to be unwarranted and unreasonable, the Executive Board may take disciplinary action against the Member preferring charges.

Section 2. Recall of Officers: In the event the President shall ignore or unreasonably fail to abide by resolutions or directives of the Executive Board, or shall, without Board authorization, take actions which under these Bylaws require such authorization, then the Vice President shall be obliged to issue a General Letter to all Active Members of the Organization, informing them of the President's misconduct in office, and citing specific instances thereof.

Upon submission to the Vice President of a petition signed by twenty or more Active Members in good standing, proposing the recall of the President, the Vice President shall submit to a Board consisting of three non-officer Members of the Executive Board, a resolution for the removal of the President from office. In the event said resolution be adopted by a majority of such three-Member Board, then the Vice President shall instruct the Election Board to conduct within thirty days a recall election under the general procedures set forth in Article IX thereof, and if the resolution for removal from office be ratified by a majority vote of the Active Members in good standing, then the Executive Board shall declare the office of President vacant, whereupon it shall be filled by the Vice President in accordance with the provisions of Article VIII, subtitle President, Section 3 hereof.

In the event the Vice President be guilty of misconduct in office, then the President shall take action against him/her under the procedures set forth in paragraphs 1 and 2 of this Section, and if the Vice President be removed from office he/she shall be replaced as provided for in Article VIII, subtitle Vice President, Section 3 hereof.

**ARTICLE IV
Dues and Special Assessments**

Section 1. Dues shall be set by resolution of the Executive Board.

Section 2. Dues may be increased or special assessments may be imposed by the Executive Board without the approving vote of all Active and Associate Members.

Section 3. In December of each year the Secretary-Treasurer shall bill each Member for dues for the upcoming year. Such bills shall become payable forthwith. All Members with unpaid dues will be dropped from the rolls February 1 of each year. However, the Executive Board may extend the time to be allowed before termination in individual cases.

**ARTICLE V
Meetings**

Section 1. A general meeting of the Membership, to be designated the "Annual Convention of Western Writers of America, Inc.," shall be held in June of each year whenever feasible, but it may be held at another time or when a majority of the Membership so desires. At each Convention the site or sites of future Conventions shall be recommended by a majority vote of both Active and Associate Members present and voting.

Site selection will be on the basis of proposals presented to the Membership, such proposals to be sought and screened by the Vice President or Executive Director, if one has been hired, and all proposals to be approved by the Executive Board prior to submission to Membership for voting. Final selection of location will be made by the Executive Board based on firm written bids solicited by the Vice President or Executive Director. The Executive Board shall serve as the general convention planning committee; a local committee may be appointed to assist with arrangements.

Convention sites shall be selected a minimum of two years in advance, though it shall be the option of the committee and Board to present bids for periods longer than two years in advance. Once chosen by Membership vote as above, no selection shall require further ratification. In the event that a bid is withdrawn by its sponsors or if the conditions of a bid are unacceptably changed or if through other unforeseen circumstances a selected site becomes patently undesirable, a new site shall be selected by the Executive Board.

Section 2. The President shall preside at all general Membership meetings. In the event of his/her absence from the Convention, or of his/her incapacitation, the Vice President shall act in his/her stead, and in the absence or incapacitation of both said Officers, then the Secretary-Treasurer shall preside.

**ARTICLE VI
Fiscal Year**

The Fiscal Year shall begin June 1st of each year.

**ARTICLE VII
Executive Board**

Section 1. The Executive Board shall consist of all elected Officers, plus the immediate Past President and three Members elected from the roster of Active Members in good standing. The Board, at its discretion, may appoint a representative of the publishing industry as an Ex-officio Member of the Board.

Section 2. The President shall be Chairman of the Executive Board, shall preside at all meetings, and shall conduct and direct all deliberations carried on through correspondence. In the absence or temporary incapacitation of the President, the Vice President shall act in his/her stead, and in the absence of both, the Secretary-Treasurer shall preside.

Section 3. Control of all Organization property, funds, records, functions, and operations shall be vested in the Executive Board, which, except as specifically restricted by these Bylaws, shall initiate, adopt, and cause to be executed, such rules, regulations, and measures as in the judgment of the majority of its Members shall be deemed necessary or expedient for carrying out the aims and purposes of the Organization, and for protecting and promoting the interests and welfare of its Members.

The Executive Board is specifically empowered to:

- A. Authorize the execution of publishing contracts.
- B. Employ legal counsel and public accountants.
- C. Institute legal proceedings when deemed to be the only available means for safeguarding the rights and assets of the Organization, or for the recovery of property, funds, or records which have been misappropriated or wrongfully withheld.
- D. Prescribe the manner in which the accounts and records of the Organization shall be kept, inspect and examine all accounts and records at will, require the Secretary-Treasurer to prepare and present for examination quarterly statements of receipts disbursements, current financial position, and bank balances.
- E. Prescribe the bank or banks in which funds shall be deposited, and verify balances at any time by direct communication with the depository.
- F. Authorize the President, Secretary-Treasurer, and such other Officers or Board Members as it shall deem expedient, to disburse Organization funds.
- G. Require that special elections be held, or votes requested from the Membership, whenever considered necessary to the well-being of the Organization.
- H. Replace from the roster of Active Members in good standing, any Member of its own body, excepting President or Vice President, who shall resign, become permanently incapacitated, or unreasonably fail to discharge his/her duties and obligations as an Executive Board Member.
- I. Appoint a Secretary-Treasurer for the balance of the fiscal year, or until such time as a special election shall be requested in writing by ten or more Active Members, in the event the Secretary-Treasurer shall resign, become incapacitated and unable to discharge the duties of his/her office, or be removed therefrom for cause.
- J. Remove the elected Secretary-Treasurer from office in the event that he/she shall unreasonably fail to discharge the duties of his/her office, ignore or fail to abide by the directives of the Executive Board, or be found to be provably guilty of defalcation or malfeasance in office.
- K. Approve or reject any appointment made to any committee by the President.
- L. Review proposed candidates for office under consideration by the Nominating Committee, which is chaired by the Vice President, before invitation to run is extended.

Section 4. The Executive Board shall specifically be denied power to:

- A. So obligate the Organization as to unreasonably or dangerously impair its financial stability.
- B. Amend or alter the Constitution or Bylaws without ratification by a majority vote of the Active Members in good standing.
- C. Refrain from holding, within thirty days after receipt of a written request from ten or more Active Members in good standing, a special election for replacement of a Secretary-Treasurer who has been appointed under the procedure provided for in Paragraph 1, Section 3, of Article VII.

The Executive Board may, however, initiate and adopt resolutions for amendment or alteration of the Constitution or Bylaws, for the alteration of the basic policies of the Organization, for the increasing of dues, or the imposition of special assessments, and may at any time present such resolutions to the Membership with recommendations that they be ratified, but such resolutions shall have no force or effect unless and until ratified by a majority of the Membership entitled by these Bylaws to vote thereon.

Section 5. Since Western Writers of America, Inc., is such a dynamic Organization and from time to time important decisions must be made for the benefit of the membership other than at the Annual Convention, the Board may, upon seven days written notice, hold an Executive Board meeting in person or by electronic means. At such other times as may be deemed expedient by the President or any other Member of the Board, an Executive Board meeting shall be conducted by correspondence in the following manner:

- A. All proposals for Executive Board action, whether initiated by another Board Member or by an Active or Associate Member in good standing, shall be submitted to the President in writing. To these proposals the President shall add such others, or such amendments as he/she deems desirable and shall submit the whole to each Executive Board Member in identical form,

requesting that said Member move for amendments to, or vote for or against each proposal in the form submitted.

B. In the event that no motion for amendment be made, and that a measure be approved by the affirmative vote of four or more Members of the Executive Board, it shall forthwith become binding upon the Officers and Membership. If no motion for amendment be made and the measure is rejected by the negative vote of four or more Board Members, it shall be considered defeated.

C. In the event that one or more motions is made for the amendment of any measure, then the President shall submit each such proposed amendment for the affirmative or negative vote of each Board Member, and the Member shall cast his/her vote without undue delay. Upon receipt of four or more affirmative or negative votes on each proposed amendment, the President shall rewrite the measure to give effect to the amendments sustained, and shall resubmit for approval or rejection, at which time no further amendments may be proposed. In the event that the amended measure receives four or more affirmative votes, it shall forthwith become binding upon the Officers and Membership; if not, the entire measure shall be considered defeated.

D. Upon the conclusion of the Board action upon any measure submitted, amended, approved, or rejected by correspondence, the President shall, within ten days, notify the Members of the Board and transmit to the Secretary-Treasurer a true and accurate copy of the measure for entry in the Minute Book of the Organization, together with a record of the results of the voting.

Section 6. On the first day of the Annual Convention, the outgoing Executive Board shall hold a meeting at the location designated as Convention Headquarters, for the purpose of receiving, reviewing, and discussing reports of the various committees; receiving, examining, and, if desired, questioning in detail the Secretary-Treasurer's annual reports of Membership changes, delinquent dues, financial transactions of the past year, and the current financial status of the Organization.

The outgoing Board should also examine the Minute Book and amend or approve the entries made therein during the term of its administration. It shall assemble and review files pertaining to proposed measures, those on which preliminary but not conclusive action have been taken, reports of projects, programs, or negotiations in progress, and such other documents and files as will aid the incoming Executive Board in carrying on the administration of the Organization's affairs.

It may pass resolutions approving or disapproving actions taken by Officers, or disbursements made from funds, without prior specific Board authorization, and take all other actions which may be appropriate to an outgoing Executive Board, but at this meeting it shall pass no measures and authorize no commitments or undertakings to be carried out by the succeeding administration.

Section 7. The incoming Executive Board shall hold a meeting at the location designated as Convention Headquarters before the conclusion of the Annual Convention, at which it shall receive for consideration such proposals as may be made by Members in attendance, and take such other action as it deems expedient or necessary.

Section 8. All Members in good standing may attend any meeting of the Executive Board, may state opinions and propose measures, but shall at all times be subject to rulings by the Chairman, and shall have no voice in the deliberations of the Board.

ARTICLE VIII **Officers**

Section 1. The officers of the Organization shall be a President, a Vice President, and a Secretary-Treasurer. The Executive Board may, however, designate an Honorary President in recognition of outstanding contribution to the literature of the West. Before such honor may be conferred, the designation must be ratified by majority vote of all Members in good standing, Active and Associate, and shall be for the lifetime of the recipient. All other terms of office shall be for two years.

Section 2. Candidates for the offices of President, Vice President, or Secretary-Treasurer must be Active Members of the Organization in good standing at the time of their nomination, and must have been Members of the Organization (either Active or Associate) for at least two years prior to their taking office.

Section 3. Only Active Members in good standing shall be qualified to vote in the election of Officers, and such elections shall be held in conformity with the provisions of Article IX of these Bylaws.

Section 4. The duties and powers of the Officers shall be as follows:

President

Section 1. The President shall be the Chief Administrative Officer of the Organization, and shall:

- A. Support, defend, and enforce the Constitution and Bylaws with vigor and impartiality, and subject to the approval of the Executive Board, take such actions, and initiate such programs as in his/her judgment will further to the greatest possible degree the financial stability, growth, and influence of Western Writers of America, Inc., the achievement of its Aims and Purposes, and the welfare of its Members.
- B. Be Chairman of the Executive Board, preside at all meetings, and direct all proceedings and deliberations conducted by correspondence.
- C. Preside at all meetings of the Membership.
- D. Put into effect and enforce all measures enacted by the Executive Board.
- E. Take such disciplinary action against Members or other Officers as may be required by resolution of the Executive Board.
- F. Act as Liaison Officer between the Executive Board and the Membership and other Officers, and through his/her hands shall pass all proposals for consideration by the Board. He/she must, however, present for consideration by the Board all proposals submitted, signed, seemingly in good faith, and in a form sufficiently definite and lucid to be appropriate for Board action.
- G. Represent the Organization, either personally or by written delegation of authority, in all official communications – both oral and written – the conducting of all negotiations, the making of all contracts and agreements binding the Organization to any course of action or financial obligation, and the making of all official releases of information and statements of policy, excepting only those prerogatives delegated to the Secretary Treasurer by the Constitution and Bylaws.
- H. Personally sign all contracts, agreements, or other documents, including convention contracts, authorized by action of the Executive Board and binding upon the Organization.
- I. Be authorized to sign checks drawn upon all banks or institutions in which funds of the Organization are on deposit, it being, however, required that all checks in excess of one hundred dollars (\$100.00) also be signed by another duly authorized Officer or Executive Board Member.
- J. Subject to approval by the Executive Board, appoint a Chairperson and Members to all Committees and Boards required by the Constitution and Bylaws, and to such other Committees as in his/her opinion may be expedient or necessary to the furthering of the Aims and Purposes of the Organization.
- K. Be an ex-officio Member, with the right to vote, on all Committees, excepting only the Nominating Committee which is required to review its list of potential candidates with the Board before extending invitations to run for office.
- L. Subject to the approval by the Executive Board, appoint the Editor/Editors of *Roundup Magazine* and, if he/she deems it expeditious, a Director of Publicity or other quasi-officials.
- M. Keep the Membership apprised of the Organization's activities via regular articles in *Roundup Magazine* or other WWA publications.

Section 2. In the event of the temporary absence or incapacitation of the President, the Vice President shall act in his/her stead during such incapacitation, being vested with all the powers of the Office, and charged with all its duties and responsibilities.

Section 3. If at any time the office of President be vacated, the Vice President shall forthwith, and without the necessity of Executive Board action, automatically become President of the Organization, with all the powers and responsibilities of the office and for a period ending at the close of the resigning President's unfinished term. The Vice President will automatically assume the duties of the President for an additional two years consistent with the formal line of succession and a special election will be held for Vice President.

Vice President

Section 1. The Vice President shall act as assistant to the President and, subject to Executive Board approval, shall perform such functions as may be delegated to him/her by the President, including serving as chair of the Nominating Committee, but in no event may he/she exceed the delegated authority, and his/her actions shall at all times be subject to supervision by the President. The Vice President shall be selected by the Membership vote and shall automatically succeed to the Presidency.

Section 2. The Vice President shall be a Member of the Executive Board by virtue of election to his/her Office, but shall have no further authority or prerogative in that body than any other Member thereof.

Section 3. In the event the office of Vice President shall at any time become vacated, either due to the incumbent's succession to the Presidency or from any other cause, then the Executive Board shall elect a Vice President from among its Members and, within thirty days, fill the vacancy on the Boards prescribed under Article VII, Section 3, Provision H. of these Bylaws.

Secretary-Treasurer

Section 1. The Secretary-Treasurer shall be the custodian of all Organization funds, property, and permanent records of every kind and description, and shall at all times be subject to directives by the President which have been authorized by the Executive Board.

Section 2. As soon as possible after taking office, the Secretary-Treasurer shall open, in a bank approved by the Executive Board, an account in the name of Western Writers of America, Inc., and shall furnish said bank with a certified copy of provisions E and F of Section 3, Article VII, and of provision I, subtitle President, Section 1, Article VIII of these Bylaws, together with specimen signatures of his/hers and the President, stipulating that checks in the amount of one hundred dollars (\$100.00) or less may be signed by either Officer, but that checks in excess of one hundred dollars (\$100.00) must bear the signature of the Secretary-Treasurer.

Section 3. All funds turned over to the incoming Secretary-Treasurer by his/her predecessor shall be deposited in said bank account immediately upon its being opened, and all subsequent receipts of Organization funds, regardless of amount or source, shall be deposited therein not later than ten days after being received.

Section 4. In the event that the Secretary-Treasurer shall succeed himself/herself in office, he/she shall immediately obtain from the incoming Executive Board approval or disapproval of the bank or banks in which Organization funds are on deposit. If approved, he/she shall at the earliest possible time furnish said bank or banks with a certified list of the newly installed Officers and Executive Board Members, and shall cancel the authorization of the outgoing Officers and Board Members to sign Organization checks. As soon as possible thereafter, he/she shall secure and furnish to said bank or banks the specimen signatures of the newly installed President and such other Officers and Board Members as may be authorized by the newly installed Executive Board to sign Organization checks.

Section 5. Except in case of emergency or incapacitation, the Secretary-Treasurer shall make all disbursements from Organization funds, and no disbursement shall be made which is not necessary to the normal functions of the Organization and supported by invoice or voucher, as in the case of Convention funds, unless specifically authorized by a resolution of the Executive Board.

Section 6. The further duties of the Secretary-Treasurer shall be:

- A. To attend, whenever feasible, all meetings of the Membership and of the Executive Board, and to keep true and accurate records of the proceedings thereof, which shall be incorporated in the Minute Book.
- B. To maintain records of all financial transactions of the Organization in accordance with accepted accounting principles. Such records shall at all times be kept up to date and open to the inspection of the President and Members of the Executive Board.
- C. To maintain up-to-date records of all Members of the Organization showing the most recent known address of each, and the date to which dues have been paid.
- D. To follow, promptly and faithfully, election procedure assigned to him/her by Article IX in the annual election and, except for dates, in special elections.
- E. To contact the Members with announcements, surveys, special mailings, et cetera, whenever directed to do so by the President pursuant to Executive Board resolution.
- F. To maintain up-to-date records of all subscribers to *Roundup Magazine*, showing address and date to which subscription has been paid, and to keep the Editor/Editors posted on any changes in the mailing list.
- G. To bill and collect, so far as possible, all subscription fees, dues, and any special assessments.
- H. To record in a Minute Book all resolutions passed by the Executive Board, and to distribute an exact copy thereof to the President and each Board Member when requested.

- I. To conduct all correspondence necessary to the efficient discharge of the duties of his/her Office, and to preserve a copy of all such correspondence in the files of the Organization.
- J. To maintain a current record of all appointments to boards and committees.
- K. To prepare quarterly, and submit to the President and Members of the Executive Board, a detailed statement of the Organization's financial operations for said period.
- L. To prepare, at the direction of the Executive Board, its annual report to the Membership of the resolutions adopted, the financial transactions of the Organization, and its current fiscal condition.

Section 7. Immediately upon the expiration, or termination for any other reason, of the Secretary-Treasurer's term of office, he/ she shall turn over to his/her successor all funds of the Organization, either on hand or in banks, and as soon as practicable thereafter, but not later than ten days, he/she shall turn over to his/her successor all Organization records and property of every kind and description, for which he/she shall be given by his/her successor, upon request, an itemized receipt.

Section 8. The Board shall also have the authority to hire Staff, including an Executive Director, to perform those duties that the Board deems appropriate and necessary.

ARTICLE IX **Elections**

Section 1. During or immediately following the Annual Convention each year, the President shall appoint a Nominating Committee, the Chairperson of which shall be the current Vice President.

In each even-numbered year, the Nominating Committee shall name two or more candidates for Vice President, one or more candidates for Secretary-Treasurer, and two or more candidates for one Executive Board position. In each odd-numbered year, the Nominating Committee shall name four or more candidates to two Executive Board positions. Each candidate is to be selected from the roster of Active Members in good standing and all nominations made with prior approval of the candidates.

Additional candidates for the positions named above may be nominated by any Active Member in good standing, provided such candidates are Active Members in good standing and have consented to accept the nomination, provided that each nomination is seconded in writing by five Active Members in good standing, and provided that such nominations reach the Nominating Committee by August 1. Such nominations must appear without prejudice on the Nominating Committee's list of candidates and on the official ballot.

Before declaring the list of candidates final, the Chairman of the Nominating Committee must confirm by consulting with the Secretary-Treasurer that each nominee is indeed an Active Member in good standing.

Not sooner than June 15 but on that date or as soon thereafter as possible the Chairman of the Nominating Committee shall transmit to the President, the Secretary-Treasurer, the Chairman of the Election Board, and the editor/editors of Roundup Magazine a final list of candidates.

Section 2. Prior to July 15 of each year, the President shall appoint, subject to approval by the Executive Board, an Election Board consisting of a Chairman and at least two members, all of whom reside in the same area and can meet without undue travel, expense, or loss of time. No member of the Election Board may be an Officer of the organization, a member of the Executive Board, or a candidate for election.

When the Secretary-Treasurer receives the final list of candidates, he/she shall have ballots prepared listing candidates for each post in alphabetical order. He/she shall also prepare return envelopes addressed "Election Board" and bearing the name and address of the Election

Board Chairman, these envelopes to be a size that may be enclosed in a #10 standard envelope in which both return envelope and ballot will be sent to the voter. The ballots shall state in bold type: "No ballot received by the Chairman of the Election Board after March 20 will be counted."

No sooner than February 20 but on that date or as soon thereafter as possible, the Secretary-Treasurer shall mail ballots, together with the return envelopes described above, to all Members on the certified list. All ballots mailed to Members overseas shall be sent airmail or via electronic means; those members may then print the ballot and return it via airmail or electronic means to the Election Board.

Ballots are returned to the Chairman of the Election Board in easily identified pre-addressed envelopes as described above; therefore, the Chairman of the Election Board shall identify and conscientiously collect these envelopes in a safe place, not opening them until the other

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members of the Election Board are present to count the votes.

Section 3. On March 20 or as soon thereafter as may in any way be possible, the Election Board shall meet to count the votes. At least two members of the Election Board in addition to the Chairman must be present.

If on any ballot a vote is cast for more than one candidate for the office of Vice President or Secretary-Treasurer, or if votes are cast for more than two candidates for the Executive Board, then in such instances where an excessive vote has been cast, no vote shall be recorded. Only one vote for any one candidate for the Executive Board shall be counted on each ballot.

When all eligible votes have been tabulated and rechecked, the candidates receiving the greatest number of votes for Vice President and Secretary-Treasurer shall be declared elected. The candidates receiving the greatest and the second greatest number of votes for the Executive Board shall be declared elected. If there is a tie for any office, the Chairman of the Election Board shall oversee the drawing of a lot to determine the winner.

Section 4. Immediately upon determination of election results, the Election Board Chairman shall make three separate copies of all results, listing the names of all candidates and the number of votes received by each and also listing all other proposals that appear on the ballot and the number of votes for and against. Each of these three copies of election results shall be signed by the Chairman and all members of the Election Board present at the counting and tabulation of the votes. The Chairman shall promptly send one copy to the President, one copy to the Secretary-Treasurer, and shall retain the third copy. All ballots cast, including ineligible ballots, shall be securely sealed and transmitted to the Secretary-Treasurer to be preserved for at least one year. The Secretary-Treasurer's signed copy of the election results shall be preserved in the permanent files of the Organization.

Section 5. Within twenty-four hours of the determination of the election results, the Election Board shall notify by telephone the President, the Secretary-Treasurer and the Editor(s) of Roundup Magazine of the results of the election. The President shall then notify each candidate whose name appears on the ballot of the results. The information shall be sent in writing to anyone who cannot be reached by telephone.

Section 6. Election results reported by the Election Board shall be final unless a recount is ordered by the Executive Board.

Section 7. The names of newly elected Officers and members of the Executive Board shall be published in the earliest possible issue of Roundup Magazine, but no report shall be made of the number of votes cast for any candidate.

ARTICLE X
ROUNDUP MAGAZINE

Section 1. Roundup Magazine shall be published on a regular schedule established by the Executive Board.

Section 2. Roundup Magazine shall be published under the direction of an Editor(s) appointed by the President with the approval of the Executive Board. The Editor(s) shall continue in his/her position until he/she chooses to resign or until the Executive Board chooses to replace him/her.

In general, the relationship of the Executive Board to the Editor(s) shall be that of publisher to editor. The Executive Board shall not intrude into the routine editorial matters and shall allow the Editor(s) reasonable and comfortable freedom in regard to format, style, and content of Roundup Magazine; however, the Executive Board shall determine the overall tone and policy of the magazine and in case of disagreement shall overrule the Editor(s).

Section 3. All Roundup Magazine records, files, correspondence, manuscripts submitted for publication, mailing lists, publishing aids, and equipment purchased by the Organization, and all like material related to publishing the magazine are the property of the Organization. In the event of a change of Editors, all or any part of the above property desired by the new Editor(s) shall be promptly sent to him/her, postage or other carrier fees to be paid by the Organization.

ARTICLE XI
Heir

In the event of the dissolution of the Organization, after payment of its legal debts and expenses of dissolution, all funds in the treasury and all other assets of the Organization shall be given, assigned, and conveyed to, and shall become the sole property of, the Homestead Foundation Inc.

**ARTICLE XII
Amendments**

Section I. The Constitution and Bylaws of the Western Writers of America, Inc., may be amended, repealed, or altered in part by resolution of the Executive Board when ratified by vote of the Active membership in good standing as set forth in Articles II and IX of these Bylaws.

Section 2. Proposals for such alterations may be initiated by the Executive Board, by any Officer, by a special committee appointed by the President and approved by the Executive Board, or by a petition signed by at least ten Active Members in good standing. However, no amendment in the Constitution or Bylaws shall be submitted for vote of the Active membership unless first approved by resolution of the Executive Board.

**ARTICLE XIII
Awards**

Section 1. Spur Award Categories shall be determined by the Executive Board, and existing categories may be revised from time to time as market or other conditions dictate.

Section 2. The Executive Board shall have sole power to set the number of submissions required in any category and to establish rules and procedures for the competition and to revise the list of Spur Awards as deemed necessary due to changing conditions in the Western literature marketplace.

Section 3. The President shall appoint a Spur Chairman before or during the annual meeting. The Spur Chairman shall then select judges with writing, editing or comparable experience to serve on the judging panel. Following completion of the judging process, all judges' sheets and tabulations will be forwarded to the Executive Director who will maintain the judges' signed rating sheets for a period of one year following the awards presentation.

Section 4. An award for best first novel shall also be awarded annually from among qualifying entries in the Spur Entry novel categories. An award for best first nonfiction book shall also be awarded annually from among qualifying entries in the Spur entry nonfiction book categories. These first book awards shall be based on judging in Spur Categories or determined by vote of a special committee, to include the Spur Awards Chair, Executive Director and/or WWA President, and the Roundup Editor.

Section 5. The Owen Wister Award for lifetime achievement as a writer may be awarded annually to a living author, nominated by the Membership and recommended by a selection committee for board endorsement. The Owen Wister Award recipient will automatically be inducted into the Western Writers Hall of Fame.

Adopted March 26, 2020