

The following bylaws shall govern the operation of

## Hampton Roads Writers

A nonstock, not-for-profit corporation  
under the provision of the Virginia Nonstock Corporation Act,  
Title 13.1 of the Code of Virginia

And shall be referred to as the corporation's

Bylaws Approved May 10, 2019

### SECTION 1: Parliamentary Authority

The sole Parliamentary Authority for governance shall be Roberts Rules of Order Newly Revised.

### SECTION 2: Meetings

The annual meeting of this organization for the purpose of the election of officers, the approval of the financial statement for the past year, and the approval of the budget for the current year shall be the first meeting of the calendar year.

The Board of Directors may provide, by board action, the time and place for holding additional regular meetings without other notice than such notice.

Special meetings of the Board of Directors shall be held upon the request of the President or petitioned by one-third of the current membership of the Board of Directors. The Secretary shall make notice of special meetings to each board member as specified herein.

Notice of the annual meeting and of any special meeting shall be provided to any person entitled to vote by mail service or by e-mail at least 10 days prior to such meeting, unless such notice is waived by the person entitled thereto.

### SECTION 3: Board of Directors

The Corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of the Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

The Board of Directors shall consist of at least nine (9) and not more than fifteen (15) members, said number to include the officers of this organization. At least one of the directors elected shall be a resident of the Commonwealth of Virginia and a citizen of the United States.

The initial Board of Directors of this organization shall be appointed by the initial officers at the organizational meeting. Subsequent directors shall be chosen at the annual meeting of this organization

in the same manner and style as the officers of this organization and they shall serve for a term of three years and are eligible for reelection.

Two-thirds of the then-current members of the Board of Directors shall constitute a quorum.

Each director shall have one vote and such vote may not be made by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the organization by virtue of the office shall be Chairman of the Board of Directors.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interest of the organization.

The Executive Committee shall act as a nominating committee and shall develop a slate of candidates to be presented to the then current Board of Directors as part of the official notice prior to the annual meeting of the corporation to replace any such board members who may have expiring terms of office.

For election of officers at the annual meeting, nominations may be accepted from the floor and ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

#### SECTION 4: Officers

The President and the Vice President of the corporation shall be elected by a majority vote of the board at its annual meeting. The Secretary and Treasurer shall be appointed by the President; said appointment shall be approved by a majority vote of the Board of Directors at its annual meeting. The term of office for an officer of the corporation shall be three years. Pending amendment of this Article by the board of directors, there are no limits to the number of terms an officer may serve.

#### Duties of President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation, the activities of the officers and the activities of the Executive Director. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors. Except as otherwise provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, or other instruments which may from time to time be

authorized by the Board of Directors. In the absence of an Executive Director, the President shall perform the duties of the Executive Director.

#### Duties of the Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The Vice President shall have other powers and perform such other duties as may be prescribed by law, the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

#### Duties of the Secretary

The Secretary shall certify and safely keep the original, or a copy of these bylaws as amended or otherwise altered to date; keep at such place as the board may determine a book of minutes of all meetings of the directors, and if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation; exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request thereof, the bylaws, and the minutes of the proceedings of the directors of the corporation. In general, the secretary shall perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Duties of the Treasurer

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit or cause to be deposited all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; receive, and give receipt for, monies due and payable to the corporation from any source whatsoever; disburse or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements; keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses; exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof, render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation; prepare or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## SECTION 5: Directors, Committee Members and Volunteers

### Duties of Directors

Directors are officials of the corporation and provide oversight and internal governance of the organization consistent with the articles of incorporation of the corporation, or by these bylaws. Directors are responsible for chairing standing committees and/or promoting the vision of the corporation through their expertise and/or fund-raising support.

### Duties of Committee Members

Committee Members are members of Hampton Roads Writers who have been screened and approved by the Board of Directors to participate as voting members of a standing committee.

### Duties of Volunteers

Volunteers are Hampton Roads Writers supporters who assist with programs and activities with their talents and time.

## SECTION 6: Executive Director

The Executive Director is an employee of the corporation contracted by the Board of Directors to carry out the day-to-day operations of Hampton Roads Writers and is an ex officio voting member of the Board of Directors. Duties include promoting membership, processing payments from new members, maintaining member records, developing and supporting literary programs, supporting the newsletter and social media, coordinating the annual conference, managing the daily business operations and financial accounting, supervising volunteers and staff as appropriate, managing fund raising efforts and grants, and working closely with the officers of the corporation under the direction of the President. The Executive Director is an ex officio member of the standing committees of the corporation, provide monthly reports to the Board of Directors and performs other duties as directed by the board. The Executive Director shall recuse himself or herself on Board of Director decisions and voting involving salary and personnel matters involving that position. The President shall perform the duties of the Executive Director in his or her absence.

## SECTION 7: Elections and Approval of Resolutions

At all meetings, except for the election of officers and directors, all votes shall be by voice. For the election of officers, ballots shall be provided as stipulated herein.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot the chairman of such meeting shall appoint, prior to the commencement of balloting, a committee of three who shall act a "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of the meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted on.

#### SECTION 8: Salaries

The Board of Directors, except for the Executive Director, shall serve without compensation.

The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of business of the organization.

#### SECTION 9: Standing and Ad Hoc Committees

Executive Committee composed of the President, Vice President, Secretary, Treasurer and Executive Director, chaired by the President. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the power and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Programs Committee chaired by a board director, with the President as an ex officio member and committee members appointed by the board for a one-year term or less if sooner terminated by action of the Board of Directors.

Membership Committee chaired by a board director, with the Vice President as an ex officio member and committee members appointed by the board for a one-year term, or less if sooner terminated by action of the Board of Directors.

Finance, Fund Raising and Grants Committee chaired by a board director, with the Treasurer as an ex officio member and committee members appointed by the board for a one-year term, or less if sooner terminated by action of the Board of Directors. The committee shall be responsible for developing and reviewing fiscal procedure, a fundraising plan, and an annual budget for submission to and approval by the Board of Directors. Expenditures shall require the approval of the Board of Directors. Three members of the Board of Directors shall have signatory authority for checks or orders of withdrawal. Changes to the budget or its Chart of Accounts must be approved by the Board of Directors or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board of Directors showing income, expenditures and pending income and liabilities. The financial records of the organization are open to all elected members and are subject to inspection by others as provided under laws of the Commonwealth of Virginia and/or the Internal Revenue Code.

Communications and Public Relations Committee chaired by a board director, with the Secretary as an ex officio member and committee members appointed by the board for a one-year term, or less if sooner terminated by action of the Board of Directors.

Administrative Liaison Committee chaired by a board director, with the Executive Director as an ex officio member and committee members appointed by the board for a one-year term, or less if sooner terminated by action of the Board of Directors.

Ad Hoc Committee chaired by an Executive Committee officer with committee members appointed by the board for a one-year term, or less if sooner terminated by action of the Board of Directors.

SECTION 10: Affiliates and Subscribers

The Board of Directors has the authority to set levels of affiliation and subscription for participation in events hosted by or sponsored by the corporation. Affiliates and subscribers are not eligible to vote.

SECTION 11: Dues

The amount and date for payment of dues and/or subscriptions for affiliates with this organization shall be initially set by the Board of Directors. Any subsequent change to the dues shall be effective upon an affirmative vote of a quorum of the Board of Directors.

SECTION 12: Amendments

Any amendments to these bylaws shall be accomplished by an affirmative vote of a quorum of the Board of Directors.

SECTION 13: Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding documents of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

IN WITNESS WHEREOF, we have hereunto subscribed our names to attest to the approval of the by-laws the 10th day of May 2019, and caused the Seal of the Corporation to be affixed hereto.

Officers and Board Members:

President: Lauran Strait

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Vice President: Nancy Blumenberg

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Secretary: Susan Okaty

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Treasurer: George Okaty

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At Large: Linda Cobb

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At Large: Leigh Anne Lagoe:

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At Large: Karrie Loomis McDaniels

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At Large: Valerie Wilkinson

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