

**VILLAGE ON THE LAKES WRITERS & POETS BYLAWS
AND STATEMENT OF ORGANIZATION**

MISSION STATEMENT

The Village on the Lakes Writers & Poets, aka *Village Lake Writers & Poets* (VLWP), do hereby declare our support of writers, authors, visual and performing artists, musicians, photographers, filmmakers, and storytellers throughout Northwest Arkansas and its Tri-State Region (Arkansas, Missouri, & Oklahoma), and will endeavor to expand our and our members' knowledge of their craft and to connect with, and encourage the creativity of others. In addition, we will provide a network of resources for our members and host regular conferences, workshops, and gatherings emphasizing and promoting literacy, writing, and the creative arts in the Region.

PREAMBLE

We recognize Northwest Arkansas and the Tri-State Region of the Ozarks as unique geographical areas possessing a distinct cultural heritage. We acknowledge that population growth and economic circumstances rapidly affect the unique geography and changing culture. As writers, authors, visual and performing artists, musicians, photographers, filmmakers, and storytellers, we desire to collect, preserve, record, and document the history of storytelling in all forms.

ARTICLES OF AGREEMENT

Section 1: The association name shall be Village on the Lakes Writers & Poets, aka *Village Lake Writers & Poets* (VLWP), hereinafter referred to as VLWP.

Section 2: The purposes for forming this association are:

- (a) To bring into closer relationship the writers, authors, visual and performing artists, musicians, photographers, filmmakers, and storytellers of the Region. So that the members may receive mutual inspiration and information and participate in "story making" in all forms; that distinguished writers, publishers, editors, agents, photographers, and artists may, from time to time, be promoted and featured by VLWP.
- (b) To do everything necessary, suitable, or proper to accomplish any of said purposes or to attain one or more of the objectives set forth above or conducive to or appropriate for the interests or benefit of VLWP, including the acquisition and holding of property, such as real estate or other property. The erection and equipping of buildings needed to promote the purposes and principles set forth above shall be without monetary profit consideration to VLWP, except as necessary to offset expenses of such endeavors or raise funds for events, fellowships, and scholarships.
- (c) To promote writing, literacy, and expression of the human experience through writers, authors, visual and performing artists, musicians, photographers, filmmakers, and storytellers.
- (d) To raise funds to expand literacy and writing, and preserve the Region's written, creative arts, and historical traditions. In addition, as an Arkansas Non-Profit Corporation, the acquisition and holding of rights to articles, pamphlets, books, periodicals, or promotional material published by VLWP shall not be for profit.
- (e) To encourage our youth to literary efforts and literacy through scholarships, contests, community involvement, and other such activities deemed appropriate by VLWP.

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Section 3: The principal place of business of VLWP shall be in Benton County, Arkansas, with its home base located in Bella Vista, Arkansas.

Section 4: VLWP shall continue indefinitely from and after this date hereof.

Section 5: VLWP's business affairs:

- (a) VLWP's official business shall be governed and managed by the Board of Directors, herein referred to as the Board, as outlined in ARTICLE III of the Bylaws.
- (b) The Board of Directors will hold at least one annual meeting.
- (c) Regular business meetings of VLWP Members and Officers shall be held monthly after or before each of the VLWP's regular meetings.
- (d) Property belonging to the VLWP shall be held in the corporate name of *Village on the Lakes Writers and Poets*. All conveyances shall be made pursuant to votes taken at the Board of Directors annual meeting and shall be executed by the President and attested to by the Treasurer.
- (e) The names of those who served on the Board of Directors as Officers and Board members in 2015, the first year of incorporation, are placed into perpetuity: Director, President, Secretary-Treasurer, Publicity, Historian — Joan Barrett Roberts, Director at Large, Sara Parnell, Director at Large, Leroy Roberts. Founding members of the VLWP: Joan Barrett Roberts, Sara Parnell, Leroy Roberts, Laura Patton, Peggy and John Crosby, Jennifer Lehmann, and Walter Hinojosa.

Section 6: VLWP shall have the power to make and adopt bylaws to conduct and regulate its affairs. The Board shall have the ability to call regular meetings at such time and place as it deems necessary to promote the interests and purposes of VLWP. 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 in writing of VLWP's business meeting at least two (2) weeks before the date of such meeting.

Section 7: Any writer, photographer, filmmaker, musician, visual or performing artist, or storyteller interested in VLWP's goals shall be eligible to apply for membership in the VLWP.

Section 8: The official logo shall be under the control of the Board. The current logo can be found in Attachment A of this document.

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

VILLAGE ON THE LAKES WRITERS & POETS BYLAWS

ARTICLE I - NON-PROFIT STATUS

Section 1: These bylaws are adopted to govern the activities of *Village on the Lakes Writers & Poets*, hereinafter referred to as VLWP, in line with provisions of the Articles of Agreement under which VLWP is incorporated in the State of Arkansas, Entity File Number, EIN #811088043 as an Arkansas Nonprofit Corporation: October 25, 2015. (Find The Articles of Incorporation at the end of these Bylaws).

Section 2: The end of the calendar year shall mark VLWP'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 their election at the close of business at the annual membership business meeting; the immediate Past President, Past Vice-President, Past Secretary, and Past Treasurer who may serve one-year terms; and up to seven (7) appointed Directors. The Director positions may include the Historian, Membership Director, Webmaster, Fund Raising Director, Contest Director, Members-at-large, and Publicity Director. 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 email vote on any matter requiring immediate action by the Board. In addition, three (3) members of the Board, by a written or email statement to the President, may 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:
- b) 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 meetings of VLWP membership.
- c) If a vacancy occurs in one or more board positions, in that case, the current or incoming President shall fill the vacancy or vacancies by appointment, subject to approval by a majority of the Board. However, such appointees may hold office until the next annual election or special meetings of VLWP 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 VLWP's best interest with the Board's majority vote.

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

Section 1: Board Duties

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

Section 2: Qualification and Duties of the President

Qualifications: Must have been a member of the VLWP and attended most of the VLWP conferences for at least two (2) years before being nominated.

The VLWP President shall:

- preside at all business meetings of VLWP.
- 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 written notification to the membership and 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 VLWP member in good standing at their appointment, may include Webmaster, Newsletter Editor, Associate Editor, Social Media Editor, Grants Officer, Contest Chair, Parliamentarian, Historian, and others 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) VLWP Members to recruit a slate of officers.
- may appoint other committees as needed to conduct *Village on the Lakes Writers & Poets* events and general VLWP business.

Section 3: Qualification and Duties of the Vice-President

Qualifications: Must have been a member of VLWP and attended most VLWP conferences for at least two (2) years before being nominated.

The Vice-President shall:

- conduct business and Board meetings in the absence of the President.
- 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 VLWP Secretary and must have been a member of VLWP and attended most VLWP conferences for at least two (2) years before being nominated.

The Secretary shall:

- record and maintain the official minutes for all VLWP business and Board meetings.
- send a digital copy of the minutes to all members, via website or email.
- handle official VLWP correspondence and inquiries; keep a list of all standing committees.
- after their term in office, shall deliver to the Secretary-elect all minutes of Board decisions and other correspondence to maintain continuous documentation of the VLWPs 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 principles and personally have the appropriate tools to perform the duties of Treasurer adequately; be willing to use bookkeeping spreadsheet or program technology and must have been a member of VLWP and attended most VLWP conferences for at least two (2) years before being nominated.

The Treasurer shall:

- follow accepted accounting principles, professional practices, and follow the guidelines adopted by the Board in the *Handbook for Treasury Operations*.
- make reimbursements for all authorized expenditures; maintain all VLWP financial records.
- produce a financial report for the Board at each business meeting and 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.
- when required by grants or conditions of the Non-Profit status continuation, the Treasurer shall file all required annual or quarterly reports with the State or IRS.

Section 6: Duties of the Historian

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

Section 7: Duties of the Membership Director

The Membership Director shall maintain the general membership records and coordinate with the Treasurer no less than once per month regarding new memberships and renewals. Also, contact and welcome new members to VLWP, 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 contacts VLWP and the public, consulting with the Vice President and issuing approved press releases and publicity about the meetings, speakers, contests, and 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 VLWP, herein referred to as a VLWP Member. Members are responsible for maintaining the highest ethical, artistic, and literary standards within the freedom of expression granted in a free society.

The Board, with a majority vote, may deny or revoke the 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 VLWP 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 VLWP Member in question to address the membership before the vote.

Lifetime membership may be bestowed upon a VLWP Member by the Board with the approval of the membership at the annual business meeting held in conjunction with the final VLWP conference each year. This membership comes with the benefit of no dues for the life of the VLWP Member. If the Board terminates this membership, it will require approval by most 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 all meetings held within the year.

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Section 2: Dues for the next fiscal year may be raised or lowered by a majority vote of those VLWP members who are present at any business meeting, with due notice given to VLWP Members at least three (3) weeks in advance.

Section 3: Student memberships promote literacy and the joy of writing. The VLWP authorizes membership for students with a valid student ID at one-half the established dues. In addition, Scholarship Winners enjoy a five-year (5) membership at no cost.

ARTICLE VI - MEETINGS

Section 1: The VLWP shall hold regular meetings for the entire membership. There shall be an Officer & Membership business meeting, open readings, and sessions for professional growth at each meeting. In addition, Board of Director meetings shall be held at least once annually and as determined by the Board.

Section 2: The Board of Directors shall determine the time and place for VLWP meetings and conferences; each year by the end of February and communicated to the VLWP Members as soon as possible.

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

Section 4: Information shall be provided to the membership at least one (1) month before the annual meeting regarding any planned changes to the VLWP Bylaws and Rules of Organization and the proposed slate of VLWP Officers for the coming year.

Section 5: Special VLWP membership meetings may be called by an affirmative vote of a majority of the Board of Directors at a time and place determined by the Board. The VLWP Members shall be notified in writing of all special meetings at least one (1) month in advance of such meetings.

Section 6: In general, *Robert's Rules of Order* govern the Board of Directors and VLWP business meetings.

ARTICLE VII - FULL MEMBERSHIP ACTIONS

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

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

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

Section 4: The Board may take whatever action the VLWP Members authorize by a mail referendum when an urgent business requires such action. By a written or email statement of at least three (3) Board members, the President shall ask for a referendum upon any previous Board action, which action shall be held in abeyance pending the referendum's outcome. 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 VLWP Members with the assistance of one other Director appointed by the President. A majority of those voting shall be sufficient to carry out such action, provided at least ten percent (10%) of the VLWP Members sign and return ballots to the Secretary.

ARTICLE VIII - VOLUNTARY STATUS OF MEMBERS AND BOARD

All members of the VLWP, the Board, Officers, and designated representatives are volunteers. However, should grant funds be obtained to provide services that require employed staff, the VLWP will follow all rules and regulations of the State of Arkansas in terms of equal opportunity, fairness, and non-discrimination.

Under these possibilities, the Board has enacted a Conflict-of-Interest Statement.

Section 1: Conflict of Interest Policy

Purpose: The purpose of a Conflict-of-Interest Policy is to protect VLWP's interests when contemplating transactions or arrangements that might benefit the private interest of an officer of the organization. All applicable state and federal regulations that govern Arkansas Non-Profit corporations are enforced 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 directly or indirectly influences 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, an economic benefit from any specific activity of the organization. A financial interest is not necessarily a conflict of interest in that persons may have unique talents or access to opportunities that serve the greater good 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 approved 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 unauthorized organizational activity. This policy intends to preclude unwarranted and excess benefits for personal gain.

Section 3. Procedures

1: 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 is taken by the Board's remaining members.

2: 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 corporation are intended to serve the interest of the association. Accordingly, a periodic review of the Conflict-of-Interest Policy ensures that policies remain in force that protects the organization's best interest and does not preclude the ethical or judicious pursuit of VLWP's overall goals.

ARTICLE IX – FELLOWSHIPS, SCHOLARSHIPS, AND GIFTS

Fellowships, scholarships, and gifts to members or students who meet the criteria established for such a gift may be given by the Board of Directors. Scholarships shall be designated both in amount and criteria for eligibility annually. The Treasurer shall maintain a record of such gifts, fellowships, or scholarships.

ARTICLE X - ELECTIONS

Section 1: Election of Officers shall take place at the Annual Business Meeting, which is held in conjunction with the final VLWP Conference each year. The date and location are determined at the beginning of each calendar year by the President and approved by the Board of Directors.

Section 2: The Nominating Committee shall present a recommended slate of Officers and Board members to the membership. Nominations for any Board position may be made from the floor by any VLWP Member. Anyone nominated by the Nominating Committee or from the floor shall be present, have consented in advance, and meet the qualifications outlined in these Bylaws.

ARTICLE XI - PUBLICATIONS

Section 1: VLWP is empowered to publish articles, pamphlets, books, or periodicals, including producing video and visual media 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 the Board's approval.

Section 2: VLWP shall produce a monthly Newsletter, including information on upcoming meetings, elections, contests, contacts with 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 before the meeting. Nothing in the Newsletter

shall promote any specific political party or philosophy, as required by conditions of the state of Arkansas's Non-Profit Corporation and federal IRS requirements.

Section 3: VLWP shall develop and maintain a Website devoted to VLWP 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 Non-Profit status.

Section 4: Rights to such publications shall be held by VLWP, including any limitations and restrictions agreements between VLWP and the author(s).

ARTICLE XII – CONTEST AWARDS

The VLWP is empowered to hold annual contests among writers, authors, visual and performing artists, musicians, photographers, filmmakers, and storytellers who are VLWP 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 in Northwest Arkansas. Contests may be with monetary awards, as well as trophies, plaques, and certificates. All Contest Awards are to be supervised by the Board of Directors or by a committee appointed by the President with the Board's approval, with conditions and plans announced at membership meetings and publicized in newsletters, websites, and news media.

ARTICLE XIII - AMENDMENTS

Section 1: The provisions and regulations of VLWP's Articles of Agreement and Bylaws shall not be altered or amended unless a two-thirds affirmative vote of those VLWP Members present and voting at an Annual Business Meeting. The President shall provide details of all business matters to be decided and shall communicate such information in writing to all members, including on VLWP's Website, and other means of communication to the VLWP membership at least one (1) 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 VLWP 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 VLWP Members at business meetings and on VLWP's Website.

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

Village on the Lakes Writers & Poets Bylaws and Statement of Organization

SIGNATURE SHEET

The Bylaws and Statements of Organization of Village on the Lakes Writers and Poets contained in the nine pages herein, as revised and amended by official vote of the VLWP Membership on July 20, 2022, Village on the Lakes Writers & Poets Bylaws and Statement of Organization.

Digitally signed July 25, 2022 by Donna M. Hanson

Donna Hanson, Date
President pro tempore, Co-Director, Webmaster

See attachment of photocopy of signed document dated July 20, 2022

Gail Cowdin, Date
Secretary

See attachment of photocopy of signed document dated July 19, 2022

Charity Bradford, Date
Treasurer

Village on the Lakes Writers & Poets Bylaws and Statement of Organization

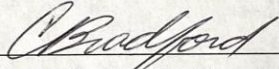
Village on the Lakes Writers & Poets Bylaws and Statement of Organization

SIGNATURE SHEET

The Bylaws and Statements of Organization of Village on the Lakes Writers and Poets contained in the nine pages herein, as revised and amended by official vote of the VLWP Membership on _____ (Date) Village on the Lakes Writers & Poets Bylaws and Statement of Organization.

Donna Hanson, Date
President pro tempore, Co-Director, Webmaster

Gail Cowdin, Date
Secretary

 7/19/2022
Charity Bradford, Date
Treasurer

Village on the Lakes Writers & Poets Bylaws and Statement of Organization

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SIGNATURE SHEET

The Bylaws and Statements of Organization of Village on the Lakes Writers and Poets contained in the nine pages herein, as revised and amended by official vote of the VLWP Membership on _____ (Date) Village on the Lakes Writers & Poets Bylaws and Statement of Organization.

Donna Hanson, Date
President pro tempore, Co-Director, Webmaster

Gail Cowdin 6/20/19

Gail Cowdin, Date
Secretary

Charity Bradford, Date
Treasurer

ATTACHMENT A: OFFICIAL LOGO

