

AMENDED AND
RESTATED BYLAWS OF
PANHANDLE PROFESSIONAL WRITERS
D/B/A TEXAS HIGH PLAINS WRITERS

A Texas Unincorporated Non-Profit Association

Amended July 16, 2016

**ARTICLE I
NAME AND PURPOSE**

Section 1.

Name. Established on April 20, 1920, as Panhandle Pen Women, this organization's name was changed to Panhandle Professional Writers and is doing business at Texas High Plains Writers, hereinafter referred to as THPW.

Section 2.

Purpose. The purpose of this organization is to bring together writers of the Texas Panhandle and surrounding regions to help them in attaining higher writing standards, to encourage them toward their publication goals, to help published writers promote their work, and to educate writers in all matters concerning writing, marketing, and publishing their work.

Section 3.

Prohibition on Political Activity. THPW will not, as a substantial part of its activities, attempt to influence legislation. THPW will not participate, to any extent, in a political campaign for or against any candidate for public office.

Section 4.

Prohibition on Private Inurement. No part of THPW's net earnings will inure to the benefit of any member. THPW was not organized, nor will it be operated, for the benefit of private interests of any kind or character. This section, however, will not prohibit THPW from reimbursing any member for reasonable expenses incurred on behalf of THPW.

**ARTICLE II
MEMBERSHIP**

Section 1.

General Membership. A person shall be entitled to membership who is interested in writing and will agree to support the objectives of the organization. An applicant for membership will become a voting member at the next meeting following the payment of dues. Membership shall

not be denied to any person on the basis of race, color, age, creed, sex, religion, national origin, height, weight, marital status, handicap, or any other non-merit factors.

Section 2.

Honorary Membership. Any person not otherwise eligible for membership may be elected as an honorary member by unanimous vote of the Board of Directors. Honorary Members shall pay no dues; shall not run for office or vote in elections; and shall not nominate or vote for Officers but, otherwise, shall have all other rights and obligations of general members.

Section 3.

Life Membership. A life membership may be bestowed on THPW members who have given outstanding service to the organization. Dues for life members shall be waived. Life members shall be nominated by a Life Membership Committee appointed by the President and shall be submitted to the membership for a vote.

Section 4.

Dues. Dues shall be set by the Board of Directors. Annual membership dues are payable on January 1 of each year. Dues shall be delinquent thirty (30) days after they have lapsed, and renewing members who pay after their dues have become delinquent shall not be prorated. Membership dues for new members shall be prorated based on the month membership commences.

Section 5.

Rights of Members. Each General and Life Member shall be entitled to vote on each matter submitted by the Board of Directors for a vote at a Regular or Special Membership Meeting. The Board of Directors has the discretion to decide which, if any, matters shall be submitted to the membership for a vote, except those matters that must be submitted to the membership for a vote pursuant to these bylaws.

**ARTICLE III
BOARD OF DIRECTORS/OFFICERS/DUTIES**

Section 1.

Board of Directors. The Officers of the Board of Directors shall be comprised of President, President-Elect, Secretary, Treasurer and the following Directors: Programs, Events and Workshops, Publicity and Newsletter, Membership, Hospitality, and Technical Support. The Board of Directors is vested with the management of the affairs of THPW, subject to these bylaws; shall have authority to act for the organization between meetings; and shall report thereon at the next meeting. Officers shall assume their duties January 1 and shall serve staggered terms of two (2) years or until a successor has been elected, except in the case of the President and President-Elect who shall each serve one (1) year consecutive terms. The

following Officers shall serve together during a staggered term: Treasurer, Hospitality, Technical Support, and Events and Workshops; and the following Officers shall serve together during a staggered term: Secretary, Membership, Programs, and Publicity and Newsletter. Officers must be members of THPW at the time of nomination and election and must remain members in good standing during their terms in office. Failure to maintain such status shall immediately create a vacancy in the office involved. The number and titles of the offices of the Board of Directors may be revised but shall never be fewer than four (4) Officers.

Section 2.

Terms of Office. All Officers shall serve two (2) year terms with the exception of the offices of President and President-Elect whose terms shall remain one (1) year terms with the President-Elect becoming the President in the following election year. There shall be staggered terms for all other Officers so that one-half of the offices shall be up for election each year. The following offices shall be filled in one election year: Treasurer, Hospitality, Technology, Events and Workshops, and the following offices shall be filled in the following election year: Secretary, Membership, Programs, Publicity and Newsletter.

Section 3.

Election of Officers. At the May Regular Membership Meeting, the President shall appoint a Nominating Committee comprised of three general members. At the September Regular Membership Meeting, the Nominating Committee shall present a slate of nominees for election. Additional nominations may be made from the floor at the September Regular Membership Meeting provided the nominee is present and agrees to the nomination or the nominee's written consent has been provided to the meeting's Presiding Officer. Officers shall be elected by majority vote at the November Regular Membership Meeting and shall be installed and assume their duties at the January Regular Membership Meeting. Voting may be by voice or show of hands; however, if there is more than one candidate for any office, voting shall be by secret ballot.

Section 4.

Resignation. Any Officer may resign at any time by delivering written notice (electronic or otherwise) to the Secretary or President. Such resignation shall take effect upon receipt or as specified in the notice.

Section 5.

Removal of Officers. An Officer shall be subject to removal, with or without cause, by a majority vote of the entire Board of Directors at a regular Board of Directors meeting or at a special Board of Directors meeting called for that purpose. Any Officer under consideration for removal must be notified about the consideration by written notice at least five (5) days prior to the meeting at which the vote will take place.

Section 6.

Vacancy. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, shall be filled by majority vote of the remaining members of the Board of Directors; and the Officer filling the vacancy shall serve the remainder of the term of the office that was vacated. Vacancies shall be filled as soon as practical. Any Officer may make nominations to fill vacant offices.

Section 7.

Budget. The Board of Directors shall approve the annual budget of THPW during the first quarter of each calendar year upon recommendation of the Treasurer.

Section 8.

Fiscal Year. The THPW Fiscal year shall run from January 1 through December 31 of each year.

Section 9.

Duties of the President. The President shall:

- A. preside at all meetings and exercise parliamentary control in accordance with the most current version of Robert's Rules of Order;
- B. be ex-officio member of all committees, except the Nominating Committee;
- C. appoint Standing and ad hoc committees unless otherwise ordered by THPW;
- D. be authorized to sign checks;
- E. monitor all functions of officers and committees; and
- F. perform any and all other tasks otherwise deemed necessary by the Board of Directors.

Section 10.

Duties of the President-Elect. The President-Elect shall:

- A. serve on the Board for one (1) year prior to taking office as President;
- B. serve as the assistant to the President and perform the duties of the President in his/her absence;

- C. have the primary responsibility of overseeing grants, fundraising, etc., necessary to have sufficient operating reserve in place by the beginning of his/her term as President to insure a financially stable year; and
- D. perform any and all other tasks otherwise deemed necessary by the Board of Directors.

Section 11.

Duties of the Secretary. The Secretary shall:

- A. take and record accurate minutes of the proceeding of all meetings of THPW and the Board of Directors;
- B. preserve in a permanent file the bylaws, minutes, letters, recorded assumed name certificates, letter from the Internal Revenue Service evidencing the 501c(3) charitable status of THPW, and all other THPW business records of value;
- C. upon the expiration of the assumed name certificates filed with the Potter and Randall County Clerks, renew same for an additional 10 years, and conduct the general correspondence of THPW;
- D. chair the Historian committee; and
- E. perform any and all other tasks otherwise deemed necessary by the Board of Directors.

Section 12.

Duties of the Treasurer. The Treasurer shall:

- A. receive and disburse money for all THPW activities, including any conferences or workshops;
- B. present a financial report at each regular THPW meeting and utilize accounting software that can generate various reports as needed for seeking grants and for other purposes;
- C. make any necessary reports to the IRS;
- D. collect mail from the THPW mailbox and distribute to the appropriate Officers;
- E. be authorized to have one or more assistants of his/her choosing; and
- F. perform any and all other tasks otherwise deemed necessary by the Board of Directors.

Section 13.

Duties of the Director of Programs. The Director of Programs shall:

- A. furnish program information to the Directors of Publicity and Newsletter, Hospitality, and Technical Support four weeks prior to each bimonthly meeting;
- B. be responsible for finding speakers and organizing activities for the bimonthly programs as well as arranging for travel and lodging for speakers when necessary;
- C. assist the Director of Events and Workshops in finding and engaging the services of speakers for events and workshops, when necessary, as well as assisting in the travel and lodging arrangements for those speakers when necessary;
- D. when deemed necessary, present to the speaker an agreement between THPW and the speaker setting forth, but not limited to, the presentation date(s), time(s), location, the subject matter of the presentation, equipment to be provided (such as overhead projector, microphone, laptop, etc.), payment for the speaker's services, reimbursement for travel and lodging as well as other legitimate and necessary expenses that may be incurred by the speaker, and;
- E. perform any and all other tasks otherwise deemed necessary by the Board of Directors.

Section 14.

Duties of the Director of Events and Workshops. The Director of Events and Workshops shall:

- A. appoint and supervise any committees necessary for any events, workshops, and contests;
- B. work in cooperation with the other Officers toward successful events, workshops, and contests;
- C. plan and carry out any events, workshops, and contests under the oversight of the Board of Directors;
- D. keep the Board of Directors apprised at all times of the progress of events, workshops, and contests plans;
- E. chair the Contest Committee; and
- F. perform any and all other tasks deemed necessary by the Board of Directors.

Section 15.

Duties of the Director of Publicity and Newsletter. The Director of Publicity and Newsletter shall:

- A. prepare news releases for the media;
- B. arrange for publicity as requested by the President or Board of Directors;
- C. coordinate all publicity for THPW including any workshops, conferences, and contests;
- D. perform any and all other tasks otherwise deemed necessary by the Board of Directors.
- E. be editor of the newsletter;
- F. prepare the newsletter and email it to all members at least one week prior to each bimonthly meeting;
- G. prepare announcements, as information dictates, and email to all members; and
- H. perform any and all other tasks otherwise deemed necessary by the Board of Directors.

Section 16.

Duties of the Director of Membership. The Director of Membership shall:

- A. promote, expand, and stabilize membership;
- B. accept membership applications and route any paid dues to the Treasurer;
- C. announce new members at meetings and see that new member information is provided to the Director of Publicity and Newsletter;
- D. plan recognition at meetings for each member who publishes or wins an award;
- E. retain membership applications in a permanent file;
- F. keep an accurate list of current membership;
- G. prepare notices to members whose dues are about to lapse; and

- H. perform any and all other tasks otherwise deemed necessary by the Board of Directors.

Section 17.

Duties of the Director of Hospitality. The Director of Hospitality shall:

- A. provide a meeting place and greet members and guests;
- B. arrange for refreshments for meetings, events, and workshops;
- C. provide hospitality for events and workshops as requested by the Director of Events and Workshops; and
- D. perform any and all other tasks otherwise deemed necessary by the Board of Directors.

Section 18.

Duties of the Director of Technical Support. The Director of Technical Support shall:

- A. be responsible for the design and maintenance of the THPW website;
- B. keep information on the THPW website current, including information regarding bimonthly programs, events, and workshops;
- C. set up any and all technical equipment (such as microphones, audio and video recording equipment, projectors, laptops, etc.) for bimonthly programs, events, and workshops as needed; and
- D. perform any and all other tasks otherwise deemed necessary by the Board of Directors.

Section 19.

Duties of Officers at the End of Their Terms. After the election of Officers at the November Regular Membership Meeting, each outgoing Officer shall deliver to his/her successor all records, books, papers, and other property belonging to THPW and assist the incoming Officers in learning any and all duties of their new office.

ARTICLE IV COMMITTEES

Section 1.

Standing Committees. Standing committees of THPW shall be Contest, Historian, and Nominating Committees. Officers may appoint committees to assist them in their duties as they desire.

Section 2.

Ad Hoc Committees. In addition to the Standing Committees, the President may appoint an ad hoc committee to assist any Officer of the Board of Directors in the fulfillment of their duties or as needed to perform special duties.

Section 3.

Contest Committee. The Contest Committee shall be chaired by the Director of Events and Workshops. The Contest Committee shall:

- A. establish rules for the annual contests;
- B. secure judges for the contests, in cooperation with the Events and Workshops Director;
- C. perform all duties necessary to carry out the contests; and
- D. perform any and all other tasks as deemed necessary by the Board of Directors.

Section 4.

Historian Committee. The Historian Committee shall be chaired by the Secretary. The Historian Committee shall:

- A. compile a scrapbook (electronic or paper) containing publicity relative to THPW as a group and as individuals;
- B. keep bound paper copies or electronic copies THPW newsletters (electronic copies shall be kept on THPW's website and shall be accessible by the members);
- C. take photographs at all official THPW functions; and
- D. perform any and all other tasks as deemed necessary by the Board of Directors.

Section 5.

Nominating Committee. The Nominating Committee shall be chaired by any one of the general members appointed by the President. The Nominating Committee shall:

- A. be composed of three general members appointed by the President at the May meeting;
- B. recruit and present a slate of nominees for each office up for election at the September meeting;
- C. tally the votes or coordinate and tally the ballots, as the case may be, at the November meeting; and
- D. perform any and all other tasks as deemed necessary by the Board of Directors.

ARTICLE V MEETINGS

Section 1.

Regular Membership Meetings. Bimonthly meetings of the membership shall be held on each third Saturday of January, March, May, July, September, and November unless otherwise called by the Board of Directors. The attendance of eight (8) voting members shall constitute a quorum to transact THPW business.

Section 2.

Notice of Regular Membership Meetings. Written notice of the Regular Membership Meeting shall be given not less than ten (10) calendar days before the date that such meeting is to be held. Such written notice shall be delivered via electronic mail, first class mail via the United States Postal Service, posted on THPW's website, and/or through any other means as the Board of Directors shall deem effective. The notice shall state the place, date, and time of the meeting.

Section 3.

Special Membership Meetings. Special Membership Meetings may be called at any time by the President, by a majority of the Board of Directors, or upon written request of 20 percent of active members. The attendance of eight (8) voting members shall constitute a quorum to transact THPW business. The Board of Directors shall designate the time and place at which Special Membership Meetings will take place. A Special Membership Meeting that is called due to a written request from 20 percent of active members must be held within a reasonable period of time from the date of the receipt of the request for said meeting. Written notice of Special Membership Meetings shall be given not less than ten (10) calendar days before the date that such meeting is to be held. Such written notice shall be delivered via electronic mail, first class mail via the United States Postal Service, posted on THPW's website, and/or through any other

means as the Board of Directors shall deem effective. The notice shall state the place, date, time, and purpose of the meeting.

Section 4.

Notice of Special Membership Meetings. Notice of Special Membership Meetings shall be given in the same manner as notice for the Regular Membership Meetings except that the notice shall also contain the purpose for which the meeting is called. The Board of Directors shall give notice of the meeting within ten (10) days of receipt of the request or within such other reasonable time period as may be needed. At this meeting, only those agenda items detailed in the written request may be considered.

Section 5.

Board of Directors Meetings. The Board of Directors shall schedule six (6) meetings prior to each Regular Membership Meeting plus five (5) additional board meetings per year on the call of the President or any three Officers of the Board. A majority of the Board of Directors shall constitute a quorum to transact THPW business. Meetings may be attended electronically or by telephone to achieve a quorum.

Section 6.

Presiding Officer. The President of the Board of Directors shall preside over all meetings. In case the President is unable to preside over a meeting, the following Officers shall preside over meetings in the following order according to availability: President-Elect, Secretary, Treasurer, and Director of Programs.

Section 7.

Acts of the Membership. Once a quorum has been reached, pertaining to both Regular and/or Special Membership Meetings, a vote of a majority of the voting members in attendance shall be an act of the membership.

Section 8.

Acts of the Board of Directors. Once a quorum has been reached, a vote of a majority of the Officers in attendance shall be an act of the Board of Directors.

Section 9.

Voting Tie. In the case of any ties in voting at either Board of Directors Meetings or Regular or Special Membership Meetings, the President or the Presiding Officer shall be the tiebreaker.

**ARTICLE VI
PARLIAMENTARY AUTHORITY**

The rules contained in the most current edition of Robert's Rules of Order shall govern THPW in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules or order THPW may adopt.

**ARTICLE VII
AMENDMENTS**

Section 1.

Amendments to the Bylaws. These bylaws may be amended at any Regular Membership Meeting of THPW by a majority vote of the membership at such Regular Membership Meeting provided that proper notice is given.

Section 2.

Notice of Amendments to the Bylaws. For any proposed amendments to these bylaws, the proposal must be submitted in writing to the Secretary of the Board of Directors. The proposal shall then be sent out for comment to the General Membership in an electronic announcement and/or in the next newsletter. The proposal shall also be posted on the THPW website at the same time it is initially sent to the General Membership. Not less than thirty (30) days after the proposal has been sent to the General Membership via an electronic announcement and/or newsletter, the amendment shall be voted on either at the next Regular Membership Meeting or via electronic means. Votes not received by a deadline set by the Board of Directors shall be considered abstentions and shall not affect the final vote.

Section 3.

Effective Date of Amendments to the Bylaws. Amendments to the bylaws shall take effect immediately after an affirmative vote.

**ARTICLE VIII
DISSOLUTION**

Section 1.

Dissolution of THPW. After a motion is passed by the Board of Directors at a Regular or Special Meeting of the Board recommending that THPW be dissolved, a notice must be sent via electronic means or via First Class Mail to the membership that a motion to dissolve will be presented to the voting members either at (1) a Regular Meeting, (2) a Special Meeting, or (3) by electronic means. The motion passes or fails by a simple majority of the votes. In case of a tie, the motion is rescinded. This procedure takes precedence over the procedures set forth in Article V hereof.

THPW will be dissolved automatically if the number of General Members falls below the number of the Board of Directors set forth in these bylaws and/or if the offices of the Board of Directors are not filled due to lack of volunteers.

Section 2.

Assets. In the event of dissolution of this organization, the assets shall be liquidated and distributed to the Amarillo Public Library, Amarillo, Texas.