

DWW CONSTITUTION AND BYLAWS EFFECTIVE APRIL 13, 2019

Article I – NAME

The name of this organization shall be Detroit Working Writers (DWW).

Article II – PURPOSE

The purpose of the organization shall be to encourage creative writing of the highest professional standard and to serve as a creative and professional resource for its members and the community-at-large.

Article III – MEMBERSHIP

Section 1 — Eligibility

Michigan residents at time of application whose traditionally published work meets the standards for writing established by this organization are eligible for DWW membership. Applicants must be at least 18 years of age. No other age limits shall apply.

There shall be no other consideration of race, religion or faith, national origin, sex, or gender identity as a requirement for membership.

Section 2 — Application for Membership

Application for membership must be made in writing with the completed application form, writing samples, and application fee submitted per application guidelines.

Upon review, the New Membership Chair shall then submit the name(s) of applicant(s), along with the Committee's recommendation(s), to the Board of Directors for approval. Once the Board of Directors has reached a decision regarding an applicant, the New Membership Chair shall notify the applicant of the organization's decision.

Section 3 — Membership Procedure and Privileges

- A. Membership is available to applicants who have earned traditional publication credits according to current DWW guidelines. DWW shall offer membership to those whose applications are approved by the New Membership Committee and the Board of Directors. Approved applicants shall accept the offer of membership by paying the current DWW dues.

- B. All Members may attend all workshops, programs, and Board meetings.

- C. Voting Members as described in the DWW Bylaws may
 - 1) hold office, and
 - 2) vote on the election of officers, and
 - 3) vote on any proposals to amend the DWW constitution.

Section 4 — Reinstatement

Any member who has resigned by nonpayment of dues may apply in writing to the current President who, in turn, will ask the Board of Directors to vote on the request for reinstatement of membership. A two-thirds consent vote of the Board of Directors and payment of current dues are required for reinstatement.

Article IV — OFFICERS AND DIRECTORS

Section 1 — Officers

The Officers of this organization shall be President, Vice President, Secretary, and Treasurer, who shall be elected at the Annual Meeting. The President must have served on the Board in another capacity as an Officer, Honorary Director, or Committee Chair for at least one year.

Section 2 — Board of Directors

The elected members of the DWW Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and three Honorary Directors (voted into office at the Annual Meeting from the eligible membership list). Non-elected members shall consist of Chairs of all Standing Committees.

All matters of business shall be vested in the Board of Directors. All Board members must observe the DWW Constitution and Bylaws in all DWW matters or be subject to immediate removal from the Board by a simple majority vote of the Board.

Section 3 — Executive Committee

The President, Vice President, Secretary, Treasurer and the New Membership Chair shall act as the Executive Committee and shall act for the Board of Directors when necessary between regular Board meetings. Any action taken by the Executive Committee shall be reported to the Board of Directors.

Section 4 — Hold Harmless Clause

The Board of Directors shall be held harmless for any action taken in the discharge of their duties as delineated in the Constitution or Bylaws.

Article V— DUTIES OF OFFICERS

Section 1 — President

The President shall preside at board meetings, including the Annual Meeting and any other meetings that the President may call; and shall make special assignments as needed, including the appointment of those doing the Financial Review and those Chairs of Standing and Special Committees not prescribed by the Bylaws.

The President shall attend at least seventy-five percent of DWW Board meetings.

Section 2 — Vice President

In the absence of the President, the Vice President shall perform the duties of the President and shall serve as a member of the New Membership Committee.

Section 3 – Secretary

The Secretary shall keep minutes of all DWW Board Meetings, the Annual Meeting, and any other meetings that the President may call; conduct correspondence as directed by Executive Committee; and keep a copy of the Constitution and Bylaws available during meetings.

Section 4 – Treasurer

The Treasurer shall prepare and submit to the DWW Board of Directors regular reports on income and expenses, receive all monies; pay all bills; keep an itemized account of all receipts and disbursements; collect and deposit dues; and provide the organization's books and other financial records to be reviewed yearly by the Financial Review Committee.

Section 5 – Reports

All Officers and Standing Committee Chairs shall present a written report at the Annual Meeting. Upon retiring from office, Officers shall convey all their DWW records to their successors.

Article VI - ELECTION AND TERMS OF OFFICE

Section 1 — Election

Election of Officers shall be held every two years at the Annual Meeting.

- A. The DWW Board shall appoint a Nominating Committee to seek nominees for office from among the list of members in good standing.
- B. DWW Voting Members may also nominate eligible DWW Members from the floor at the Annual Meeting, providing the consent of the nominee has been obtained.
- C. Voting shall be by paper ballot, electronic ballot, or by signed proxy if there is more than one nominee for any office.
- D. Members may vote before the Annual Meeting by sending their ballot to a member designated by the Board who does not currently serve on the Board. The designee will record the names of members who voted early and hold the early votes in confidence until the Annual meeting.
- E. Those who may vote during the Annual Meeting are members who did not cast an early ballot as well as members who submitted a signed proxy vote to be opened during the Annual Meeting.
- F. A simple majority of votes cast shall elect.

Section 2 — Term of Office

- A. The term of all DWW Board Officers is two years. The President may not serve for more than four consecutive years.
- B. Vacancy in the office of Vice President, Secretary, Treasurer or Honorary Director shall be filled by the Board of Directors.

Article VII – MEETINGS

Section 1 — Meeting Frequency

The Board of Directors shall hold at least three meetings a year in addition to the Annual Meeting. The President may call additional meetings. Business may be conducted in person, on the telephone, or electronically.

Section 2 – Executive Committee

Executive Committee meetings may be called when needed. Business may be conducted in person, on the telephone, or electronically.

Section 3 – Meeting Records

The Secretary will provide Board members with a written statement of all decisions made during an electronic or telephone meeting of the Board or the Executive Committee.

Section 4 – Rules of Order

Proceedings of all meetings of the Board of Directors and the Annual Meeting shall be governed according to the DWW Constitution and, as needed, the most current edition of *Robert's Rules of Order* shall be consulted.

Article VIII – AMENDMENTS

Section 1 — Proposals to Amend

Proposals to amend the Constitution may be made at any Board meeting provided that a quorum of the Board of Directors is present. Approval by a simple majority vote of the Board is required for proposals to be submitted to the membership.

Section 2 – Approval

Proposed amendments must then be submitted in writing to voting members at least thirty (30) days in advance of the vote. Passage requires a two-thirds vote of DWW voting members present at the meeting when votes are cast.

Article IX - STATEMENT OF INUREMENT

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, any of its members, officers or other private persons, except that the organization shall be authorized to pay reasonable compensation or reimbursement for services rendered and to make payments and distributions in furtherance of the exempt purposes.

Article X - STATEMENT OF DISSOLUTION

In the event of the dissolution of the organization, after paying or adequately providing for the debts and obligations of the organization, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or corresponding Section of any future federal tax code. The organization must distribute its assets to other 501(c)(6) organizations or writing-related 501(c)(3) organizations. No part of the assets can go to an individual.

BYLAWS

Article I - AMENDMENTS

Bylaws may be amended, adopted, or repealed at any Board of Directors meeting, provided a quorum of Board members is present. Passage of any change in Bylaws requires a two-thirds vote of all Board members, whether they are present or voting by proxy.

Article II – COMMITTEES

Section 1 — Standing Committees

The DWW Board of Directors shall create Standing Committees as needed.

Section 2 – Special Committees

- A. The President may appoint other Special Committees as needed.
- B. The DWW Board may vote to consult a Parliamentarian to advise the Board as needed.

Article III – FINANCE

Section 1 — Dues

The Board of Directors shall review and set dues annually. Dues for members admitted after January 1 shall be one-half the annual dues for that year.

Section 2 — Fiscal Year

- A. The fiscal year shall be June 1st through May 31st of the succeeding year.
- B. Members shall pay dues before May 31st of each year. The President annually will notify members when dues must be paid. The Treasurer will keep a record of dues paid and forward member status and information to the President and Membership Chair.

Section 3 – Financial Review

The Treasurer's books shall be reviewed each year by May 31st by the Financial Review Committee, consisting of one to two members not on the Board or by other qualified persons appointed by the President.

Article IV — TERMINATION OF MEMBERSHIP

The membership of any member may be terminated, without notice and with or without cause, by the affirmative vote of the Board of Directors. The decision of the Board of Directors regarding termination of membership shall be final.

Section 1 — Refund of Dues

The Treasurer shall refund in full the dues paid for the current year by any member whose DWW membership has been terminated by vote of the Board of Directors.

Section 2 – Letter of Termination

The Secretary shall send a letter of membership termination to the former member's address listed in the DWW directory by both certified and regular mail.

Article V - Definition of a Voting Member

Before May 31, 2023, the definition of a voting member will include all those with previous Established Writer status, as well as those Emerging Writer members who have qualified as Established Writers.

Those Emerging Writers who have not qualified as Established Writers by May 31, 2023, shall be removed from DWW membership.