

OZARKS WRITERS LEAGUE BYLAWS AND STATEMENTS OF ORGANIZATION

OZARKS WRITERS LEAGUE MISSION STATEMENT

Ozarks Writers League, informally known as "OWL," supports the desire of writers, artists, and photographers throughout the region to expand their knowledge of the craft, and to connect with and encourage the creativity of others. In addition, OWL endeavors to provide a resource of regular conferences and gatherings with an emphasis on promoting literacy, writing, and art in the Ozarks.

OZARKS WRITERS LEAGUE PREAMBLE

Recognizing that the Ozarks is a unique geographical area and possesses a distinct cultural heritage, and being aware that time and circumstances are rapidly affecting that geography and changing that culture, we desire, through our efforts as writers, photographers, and artists, to preserve a record of the past and to record and document the present for the future.

(Included in original OWL Bylaws, 2005)

OZARKS WRITERS LEAGUE ARTICLES OF AGREEMENT

Section 1: The name of this association shall be the Ozarks Writers League, hereinafter referred to as the League.

Section 2: The purposes for which this League is formed are:

- (a)** To bring into closer relationship the writers, photographers, and artists of the Ozarks so that the members may receive mutual inspiration, information, and amusement; that distinguished writers, publishers, editors, agents, photographers, and artists may, from time to time, be entertained by the League; that the members may speak through the League as members on matters relating to the welfare of their calling, to the end that the high principles established by its individual members may be maintained and perpetuated.
- (b)** To do everything necessary, suitable, or proper in order to accomplish any and/or all of said purposes, or to attain one or more of the objectives set forth above or conducive to or expedient for the interests or benefit of the League, including the acquisition and holding of property, such as real estate or other property, the acquisition and holding of rights to articles, pamphlets, books, or periodicals published by the League, the erection and equipping of buildings needed to promote the purposes and principles set forth above, all without pecuniary consideration to the League, except as may be necessary to offset expenses of such endeavors.
- (c)** To promote writing, literacy and expression of the human experience through the activities of writing, photography and art.
- (d)** To raise funds for the purpose of expanding literacy, writing and the preservation of the written and historic traditions of the Ozarks.

- (e) To encourage our youth to literary efforts and literacy through scholarships, contests, community involvement, and any other activity deemed appropriate by the League.

Section 3: The principal place of business of the League shall be in Taney County, Missouri.

Section 4: The League shall continue indefinitely from and after this date hereof

Section 5: League business affairs.

- (a) The business affairs of the league shall be governed and managed by a Board of Directors, herein referred to as the Board, whose composition is set forth in ARTICLE III of the bylaws.
- (b) A business meeting of League Members shall be held during each of the League's membership meetings.
- (c) Property belonging to the League shall be held in the corporate name of the League. All conveyances shall be made pursuant to votes taken at regular meetings and shall be executed by the President and attested to by the Treasurer.
- (d) The names of those who served on the Board of Directors as Officers and Board members in 1983, the first year of incorporation, are placed into perpetuity: President: Artie Ayres; Vice- President: Jory Sherman; Secretary-Treasurer: Mary Hartman; Historian: Douglas Mahnkey; Publicity Director: Fred Pfister; and Board Members: Patsi Yarnell, Dick Kahoe, and Margaret Newton.

Section 6: The League shall have power to make and adopt bylaws for the purpose of conducting and regulating its affairs. The Board shall have power to call regular meetings at such time and place as it deems necessary to promote the interests and purposes of the League. Any Board member may request a meeting. Electronic meetings, conducted in an emergency, using the internet are allowed, provided a vote in person is taken at the next regularly scheduled meeting. Members and those on the mailing list must be notified of the league's business meeting at least two (2) weeks prior to the date of such meeting.

Section 7: Any writer, photographer, or artist who is interested in the goals of the League shall be eligible to apply for membership in the League.

Section 8: The official emblem of the League shall consist of a great homed owl clutching a quill and artist's paintbrush in its talons. The emblem shall be under the control of the Board.

Section 9: Upon dissolution of the League, all assets shall be disposed of exclusively for the purposes for which the League was established or shall be donated to a qualified tax-exempt organization with similar purposes. The Board shall vote on the distribution of the remaining funds upon dissolution.

OZARKS WRITERS LEAGUE BYLAWS

ARTICLE I—NONPROFIT STATUS

Section 1: These bylaws are adopted to govern the activities of the Ozarks Writers League, hereinafter referred to as the League, in line with provisions of the Articles of Agreement under which the League is incorporated in the State of Missouri, Number N00669021, as a Missouri Nonprofit: 21 June 2005. (Articles of Incorporation are found at the end of these bylaws).

Section 2: The end of the calendar year shall mark the end of the League's fiscal year.

ARTICLE II–BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of up to fifteen (15) voting members, as follows: four (4) elected Officers, namely the President, Vice-President, Secretary, and Treasurer, hereinafter referred to as the Officers. Officers may serve terms of one (1) year with a limit of two terms per officer position, allowing two consecutive years in any one position and up to eight consecutive years as an officer. However, a former officer may serve again after a two-year lapse in holding office. The year of service for each position begins immediately following the close of business at the annual membership business meeting at which they are elected; the immediate Past President, Past Vice-President, Past Secretary, and Past Treasurer who may serve one-year terms; and up to 7 appointed Directors.. Director terms of office are not limited and they may continue to serve from year to year.

Section 2: Each member of the Board shall have one vote.

Section 3: A quorum at Board meetings shall consist of two (2) Officers and enough other board members to make up at least 50 percent of the Board. No official Board meeting or Board actions can occur without a quorum in place. When impractical to hold a meeting of the Board, the President may order a mail, telephone, or e-mail vote on any matter requiring immediate action by the Board. Three (3) members of the Board may, by a written or e-mail statement to the President, call a Board vote on any matter.

Section 4: Board Vacancies

- (a) Should a vacancy occur in the Presidency, the order of succession shall be as follows: Vice-President, Secretary, Treasurer, Historian, Membership Director, and Publicity Director. Each individual shall be offered the office of President in turn, such individual to hold the office until the next annual election or special meeting of League membership.
- (b) In the event that a vacancy occurs in one or more board position, the current or incoming President shall fill the vacancy or vacancies by appointment, subject to approval by a majority of the Board. Such appointees may hold office until the next annual election or special meeting of League membership.

Section 5: Board members who miss two consecutive meetings may be replaced by the President, depending on the circumstances. Board members may be reprimanded or removed for conduct not considered in the League's best interest, with majority vote of the Board.

ARTICLE III–QUALIFICATIONS AND DUTIES OF BOARD OF DIRECTORS AND OFFICERS

Section 1: Board Duties

The Board shall be the executive body of the League and shall have power to transact general League business.

Section 2: Qualification and Duties of the President

Qualifications: Must have been a member of the League and attended most League conferences for at least 2 years prior to being nominated.

The League President shall:

- preside at all business meetings of the League;
- have the powers and duties usually incumbent upon such an officer;
- determine, with approval of the Board, the time and location of membership and business meetings, and any special meetings of the Board;
- with a majority vote of the Board, the President may cancel a scheduled meeting in the event of inclement weather;
- appoint chairpersons (or functionaries) for various activities. Such persons, who must be a league member in good standing at the time of their appointment, may include: Webmaster, Newsletter Editor, Associate Editor, Grants Officer, Contest Chair, Parliamentarian, Historian, and others as needed. When deemed necessary, the President may appoint outside the Board of Directors to fill any of these positions, with the person appointed fulfilling the duties, but not serving on the Board itself;
- appoint a Webmaster and a Newsletter editor;
- by the end of July each year, the President shall appoint a Nominating Committee consisting of one (1) Board member and two (2) League Members to recruit a slate of officers; and,
- appoint other committees as needed to conduct League events and general League business.

Section 3: Qualification and Duties of the Vice-President

Qualifications: Must have been a member of the League and attended most League conferences for at least 2 years prior to being nominated.

The Vice-President shall:

- conduct business and Board meetings in the absence of the President; and,
- assist the President as needed.

Section 4: Qualification and Duties of the Secretary

Qualifications: Must personally have the appropriate tools to perform the duties of League Secretary, and must have been a member of the League and attended most League conferences for at least 2 years prior to being nominated.

The Secretary shall:

- record and maintain the official minutes for League business and Board meetings;
- handle official League correspondence and inquiries;
- maintain a list of all standing committees;
- at the completion of their term in office, shall deliver to the Secretary-elect, all minutes of Board decisions and other correspondence in order to maintain a continuous documentation of the leagues correspondence and activities; and,
- maintain a permanent file of all changes to policy and procedures.

Section 5: Qualification and Duties of the Treasurer

Qualifications: Must provide evidence of knowledge of basic bookkeeping principals and personally have the appropriate tools to adequately perform the duties of Treasurer; be willing to use bookkeeping spreadsheet or program technology; and must have been a member of the League and attended most League conferences for at least 2 years prior to being nominated.

The Treasurer shall:

- follow generally accepted accounting principles and follow the guidelines adopted by the Board in the Handbook for Treasury Operations;
- make reimbursements for all authorized expenditures;
- maintain all League financial records;
- produce a financial report for the Board at each business meeting and at the end of the fiscal year;
- shall coordinate with the Membership Director no less than once per month to pass on information about new memberships and renewals;
- maintain the checking account and shall seek approval of the President for all disbursements; and,
- when required by grants or conditions of the Not for Profit status continuation, the Treasurer shall file required reports with the State or IRS.

Section 6: Duties of the Historian

The Historian shall serve as custodian of all past records, adding materials to keep the records up to date. The documents shall include, at a minimum, one (1) copy of each Newsletter for the terms of service, name and awards received by all contest winners, names of speakers, and photos of current and past officers. Records should be kept in a data-based archive as well as hard copy.

Section 7: Duties of the Membership Director

The Membership Director shall maintain the general membership records, coordinate with the Treasurer no less than once per month regarding new memberships and renewals, contact and welcome new members to the League, develop ideas concerning the recruitment of new members, provide a membership report at each Board meeting, and make a membership list available as defined by the bylaws and governed by law.

Section 8: Duties of the Publicity Director

The Publicity Director is the contact between the League and the general public, issuing approved press releases and/or publicity about the meetings, speakers, contests and special events.

ARTICLE IV-MEMBERSHIP

Any person who meets the qualifications of Section 7 of the Articles of Agreement and who has paid annual dues shall be an active voting member of the League, herein referred to as a League Member. Members have a responsibility to maintain the highest ethical, artistic, and/or literary standards afforded within the freedom of expression granted in a free society.

The Board, with a majority vote, may deny or revoke membership of an individual. The individual who has their membership denied or revoked by the Board shall be contacted and given in writing the reasons to support the action. The League Member may request a vote by the membership at the next business meeting at which time the President would present the reason for the decision and allow the League Member in question to address the membership prior to the vote.

Lifetime membership may be bestowed upon a League Member by the Board with the approval of the membership at the annual business meeting held in conjunction with the final League conference each year. This membership comes with the benefit of no dues for the life of the

League Member. If this membership is terminated by either the member or the Board, it would require approval by a majority of the Board to be reinstated.

ARTICLE V-DUES

Section 1: The fiscal year runs from January 1 through December 31. Dues paid within the fiscal year, or the prior calendar quarter in advance for the coming year, shall cover any and all meetings held within the year.

Section 2: It is provided that at any business meeting, with due notice given to League Members (at least three (3) weeks in advance) regarding such proposed action, dues for the next fiscal year may be raised or lowered by a majority vote of those League members who are present.

Section 3: Student Membership. In order to promote literacy and the joy of writing, the League authorizes membership for students with a valid student ID at one half the established dues. Scholarship winners enjoy a five-year membership at no cost.

ARTICLE VI- MEETINGS

Section 1: The League shall hold-regular meetings for the full membership. At each meeting there shall be a Board of Directors business meeting and sessions for professional growth. Meetings shall be held at least once annually and as determined by the League Board of Directors.

Section 2: The time and place for League meetings and conferences, shall be determined by the League Board of Directors by the end of February of each year and communicated to League Members as soon as possible.

Section 3: The final League conference of each year shall include a general membership business meeting at which officers shall be elected for the coming year and votes taken for issues requiring a vote of the League membership.

Section 4: Information shall be provided to the membership at least one month prior to the annual meeting regarding any planned changes to the League Bylaws and Rules of Organization, and the proposed slate of League Officers for the coming year.

Section 5: Special League membership meetings may be called by an affirmative vote of a majority of the Board, at a time and place determined by the Board. League Members shall be notified of special meetings at least one month in advance of such meetings.

Section 6: In general, Robert's Rules of Order are used to govern League meetings.

ARTICLE VII-FULL MEMBERSHIP ACTIONS

Section 1: Voting shall be subject to the ordinary regulations of parliamentary practice as set forth in the latest revision of "Roberts Rules of Order."

Section 2: A quorum at any business meeting of the League membership shall consist of two (2) elected officers, four (4) other members of the Board, and at least ten percent (10%) of League Members.

Section 3: Only League Members are entitled to vote at a business meeting.

Section 4: The Board may take whatever action League Members authorize by a mail referendum, when urgent business requires such action. The vote may be ordered by the President or by a written or e-mail statement of at least three (3) Board members, asking for a referendum upon a previous Board action, which action shall be held in abeyance pending the outcome of the referendum. The official ballot shall be a government postal card upon which is explained the vote to be taken, together with boxes to indicate "yes" or "no" votes, a line for the voting member's signature, and the time limit for return of the ballots, the deadline to be set by the President with approval of the Board. The Secretary shall send ballots to all League Members with the assistance of one other Director, appointed by the President. A majority of those voting shall be sufficient to carry such action, provided at least ten percent (10%) of the League Members sign and return ballots to the Secretary.

ARTICLE VIII- VOLUNTARY STATUS OF MEMBERS AND BOARD

All members of the League, the Board, Officers, and designated representatives are volunteers. Should grant funds be obtained for the provision of services that require employed staff, the rules and regulations of the State of Missouri will be followed in terms of equal opportunity, fairness and non-discrimination.

Pursuant to these possibilities, the Board has enacted a Conflict of Interest Statement.

Section 1: Conflict of Interest: Conflict of Interest Policy

Purpose: The purpose of a Conflict of Interest Policy is to protect the Ozarks Writers League's interests when contemplating transactions or arrangements that might benefit the private interest of an officer of the organization. All applicable state regulations that govern Missouri Not for Profit organizations remain in force and cannot be replaced by any provision within the conflict of interest policy.

Section 2: Definitions

Interested Person: Any Director, Officer or Member of a committee with the governing Board that has delegated powers, who has a direct or indirect influence on the outcome of a decision.

Financial Interest: A person has a financial interest if that person has, directly or indirectly by connection to other persons, business or investment, financial benefit from an activity of the organization.

A financial interest is not necessarily a conflict of interest in that persons may have special talents or access to opportunities that serve the greater interest of the organization and may be allowed at the discretion of the Board. These members of the organization may perform duties for which they may be reimbursed any out-of-pocket expenses. A conflict of interest is determined by a Board vote and is not automatically presumed if Board members, their families or business interest is involved in authorized organizational activity. The intent of this policy is to preclude unwarranted and excess benefits for personal gain.

Section 3: Procedures

(a) **Duty to Disclose:** In connection with any actual or possible conflict of interest the

interested person must disclose to the Board the existence of the financial gain that is likely to result in the authorized activity. That person must leave the meeting until the vote on the conflict of interest by the remaining members of the Board has been taken.

- (b) Determination:** Once a potential conflict of interest has been disclosed, the Board will review all available information and facts in the matter and make a determination. The record will reflect only the outcome of the vote and exclude the names of members and the nature of their vote. The vote of the Board on this matter is final and binding.

Section 4: Periodic Review

The policies of the organization are intended to serve the interest of the organization. Periodic review of the conflict of interest policy insures that policies remain in force that protect the interest of the organization but do not preclude the ethical and judicious pursuit of the organizations goals.

ARTICLE IX- SCHOLARSHIPS AND GIFTS

The Board may grant scholarships and gifts to members or students who meet the criteria established for such a gift. Scholarships shall be designated both in amount and criteria for eligibility annually. A record of such gifts or scholarships shall be maintained by the Treasurer.

ARTICLE X- ELECTIONS

Section 1: Election of Officers shall take place at the annual business meeting, which is held in conjunction with the fmal League conference each year. The date and location of which is determined at the beginning of each year by the President and approved by the Board.

Section 2: The Nominating Committee shall present to the membership a recommended slate of Officers and Board members. Nominations for any Board position may be made from the floor by any League Member, provided that anyone nominated by the Nominating Committee, or from the floor shall be present and shall have consented in advance, and meet the qualifications as set forth in these bylaws.

ARTICLE XI-PUBLICATIONS

Section 1: The League is empowered to publish articles, pamphlets, books, or periodicals of whatever nature it deems advisable and feasible. These publications shall be under the editorship of the Publicity Director or another individual appointed by the President with approval of the Board.

Section 2: The League shall produce a Newsletter, which may include information on upcoming meetings, elections, contests, contacts to other organizations, information on members and other material as the Board shall deem appropriate. The Newsletter will be published by email and posting to the website at least two (2) weeks prior to the meeting. Nothing in the newsletter shall promote any specific political party or philosophy, as required by conditions of the 501(c)31RS requirements.

Section 3: The League shall develop and maintain a website devoted to League business. It shall not contain advertising or personal solicitations unless approved by the Board. Nothing posted on the Website shall promote political parties or philosophies as required by conditions of the Not for Profit status and 501(c)3 regulations.

Section 4: Rights to such publications shall be held by the League within the limitations and restrictions of any agreement made between the League and the author(s).

ARTICLE XII -AWARDS

The League is empowered to hold annual contests among writers, photographers, and artists who are League Members. The contests shall be of such nature that they will encourage creativity and professionalism, and will acquaint others in the region with the possibilities of authorship or creative endeavor concerning the Ozarks. Contests are to be supervised by the Board, or by a committee appointed by the President with approval of the Board, with conditions and plans announced at membership meetings and in newsletters.

ARTICLE XIII- AMENDMENTS

Section 1: The provisions and regulations of the League's Articles of Agreement and bylaws shall not be altered or amended unless a two-thirds affirmative vote of those League Members present and voting at an annual business meeting. Details of all business matters to be decided shall be provided on the League website and other means of communication with League membership at least one month prior to the meeting.

Section 2: These bylaws cannot be amended by mail vote unless a majority of the Board approves such vote and then only upon an affirmative vote of two-thirds (2/3) of those League Members voting within the time limit set by the President and approved by the Board, but which shall, on matters relating to these bylaws, be at least two (2) weeks.

Section 3: These Bylaws and Statements of Organization shall be made available to League Members at business meetings and/or on the League's website.

Section 4: These Bylaws and Statements of Organization shall include the signatures of League Officers at the time of the most recent amendment.

The Bylaws and Statements of Organization of the Ozarks Writers League contained in the nine pages herein, as revised and amended by official vote of the League Membership on October 29, 2022, supersede all previous versions of the Ozark. Writers League Bylaws and Statements of Organization.

Duke Pennell, President

Larry Wood, Vice President

Cindy McIntyre, Secretary

Veda Boyd Jones, Treasurer