

**BY-LAWS**  
of  
**Rocky Mountain Outdoor Writers and Photographers**  
as amended at the Annual Meeting in Ouray, Colorado, 22 September 2015

ARTICLE I. OFFICES

The address of the corporation shall be determined by the board of directors.

The corporation may have additional offices at such other places within the limits of the States represented in the corporation as the board of directors may, from time to time, determine.

ARTICLE II. MEETINGS, MEMBERSHIP, ELECTION PROVISIONS

Section 1. **Place of Meetings.** Meetings of the members shall be held at such place within the limits of the states represented in the corporation as may from time to time be designated by the board of directors and stated in the notice of the meeting.

Section 2. **Annual Meeting.** An annual meeting of the members shall be held each year at a time and place designated by the board of directors.

Section 3. **Special Meetings.** Special meetings of the members may be called on the order of the president, or a majority of the board of directors, or by not less than twenty-five percent of all the members entitled to vote at the meeting.

Section 4. Written notice of all special meetings of the members shall be mailed to or delivered to each member at the address shown on the membership list not less than ten (10) nor more than fifty (50) days prior to the meetings. Such notice shall state in general terms the purposes for which the meeting is to be held.

Section 5. **Classes and Rights of Members.** There shall be three (3) classes of members: Individual, Supporting, and Student.

(1) Individual members are persons who possess serious interest in outdoor communications, which may include being published and paid. The outdoor communication may take the form of, but is not necessarily limited to: writing, photography, painting, illustrating, editing, or publishing. Individual members shall have full voting rights in all the business of the corporation.

(a) Life and honorary membership shall be awarded to individual members at the discretion of the Board of Directors. These members are exempt from paying annual dues, but retain all privileges.

(2) Supporting members shall be persons or organizations who subscribe to the tenets of the corporation and who desire to assist in the promotion of the purposes of the corporation. Supporting members may attend and participate in all meetings and functions of the corporation, but shall have no voting rights. One Supporting member may be selected to the board of directors for a two-year term, and has full board voting rights.

(3) Student members shall be full-time students, regardless of age.

Section 6. **Parties Entitled to Vote.** All classifications of members may enter discussions at any meeting. However, only Individual members (which includes life and honorary members) shall be eligible to vote.

Section 7. **Voting.** In not more than fifty (50) days nor less than thirty (30) days prior to the annual meeting, a ballot containing names of the nominees for board positions and for the offices of president, vice-president, secretary, and treasurer, selected by the nominating committee, will be sent by either US Postal Service or e-mail to each voting member at the appropriate address shown on the membership list. The ballot shall be marked and returned to the address specified. Marked ballots must be received no later than seven (7) days prior to the annual meeting. The nominating committee chairman, or someone he/she designates, shall act as custodian of the ballots, with the results announced at the annual meeting.

Section 8. **Nomination by Petition.** In addition to the slate of officers and board members developed by the nominating committee, other nominations may be made by a petition signed by no fewer than ten (10) individual, paid-up members and presented to the nominating committee not less than fifty (50) days before the annual meeting.

Section 9. **Chairman of Meetings.** The president, or the vice-president in the event the president is absent, shall preside at all meetings of the members, and in the absence of the president and vice-president, the board of directors may appoint any member to act as chairman.

Section 10. **Secretary of Meetings.** The secretary shall act as secretary at all meetings of the members, and in the secretary's absence, the president may appoint any member to act as secretary of the meeting.

### ARTICLE III. BOARD OF DIRECTORS

Section 1. **Management of Corporation Activities.** The business of the corporation and the policymaking function shall be managed by its board of directors, which may exercise all such powers of the corporation and do all such lawful acts as are not by statute or by these by-laws directed or required to be exercised or done by the members.

Section 2. **Number of Directors.** The board of directors shall consist of no less than three (3) nor more than fifteen (15) in number. The initial board shall consist of nine (9) members.

Section 3. **Tenure.** After the first election when directors were chosen for one, two, or three year terms respectively, to achieve a staggered pattern in which one third of the board members are replaced each year, directors shall be elected as specified in Article II of these by-laws, and a director so elected shall hold office for one three-year term only, until a successor is elected and qualified. One Supporting member of the board shall be selected for a period of two (2) years. A director may not succeed himself in office but may be reelected to the board after an absence from it of one year. The outgoing president shall stay on the board for two years following his term, with full voting rights. Current officers of the corporation shall also concurrently serve on the board of directors.

Section 4. **Qualifications.** Directors shall be Individual members of the corporation, but may include one Supporting member. The Supporting member shall be selected by the board of directors and shall have full voting rights. A director missing three (3) consecutive board meetings may be subject to removal and replacement at the discretion of the board. The replacement shall serve for the remainder of the term.

Section 5. **Vacancies.** Whenever any vacancy shall occur in the board of directors by reason of death, resignation, or increase in the number of directors, or otherwise, it may be filled by appointment by the president.

Section 6. **Place of Meeting.** Place of meeting of the board of directors may be any location within the limits of states represented in the corporation.

Section 7. **Annual Meeting.** The annual meeting of the board of directors, of which no notice shall be necessary, shall be held in conjunction with the annual meeting of the members for the purpose of the organization of the board or for transaction of such other business as may conveniently and properly be brought before such a meeting.

Section 8. **Regular Meetings.** Regular meetings of the board of directors may be held without notice at such time and place as shall from time to time be determined by the board.

Section 9. **Special Meetings.** Special meetings of the board may be called by or at the request of the president or any two directors, and may be held at the principal office of the corporation or at such other place as the directors shall determine. Such meetings may also be conducted by mail correspondence, by telephone conference, fax, or by e-mail.

Section 10. **Notice.** Notice of such special meetings shall be given at least forty-eight (48) hours before the time fixed for the meeting.

Section 11. **Quorum.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board.

Section 12. **Board Decisions.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

#### ARTICLE IV. COMMITTEES

Section 1. **Appointment.** The president shall appoint committees from time to time to study data or transact specific duties as may be deemed necessary.

Section 2. **Permanent Committees.** Two (2) permanent committees shall be the Audit Committee and the Nominating Committee.

Section 3. **Audit Committee.** It shall be the duty of the Audit Committee to examine and verify, or cause to be examined and verified, the financial records of the corporation annually.

Section 4. **Nominating Committee.** The Nominating Committee shall consist of the Past Presidents Council. The immediate past president shall be the chairman and all other past presidents the members. It shall be the duty of the Nominating Committee to submit to the members a slate of nominees for elective positions prior to each annual meeting. Such slate must be mailed to each member at the address shown on the current membership list not less than thirty (30) days nor more than fifty (50) days prior to the annual meeting. The nominating committee must obtain permission from each candidate before his/her name is placed on the ballot.

#### ARTICLE V. CONTRACTS, LOANS, CHECKS & DEPOSITS

Section 1. **Contracts.** The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. **Loans.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. **Checks, Drafts, or Orders.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as from time to time be determined by resolution of the board of directors.

Section 4. **Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

#### ARTICLE VI. OFFICERS

Section 1. **Officers.** The officers of the corporation shall be the president, vice-president, secretary, and treasurer. The elected officers shall also serve on the board of directors.

Section 2. **Election and Term of Office.** The president, vice-president, secretary, and treasurer shall be elected by the membership as specified in Article II, Section 7. Term of office shall be for two (2) years. President and vice-president may be re-elected but shall be limited to two (2) consecutive terms. Secretary and treasurer may be re-elected with no term limitations.

Section 3. **Chairman of the Board of Directors.** The president shall serve simultaneously as the chairman of the board of directors.

Section 4. **Duties of the President.** The president shall be the chief executive and administrative officer of the corporation, and shall preside at all meetings of the members and at meetings of the board of directors. The president shall exercise such duties as customarily pertain to the office of the president, and shall have general and active supervision over the property, business, and affairs of the corporation and over its several officers. The president may appoint committees, may sign, execute, and deliver in the name of the corporation powers of attorney, contracts, bonds, and other obligations and shall perform such other duties as may be prescribed from time to time by the board of directors or the by-laws.

Section 5. **Duties of the Vice-President.** The vice-president shall have such powers and perform such duties as may be assigned by the board of directors or the president, and shall possess the power and may perform the duties of the president in the absence of the president.

Section 6. **Duties of the Secretary.** The secretary shall record all proceedings of the corporation and of the directors in a book to be kept for that purpose, and shall perform all acts incident to the office of secretary, subject to the control of the board of directors.

Section 7. **Duties of the Treasurer.** The treasurer shall be the custodian of the funds of the corporation, and shall perform such duties as may be assigned by the board of directors.

Section 8. **Inability to fulfill term.** In the event of the absence or disability of any officer to serve a full term, the board of directors shall fill the vacancy.

#### ARTICLE VII. AMENDMENTS

Section 1. **Amendments.** These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by the board of directors at any annual, regular, or special meeting of the board. All such changes shall be subject to ratification by two-thirds of the voting members present either at the annual meeting or at any special meeting of the membership, or by two-thirds majority of returned written ballots.