

Constitution and By-laws of the Virginia Outdoor Writers Association, Inc.

ARTICLE I. Name

Section 1.

The name of this corporation shall be the Virginia Outdoor Writers Association, Inc. (VOWA Inc.).

ARTICLE II. Declaration of Principles

Section 1.

We, who inform through the various media on the out-of-doors and its enjoyment, shall be known as the Virginia Outdoor Writers Association, Inc.

Through this corporate we strive to improve ourselves in our craft, and to increase our knowledge and understanding of the outdoors.

We pledge our support to the conservation of natural resources and to the best precepts for the consumption and recreational uses of these resources.

Above all, we pledge ourselves to maintain the highest ethical standards in the exercise of our craft.

An Active Member shall be a person who supports the principles of the organization by writing or editing for magazines, newspapers, e-zine and internet productions, newsletters, or other publications, including books; or by photography, illustration, television and radio broadcasting, internet web pages, lecturing, public relations, promotion, or other written, verbal, or visual media.

ARTICLE III. Membership

Section 1. To be considered for *Active* membership, a potential member shall, during the course of a year, produce and be paid for one of the following: 2 magazine articles, 6 newspaper columns and/or articles, 6 published photographs, 4 wildlife illustrations or cartoons, 4 radio/television programs, the author of one outdoor book every 5 years, produce or film one documentary film every 3 years, 4 lectures, a monthly web-page on the internet, full-time information/public relations employee of a non-profit agency, or full time employment as an outdoor agency information official. (Combinations of the above are also acceptable.)

Section 2. Associate or Apprentice Member

An Associate or Apprentice Membership shall be a person who supports the principles of the organization by writing or editing for magazines, newspapers, e-zine and internet productions, newsletters, or other publications, including books; or by photography, illustration, television, and radio broadcasting, internet web pages, lecturing, public relations, promotions, or other written, verbal, or visual material. This membership requires that an applicant fulfill approximately one half of the requirements for Active Membership, to be judged on an individual basis.

Section 3. Student Membership

Student Membership requires that an applicant be enrolled in an institution of higher learning, pursuing a course of study related to the outdoors and communications. A student in Senior High School pursuing such a study is also eligible.

Section 4. *Corporate Member*

A Corporate Member shall be an organization that subscribes to the principles of this organization and produces products or services that are sold for profit, of which Active members approve. Corporate Members are not entitled to hold office or vote, but may participate in meetings, outings, etc. The Board must approve all corporate memberships.

Section 5. *Sponsor Member*

A Sponsor Member shall be an organization (Association, League, Federation, Society, etc.) that subscribes to all the principals of this organization and is involved in the protection and conservation of our natural resources, support of those outdoor activities and opportunities they provide and outdoor ethics. Sponsor Members are not entitled to hold office or vote, but may participate in meetings, outings etc. The Board must approve all sponsor members.

Section 6. *Honorary and Life Members*

Honorary and Life Members may be elected by a quorum at the Annual Meeting. Such memberships constitute the corporation's gesture of respect or recognition of outstanding achievement or years of dedicated service to conservation and outdoor ethics. An Honorary Member cannot be an Active Member. A Life Member is one who, having been a former Active Member for five years or more, leaves active status because of illness, retirement, or moving away from the area. Neither Life nor Honorary Members are entitled to hold office or vote. Dues are waived.

Section 7. *Senior Non-Active Member*

Senior Non-Active Membership is an alternative form of membership for persons who have been or could have qualified to be an Active Member. They may elect to be classified as a "Senior Non-Active Member." This category was created for persons who are in their retiring or less active writing years. To qualify, the person must have fulfilled all the membership qualifications for at least ten years.

This person may hold office and vote, and will be assessed the annual dues required of Active Members, but will not be required to maintain the productivity of publishing required of Active Members. This official status is conferred only after the membership committee has reviewed and approved a letter-of-intent from the requesting person.

Section 8. *Special Circumstances*

The Membership Committee shall have the authority as needed to present applicants with special circumstances to the board for membership consideration.

ARTICLE IV. Officers and Administration

Section 1. Definitions

A. The Elected Officers of this corporation shall be a President, Vice President, First Vice President, Secretary, and Treasurer.

B. The Executive Committee shall consist of the elected officers.

C. The Board of Directors shall consist of the five elected officers, five elected directors, and the immediate past president, who shall serve as Chairperson, for a total of 11 members.

Section 2. Elections: At each annual meeting the Nominating Committee shall present its slate of candidates for President, Vice President, First Vice President, Secretary, Treasurer, and those board members whose terms are expiring at the time of the election, in addition to the seats otherwise vacant. A vacant seat due to resignation, death, or general absence will be placed on the ballot to fulfill

the unexpired term only to maintain the two-year rotation of board members.

An active member may make additional nominations for any office from the floor. The person nominated must express his or her willingness to accept the nomination and serve if elected, in order to be placed on the slate of candidates.

Should more than one candidate for the same office be placed on the slate of candidates, the vote shall be by secret ballot with the candidate receiving the largest number of votes declared the winner.

Section 3. Terms of Office and Succession

The term of the office of President shall be one year. Any President, if nominated and elected, may serve a single additional term. Under no circumstances may a President serve for three (3) or more consecutive terms. If, for any reason, the office of the President falls vacant before the following election, the Vice President will serve the unexpired term. This does not interfere with said Vice President being elected as President at the following election.

The terms of the Vice President, First Vice President, Secretary, and Treasurer shall be for one year with no limit on successive terms if nominated and elected.

The terms of the members of the Board of Directors shall be two years; however, if nominated and elected, a director may succeed him or herself once to serve an additional term, but may not be a candidate for a consecutive third term. If a director resigns or cannot continue in office, the Chairperson of the Board will nominate) a replacement to be confirmed by the board. Confirmation by the membership shall not be required.

Section 4. Duties of the Officers

A. The President shall preside over the Annual Meeting and any additional meetings of the corporation. He shall appoint all standing and special committees as provided for in the by-laws, and will sit as a member ex-officio of all corporation committees except for the Nominating Committee.

B. The Vice President, in addition to performing such duties as normally accrue to that office, will automatically become Chairperson of the Program Committee.

C. The First Vice President shall be a designated successor to the Office of Vice President who is the designated successor to the President. The First Vice President shall act as an assistant to the Vice President in the sharing of the responsibilities of that office, as well as any specific duties assigned from time to time by the President.

D. The Secretary shall perform all customary duties of that office, keep minutes of all meetings, answer and initiate correspondence. The Secretary shall also assist the Vice President in organizing programs and meetings.

E. The Chairman of the Board shall preside over all board meetings.

F. The Treasurer shall perform all customary duties of that office, collect dues and other money owed the corporation, and pay bills. The Treasurer shall be responsible for maintaining financial records and funds in a professional manner and adhere to all generally accepted accounting practices. He or she shall follow these procedures:

1. All financial transactions involving VOWA funds shall be recorded and supported by proper documentation, including receipts, copies, etc., where such are applicable. The recording of all transactions shall be formally transcribed with clear explanation.
2. All Checking and/or Saving Accounts, Credit Accounts, etc., shall be in the name of the Virginia Outdoor Writers Association, Inc. with the President, Treasurer, and one Board Member

identified as trustees of the accounts. The Treasurer is to be the identified recipient of the original Bank Statements. Online access to the bank records of the corporation shall be granted to all officers and board members.

3. The Treasurer is to reconcile all bank and account statements with VOWA ledgers. By the 25th day of each month, the Treasurer is to mail or email a copy of the accounts reconciliation to the President and Board

4. Each year, prior to the election of new officers, the Audit Committee will audit or obtain an audit of the past year's financial records and transactions.

5. All debts will be paid promptly, so as not to incur interest penalties.

6. No debt will be incurred unless necessary funds will be available when the bill for such debt must be paid.

7. A person other than the person receiving the reimbursement must sign any reimbursement checks.

8. The President must sanction any debt in excess of \$100, which may be in the form of a signed order, contract, letter of intent, or other similar instruments.

9. A written receipt for cash or checks will document all dues and revenue. All checks are to be made payable to the "Virginia Outdoor Writers Association, Inc. or the acronym VOWA, Inc." The Treasurer must make deposits no later than 7 days from receipt.

10. Authors of checks returned unpaid by their bank will be assessed \$25 in addition to any penalties, fees or charges incurred in the process of collection of such funds by VOWA, Inc.

Section 5. Duties of the Executive Committee

A. The Executive Committee consists of the corporation's elected officers. The members will concur on dates and places for meetings, including the Annual meeting. When necessary, it will report to the membership on action taken when an officer is removed for cause, resigns, or leaves the area. The Executive Committee may act for the Board between Board meetings. Executive Committee may be conducted by electronic means provided all members are afforded an opportunity to fully participate. The Board, at its next regular Board meeting must ratify such actions.

B. The President, Vice Presidents, Secretary, and the Treasurer shall be reimbursed for office supply expenses and phone calls pertaining to corporate business upon presentation of copies of receipts or bills.

Section 6. Duties of the Board of Directors

Subject to the authority of the membership, the Board of Directors shall define and establish the policy for the officers and have full administrative authority for the corporation.

ARTICLE V. MEETINGS OF THE MEMBERS

Section 1. Meetings Dates and Places

A. The annual meeting of the corporation shall be fixed by the Executive Committee as the third Wednesday of March, or the closest date possible so as to have the best attendance possible. The date, time and place are to be listed in a call issued with at least 30 days notice. Board meetings shall be held on the third Wednesdays of January and July, or the closest date possible so as to have the best attendance possible. The date, time and place will be included in the call issued with at least 30 days notice. In times of emergency, the date, time and place of any constitutionally required and named meeting can be amended by the consent of the majority of the Board of Directors.

B. The President may call a meeting of the whole membership at such times, as he/she deems necessary.

C. At the Annual Meeting of the corporation, a majority of the members present may elect to hold such extra meetings as they desire.

ARTICLE VI. QUORUMS

Section 1. Quorum

A. The quorum at any Annual Meeting or Special Meeting shall be ten percent of the active members listed as in good standing with dues paid to date.

B. The Executive Committee may transact routine or emergency business of the corporation through agreement of a simple majority of its members.

ARTICLE VII. PARLIAMENTARY AUTHORITY

Section 1.

All questions of parliamentary procedure not covered by this Constitution shall be governed by the procedure laid down by the latest edition available of Roberts Rules of Order, a copy of which must be available and in the hands of the presiding officer, at all meetings for the immediate resolution of such questions.

ARTICLE VIII. AMENDMENTS

Section 1.

Amendments to the Constitution of this corporation may be offered at any general membership meeting. Passage requires a two-thirds majority of the vote cast, a quorum being present.

BYLAWS

Section 1. Annual Dues

Annual dues will be set at the discretion of the Board but with the approval of the general membership by vote at the spring business meeting. The current annual dues, by membership category, are:

Active Member	\$20.00	Associate/Apprentice Member	\$20.00
Student Member	\$10.00	Corporate Member	\$100.00
Sponsor	\$50.00	Honorary/Life Member	Waived
Senior Non-Active member	\$20.00		

If dues are not paid by July 1 each year for which they are owed, that member shall be delinquent. That member shall be notified and advised by the Treasurer and dropped from the membership rolls. Dues cover the year from January 1 to December 31.

Section 2. Committees

A. Apart from the Executive Committee, consisting of all four (4) Elected Officers of the corporation, the President may appoint additional committees as the need arises.

B. Standing Committees:

1. **Nominations:** A nominating committee, appointed by the President, shall present its slate of candidates for President, Vice President, First Vice President, Secretary, and Treasurer, and those Members of the Board necessary to fill the vacant seats. Each shall be an active member who has been contracted by the Nominating Committee and has agreed to serve if elected. The first named member of this committee shall be the chair.

An active member may make additional nominations for any office from the floor. The person

nominated must express his or her willingness to accept the nomination and serve if elected.

2. **Audit:** The Audit Committee shall be appointed annually by the President, and will be comprised of two members of the board in addition to the Trustees of the accounts. They will audit or obtain an audit of the past year's financial records and transactions. This audit may be gratis by a reasonably qualified person, not necessarily a CPA or practicing auditor. The first named member of this committee shall be the chair.
3. **Program:** This committee is responsible for the programs at all meetings, including the annual meeting. This committee is chaired by the Vice President and includes the First Vice President and Secretary.
4. **Awards:** The “**Excellence in Craft**” contests are conducted annually for dues paying members. All entries must have been published, broadcast, or posted between January 1 of the prior year and January 31 of the current contest year.

The **Annual Youth Writing Competition** is conducted annually to reward young people for excellence in communicating their personal experiences in and of the outdoors.

The **Collegiate Undergraduate** competition is conducted annually to reward college students for excellence in communicating their personal experiences in and of the outdoors, as well as how this impacted their vocational choice.

5. **Membership:** This committee’s responsibility is to identify and recruit potential new members in all categories of membership for the continued growth of the corporation. The first named member of this committee shall be the chair.

Section 3. New Members

Any person who fulfills the qualifications of Active Member, or the requirements of a Senior Non-Active Member, or any person who fulfills the requirements of an Honorary or Life Member, or any business enterprise which fulfills the qualifications of a Corporate Member, or any organization which fulfills the qualifications of a Sponsor Member may apply for membership and include annual dues for the current year. The Treasurer is charged with accepting all such qualified applicants as dues-paying members. Should an unqualified individual or business apply for membership, the Treasurer shall notify all other members of the Executive Committee, who shall consider such applicant or applicants and either accept or reject their membership(s).

Section 4. Order of Business

Upon the confirmation that a quorum exists, and that a recording secretary is in place, the Order of Business for the Annual Meeting of the Association shall be as follows:

- A. Approval of minutes of the last meeting.
- B. Report of the Treasurer.
- C. Report of the Standing Committees (if any).
- D. President's Report (includes Report of Executive Committee, if any).
- E. Election of Officers.
- G. Reports of other Committees.
- H. Unfinished Business.
- I. New Business.
- J. Installation of New Officers.
- K. Adjournment.

Once the Annual Meeting has been called to order, no adjournment may be taken until the point of unfinished business has been reached, except that by a two-thirds vote, a quorum being present, adjournment may be taken following the installation of new officers.

Section 5. Purpose and Activities

A. VOWA is organized exclusively for educational and literary purposes under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. No part of any net earnings of VOWA shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empower to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in the organization's section 501(c)3 application. No substantial part of the activities of VOWA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 6. Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 7. Annual Accounting Period

VOWA's annual accounting period shall end December 31.

Section 8. Amendments

Amendments to the bylaws of this corporation may be made at any general membership meeting and passage requires a two-thirds majority of the vote cast, a quorum being present.

Constitution and by-laws adopted March 2001.

Article III, Membership, Section 2 addition of Associate or Apprentice Member amended at March 31, 2004 meeting.

Whole document review and amended March 17, 2010

March 16, 2013

Updated were the composition of the board to 11 members, the membership criteria for active and

associate members to include internet writers, and the numbers of required published materials decreased.

November 11, 2015

Amendments # 5, 6 and 7 added to come into compliance with 501c3 requirements.