



Nonprofit Corporate Bylaws
of the
Burlington Writers Workshop
August 2015

Article 1: Name and purpose

The Burlington Writers Workshop is a member-supported nonprofit organization that provides free learning opportunities aimed at helping all Vermont writers—regardless of their ability to pay—to develop their craft within a supportive community.

Article 2: Fiscal year

The fiscal year of the organization shall be from January 1 to December 31 of each year.

Article 3: Nonprofit status and exempt activities limitation

3.1 Nonprofit legal status

The Burlington Writers Workshop is a Vermont nonprofit organization, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

3.2 Exempt activities limitation

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this organization shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the organization shall enure to the benefit or be distributable to any director, officer, member, or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

3.3 Distribution upon dissolution

Upon the dissolution of the 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 the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 4: Membership

4.1 Membership

Membership is open to the adult public (age 18 years or older).

A member is defined as someone who signs up with his or her full name on the Burlington Writers Workshop's Meetup.com site. The board may change this definition in the future, based on changes to the organization's use of Meetup.com or other reasons.

4.2 Dues

No membership dues are required to be a member of the Burlington Writers Workshop.

Article 5: Board of directors

5.1 Board role, size, and compensation

(a) The board's role is to determine the overall direction and manage the affairs of the organization as well as to provide strategic guidance to and actively fundraise on behalf of the organization.

The full Board will vote to approve the following:

- Annual budget and strategic plan
- Capital items of \geq \$500
- Board positions
- Key issue or public statements and positions of the organization
- Major fundraising initiatives
- Other issues as they emerge

(b) The board shall have not fewer than seven (7) members: the four (4) officers of the organization (the chairman, executive director, secretary, and treasurer), who will automatically serve on the board of directors, as well as two (2) non-officer board members, and the current editor-in-chief of the BWW's literary journal, *Mud Season Review*. The board may vote to increase the number of directors serving on the board, including for the purpose of staggering the terms of directors.

(c) The board shall receive no compensation other than reasonable expenses.

5.2 Special Duties

(a) Chairman: Manages and provides leadership to the board of directors of the organization and provides strategic guidance to the organization. The chairman presides over meetings of the board, calls regular or special meetings, and acts as a direct liaison to the executive director of the organization.

(b) Executive director (also known as the organizer): Manages and carries out the overall strategy and operations of the organization, provides the final decision on all programming, and is responsible for funds collected and disbursed in the conduct of the day-to-day operations of the organization. The executive director may also call and preside over meetings in the absence of the chairman.

(c) Secretary: Manages the board's correspondence, including providing notice of all meetings to the membership and keeping minutes of the meetings of the board of directors. The secretary may also preside over meetings in the absence of the chairman and executive director.

(d) Treasurer: Ensures annual budgets are prepared, prepares quarterly and annual financial statements, ensures all regulatory filings are completed on a timely basis, and provides oversight regarding internal controls related to the assets of the organization.

5.3 Terms

(a) All board members and officers shall serve two-year terms.

(b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given two-year period.

(c) Directors may serve terms in succession.

(d) The term of office shall be considered to begin as of the day of election.

5.4 Qualifications and election of directors

(a) In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age.

(b) Any board member may nominate a chairman, officer, or director of the board. The board will also solicit nominations from the general membership through an application process.

(d) Directors may be elected at any board meeting by the majority vote of the existing board of directors.

(e) The election of directors to replace those who have fulfilled their term of office shall take place at the annual meeting.

5.5 Resignation

A member of the board of directors may resign by delivering a written letter of resignation to the board of directors. The resignation shall become effective upon receipt (unless specified to be effective at some other time).

5.6 Vacancies

Vacancies of a member of the board of directors shall be filled by the board of directors.

5.7 Complaints regarding board members

Complaints from any BWW member about actions of any board member will be brought to the Chairman and/or Executive Director for investigation and action, as demanded. Board members will be apprised of such complaints.

5.8 Removal from office

A member of the board may be removed by two-thirds vote of the board of directors then in office for any cause (including non-attendance at board meetings, failure to perform the duties of the office, or inappropriate actions) if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

Article 6: Meetings and decisions of the board

6.1 Member input

An annual survey of member priorities will help to inform the organization's annual budget and strategic plan.

In addition, periodic polling of members will help to inform programming decisions throughout the year.

6.2 Annual meetings

There shall be a minimum of one (1) regular member meeting each calendar year at a time and place fixed by the board. All members shall be notified of this meeting at least one (1) month in advance.

At this meeting, the membership will be presented with the results of the annual survey and the board's strategic objectives for the following year for discussion and input.

In addition, there shall be a minimum of one (1) board meeting each calendar year at a time and place fixed by the board, at which the annual budget and strategic plan will be voted upon. All board members shall be notified of this meeting at least one (1) month in advance.

6.3 Additional meetings

The board of directors shall meet as required.

6.3 Minutes

All members shall have access to the minutes of meetings.

6.4 Quorum

(a) A motion is considered passed if two-thirds (67%) of the quorum at a meeting votes affirmatively.

(b) A quorum consists of members in attendance (including attendance via phone or video conference), which must include at least fifty-one percent (51%) of the board.

(c) Fifty-one percent (51%) of the board of directors shall constitute a quorum to conduct board of directors' business.

(d) Business may be conducted without a quorum, but any decision made in a meeting in which a quorum is not present requires ratification by the board.

(e) Board members who cannot attend meetings in person may:

- Send their opinions and concerns in advance to the chairman, executive director, or secretary to have their opinions and concerns read aloud at the meeting.
- Join the meeting and vote by phone or video conference.

(f) The board may call a meeting by conference call for issues requiring immediate decisions.

6.5 Consensus

The board shall strive to make all decisions by consensus, attempting to reconcile differing points of view based on the mission of the Burlington Writers Workshop.

The Board will follow these steps to attempt to reach consensus:

Step 1	Step 2	Step 3	Step 4	Step 5	Step 6
Discussion	Identify Emerging Proposal	Identify Any Unsatisfied Concerns	Collaboratively Modify the Proposal	Assess the Degree of Support and Whether Timely Vote is Needed	Finalize the Decision with a Vote or Circle Back to Steps 3-5

Any decision made by consensus shall be deemed inclusive of a vote in any required percentage. If two-thirds of the board members present determine a consensus cannot be reached within a reasonable period of time on an issue requiring immediate action, then a two-thirds majority of board members present may decide such an issue.

6.6 Informal action

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record sent to all board members concurrently constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

Article 7: Committees

7.1 Establishment

The board shall establish committees, as desired, to conduct the affairs of the organization.

7.2 Authority

Committees do not have authority to create policies on behalf of the organization.

7.3 Meetings and reports

Individual committees will meet as often as deemed necessary by the committee chairman and will report to the board at least one (1) time per year.

Article 8: Contracts, Checks, Loans, Indemnification, and Related Matters

8.1 Contracts and other writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the organization shall be executed on its behalf by the chairman or executive director, with review by the treasurer, or other persons to whom the organization has delegated authority to execute such documents in accordance with policies approved by the board.

8.2 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the organization, shall be signed by such officer or officers, agent or agents, of the organization and in such manner as shall from time to time be determined by resolution of the board.

8.3 Deposits

All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

8.4 Loans

No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

8.5 Indemnification

The directors and officers of the organization will not be personally liable for any debt, liability, or obligation of the organization. All persons, corporations, or other entities extending credit to, contracting with, or having any claims against the organization may look only to the funds and property of the organization for payment of any such contract or claim or for the payment of any debt, damages, or of any money that may otherwise become due or payable to them from the organization.

Article 9: Bylaw amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the organization to cease to qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a majority vote of a quorum of directors at a board meeting.

(c) that all amendments be consistent with the Articles of Incorporation.

(d) that the proposed amendment is submitted in writing to the board of directors at a general meeting prior to the meeting for the vote.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of The Burlington Writers Workshop were approved by the Burlington Writers Workshop board of directors on August 29, 2015 and constitute a complete copy of the Bylaws of the corporation.

Secretary _____

Date: _____