

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

Article I .

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

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 corporation 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.

ARTICLE III. Membership

Section 1. *Approval of Membership*

The Board must approve all memberships in the categories below. The board will vote on all applications for membership at the first board meeting following receipt of the application. A majority vote of the board will be required for approval.

Section 2. *Active Membership*

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.

Section 4. *Corporate Membership*

A Corporate Member shall be an organization that subscribes to the principles of this organization and produces products or services. Corporate Members are not entitled to hold office or vote, but may participate in meetings, outings, etc.

Section 5. *Supporting Membership*

A Supporting Member shall be an organization (Association, League, Federation, Society, etc.) or individual that subscribes to all the principals of this organization. Supporting Members are not entitled to hold office or vote, but may participate in meetings, outings etc.

Section 5. *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 journalism, conservation and outdoor ethics

Section 6. *Special Circumstances*

The board may consider applicants with special circumstances for membership consideration.

ARTICLE IV. Officers and Administration

Section 1. Definitions

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

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

C. The Board of Directors shall consist of the four elected officers and five elected directors, for a total of nine members.

Section 2. Elections

At each annual meeting the Nominating Committee shall present its slate of candidates for President, 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 because of resignation, death, or general absence will be placed on the ballot to fulfill the unexpired term in order to maintain the two-year rotation of board members.

Any 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 terms of the President, Vice President, Secretary and Treasurer shall be for two years with no limit on successive terms if nominated and elected. If, the President is unable to serve a full term, the Vice President will serve the unexpired term. The Vice President, if nominated, may be elected President in the following election.

The terms of the members of the Board of Directors shall be two years; however, if nominated and elected, a Director may serve with no limit on successive terms if nominated and elected. If a Director cannot continue in office, any board member may nominate a replacement to be elected by a majority of the board to fill the unexpired term. Election by the membership shall not be required for the unexpired term.

Section 4. Duties of the Officers

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

B. The Vice President, shall act as an assistant to the President in the sharing of the responsibilities of that office, as well as any specific duties assigned from time to time by the President. The Vice President will chair the Program Committee.

C. The Secretary shall perform all customary duties of that office, keep minutes of all meetings, answer and prepared correspondence. The Secretary shall assist the Vice President in organizing programs and meetings. The Secretary shall also track the terms for all Officers and Directors, and notify the Board of the need for candidates for elections.

E. 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 Executive Committee identified as trustees and signatories of the accounts. The Treasurer shall be the identified recipient of bank statements and correspondence. Online access to the bank records of the corporation shall be granted to the Executive Committee.
3. The Treasurer shall reconcile all bank and account statements with VOWA accounts and make a copy of the accounts reconciliation available to Board prior to each meeting.
4. Each year, prior to the election of new officers, the Executive Committee will review 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 are or will be available when the bill for such debt is due.
7. No person receiving a reimbursement may authorize or sign the reimbursement to themselves.
8. A member of the Executive Committee must approve any debt of more than \$100.
9. A written receipt for cash or checks will document all donations and other 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 10 days from receipt.

Section 5. Duties of the Executive Committee

A. The Executive Committee comprises 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 meeting, must ratify such actions.

B. Members of Executive Committee shall be reimbursed for reasonable and customary expenses 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

The Executive Committee shall determine a date, time and place for an annual meeting. Members shall be notified at least 30 days prior to the meeting. Board meetings shall be held at least quarterly at a time and place determined by the Executive Committee. Members shall be notified at least 30 days prior to the meeting. The date, time and place of any 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 deemed necessary. Members shall be notified at least 30 days prior to the meeting.

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

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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.

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

All questions of parliamentary procedure not covered by this Constitution shall be governed by the procedure according to the latest edition available of Roberts Rules of Order.

ARTICLE VIII. AMENDMENTS

Amendments to the Constitution and Bylaws of this corporation may be offered at any general membership meeting. Amendments must be made available to the members at least 30 days prior to a vote. Passage requires a two-thirds majority of the vote cast, a quorum being present.

BYLAWS

Section 1. Annual Dues

A. Annual dues will be set at the discretion of the Board.

B. Donations will be accepted in lieu of dues.

Section 2. Committees

A. In addition to the Executive Committee, consisting of all four 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, Secretary, and Treasurer, and those Directors of the Board necessary to fill the vacant seats. The President shall name the chair. Each nominee shall be an active member who has been contacted by the Nominating Committee and has agreed to serve if elected.

Any 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. Program: This committee is responsible for the programs at all meetings, including the annual meeting. This committee is chaired by the Vice President and made up of members of their choosing.

3. Awards: This committee appointed by the President and made up of members of their choosing. This committee administers any and all awards programs, including:

A. Excellence in Craft

B. Youth Writing and Photography to reward young people for excellence in communicating their personal experiences in and of the outdoors.

C. Collegiate Undergraduate Writing and Photography 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 shall identify and recruit potential new members in all categories of membership. The President shall name the chair.

Section 3. New Members

Any person or entity may apply for membership. The Board of Directors shall consider such applicant or applicants and shall accept or reject their membership(s) by majority vote.

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:

1. Approval of minutes of the last meeting.
2. Ratification of Executive Committee actions
3. Report of the Treasurer.
4. Report of the Standing Committees (if any).
5. President's Report (includes Report of Executive Committee, if any).
6. Reports of other Committees.
7. Unfinished Business.
8. New Business.
9. Election of Officers
10. Installation of New Officers.
11. Adjournment.

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 empowered 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.

History of Constitution and By-Laws Amendments

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

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Whole Document review and amended March 16, 2013, updates included 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

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November 11, 2015

Sections # 5, 6 and 7 of the By-Laws added to come into compliance with 501(c)3 requirements.

Whole document reviewed and amended March 28, 2020.

**Virginia Outdoor Writers Association, Inc,
Constitution and By-Laws Amended
Membership Voted to Approve March 28, 2020**

ADOPTED AND APPROVED by the membership on the DATE.

President - Virginia Outdoor Writers Association, Inc.

Attest: