

**BY-LAWS**  
of  
**Rocky Mountain Outdoor Writers and Photographers, Inc. (RMOWP)**

as ratified by the General Membership on 31 January 2021.

**ARTICLE 1. OFFICES**

- 1.1 The address of the corporation will be determined by the Board of Directors (Board).
- 1.2 The corporation may have additional offices at such other places within the limits of the member states represented in the corporation as the Board may, from time to time, determine.

**ARTICLE 2. MEMBERSHIP**

**2.1 Classes and Rights of Members.**

2.1.a **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, broadcasting, publishing, or videography. Individual members retain all privileges and have full voting rights in all the business of the corporation.

2.1.b **Lifetime** membership is awarded to Individual members upon completion of twenty-five (25) years paid membership, which may be non-contiguous. These members are exempt from paying annual dues but retain all privileges and voting rights.

2.1.c **Honorary** membership may be awarded to individuals at the discretion of the Board. These members are exempt from paying annual dues, but retain all privileges and voting rights.

2.1.d **Student** members must be full-time students, regardless of age. They receive all privileges and voting rights at age sixteen (16).

2.1.e All classifications of members may take part in discussions at any meeting of the organization.

**2.2 Qualifications for Membership.** The membership year runs from January 1 through December 31.

2.2.a To become a member, an interested person must fill out a one-time application form and pay the first year's dues.

2.2.b To remain a member, the membership must be renewed between January 1 and March 31 and may be renewed for multiple years. Dues amounts will be determined from time to time by the Board.

2.2.c Lifetime and Honorary memberships have no expiration date.

2.2.d Membership renewal notices will be sent in January to the address shown on the membership list. Notices will be sent electronically, via United States Postal Service (USPS), or other means of communication as determined acceptable by the Board. Renewal payments may be made via USPS to the address stated in the renewal notice, via the renewal method on the RMOWP website, or other means of renewal as determined acceptable by the Board. Anyone whose membership has expired and who has not renewed by March 31 will be eliminated from the membership list.

### ARTICLE 3. BOARD OF DIRECTORS

**3.1 Management of Corporation Activities.** The business of the corporation and the policymaking function will be managed by its Board, 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.

**3.2 Number of Directors.** The Board will consist of no less than three (3) nor more than fifteen (15) directors. The initial Board will consist of nine (9) directors.

**3.3 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 will be elected as specified in Article 4.2 of these By-laws, and a director so elected will hold office for one three-year term only, until a successor is elected and qualified. A director may not succeed himself/herself in office but may be re-elected to the Board after an absence from it of one year. The outgoing president will stay on the Board during the term(s) of his/her successor, with full voting rights. Current officers of the corporation concurrently serve on the Board.

**3.4 Qualifications.** Directors must be Individual members of the corporation. A director missing three (3) consecutive board meetings may be subject to removal and replacement at the discretion of the Board. The replacement serves for the remainder of the term.

**3.5 Vacancies.** Whenever any vacancy occurs in the Board by reason of death, resignation, increase in the number of directors, or otherwise, it may be filled by appointment by the president.

**3.6 Place of Meeting.** Place of meeting of the Board may be any location within the limits of member states represented in the corporation or the location of the annual conference (see Article 5.3).

**3.7 Annual Meeting.** The annual meeting of the Board is for the purpose of conducting the business of the organization. Whenever possible the meeting should be held in conjunction with the annual conference and notice included in the conference agenda (see Article 5.3). Otherwise the annual meeting of the Board will be held at the principal office of the corporation or at such other place as the Directors determine. Such meeting may also be conducted by tele-conferencing, e-mail, or other means of communication determined acceptable by the Board. At least 10 days before the time fixed for the meeting, written notice must be sent to the Board electronically, via USPS, or other means of communication as determined acceptable by the Board.

**3.8 Regular Meetings.** Regularly scheduled meetings of the Board may be held without notice at such time and place as determined by the Board.

**3.9 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 determine. Such meetings may also be conducted by tele-conferencing, e-mail, or other means of communication determined acceptable by the Board.

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

**3.11 Quorum.** A majority of the Board constitutes a quorum for the transaction of business at any meeting of the Board.

**3.12 Board Decisions.** The act of the majority of the directors present at any meeting at which a quorum is present will be the act of the Board. Decisions made by phone, or any electronic means, are to be referenced

at the next annual, regular, or special meeting of the Board and will become part of the minutes of that meeting.

#### ARTICLE 4. ELECTION PROVISION

**4.1 Parties Entitled to Vote.** Individual, Lifetime, Honorary members, and Student members age sixteen (16) and older are eligible to vote.

**4.2 Election.** The annual election of new board members and officers will take place during May each year. A ballot containing names of the nominees for directors and officer positions selected by the nominating committee (see Article 6.2) will be sent the first week of May electronically, via USPS, or other means of communication as determined acceptable by the Board, to each voting member at the appropriate address shown on the membership list. Members should cast their votes and return ballots by similar Board-approved means by May 31 to the address specified on the ballot. The results will be announced on the RMOWP website, in the next newsletter, and at conference when possible.

**4.3 Nomination by Petition.** In addition to the slate of officers and directors developed by the nominating committee, other nominations may be made by a petition signed by no fewer than ten (10) Individual members and presented to the nominating committee by April 15.

#### ARTICLE 5. ANNUAL MEMBERSHIP MEETING AND CONFERENCE

**5.1. Place of Meetings.** Meetings of the members should be held at such place within the limits of the member states represented in the corporation, or a place of convenience, as designated by the Board and stated in the notice of the meeting.

**5.2. General Membership Meeting.** A meeting of the members should be held each year at a time and means determined by the Board. Whenever possible the General Membership Meeting should be held during the annual conference.

**5.3. Annual Conference.** A multi-day conference may be held each year in a location and on a date approved by the Board. The purpose of the conference will be educational, informative, and fun.

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

**5.5. Notice of Meetings.** Written notice of all special meetings of the members will be sent electronically, via USPS, or other means of communication as determined acceptable by the Board to each member at the address shown on the membership list not less than ten (10) days prior to the meetings. Such notice should state in general terms the purpose(s) for which the meeting is to be held.

**5.6 Chair of Meetings.** The president, or the vice-president in the event the president is absent, will preside at all meetings of the members, and in the absence of the president and vice-president, the Board may appoint any board member to act as Chair.

**5.7 Secretary of Meetings.** The secretary will 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 6. COMMITTEES

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

**6.2 Nominating Committee.** The Nominating Committee is the only permanent committee and will consist of the Past Presidents Council. The immediate past president is the Chair and all other past presidents the members. It is the duty of the Nominating Committee to submit to the members a slate of nominees for elective positions prior to each election. Such slate must be sent to each eligible member in accordance with Article 4.2 of these By-laws. The nominating committee must obtain permission from each candidate before his/her name is placed on the ballot.

#### ARTICLE 7. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

**7.1 Contracts.** The Board 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.

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

**7.3 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 will 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.

**7.4 Deposits.** All funds of the corporation not otherwise employed will be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

#### ARTICLE 8. OFFICERS

**8.1 Officers.** The officers of the corporation will be the president, vice-president, secretary, and treasurer. The elected officers also serve on the Board.

**8.2 Election and Term of Office.** The president, vice-president, secretary, and treasurer will be elected by the membership as specified in Article 4.2 of these By-laws. Term of office will be for two (2) years. President and vice-president may be re-elected but are limited to two (2) consecutive terms. Secretary and treasurer may be re-elected with no term limitations.

**8.3 Chair of the Board of Directors.** The president will serve simultaneously as the Chair of the Board.

**8.4 Duties of the President.** The president will be the chief executive and administrative officer of the corporation, and will preside at all meetings of the members and at meetings of the Board. The president will exercise such duties as customarily pertain to the office of the president, and 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 perform such other duties as may be prescribed from time to time by the Board or the By-laws.

**8.5 Duties of the Vice-President.** The vice-president will have such powers and perform such duties as may be assigned by the Board or the president, and will possess the power and may perform the duties of the president in the absence of the president.

**8.6 Duties of the Secretary.** The secretary will make a written record of all meetings of the Board and the general membership, said minutes to be kept in location(s) determined by the Board, and will perform all acts incident to the office of secretary, subject to the control of the Board.

**8.7 Duties of the Treasurer.** The treasurer will be the custodian of the funds of the corporation and perform such duties as may be assigned by the Board. The treasurer will maintain the membership list and be responsible for sending and tracking annual renewal notices to members.

**8.8 Inability to fulfill term.** In the event of the absence or disability of any officer to serve a full term, the Board may fill the vacancy.

#### ARTICLE 9. INDEMNIFICATION OF OFFICERS AND DIRECTORS

**9.1 Indemnification.** Each officer, director, and his or her personal representatives will be indemnified by RMOWP against liabilities, expenses, attorneys' fees and costs incurred in connection with or arising out of performance of duties for the corporation, except those arising or incurred as result of negligence or misconduct in performing said duties. Such indemnification includes amounts paid by way of compromise settlement if the Board approves the terms of the settlement. In determining whether said liabilities, et al., have resulted from negligence or misconduct, the Board may rely conclusively upon an opinion of independent legal counsel retained for the purpose of rendering such an opinion.

#### ARTICLE 10. DISSOLUTION

**10.1 Dissolution.** Upon dissolution of RMOWP, the Board will pay or make provision for the payment of all current liabilities of the corporation and then transfer any remaining assets of RMOWP to a national park conservancy or other national park support organization selected by the Board.

#### ARTICLE 11. AMENDMENTS

**11.1 Amendments.** These By-laws may be altered, amended, or repealed, and new By-laws may be adopted by the Board at any annual, regular, or special meeting of the Board. All such changes will be subject to ratification by two-thirds of the voting members present either at the annual General Membership Meeting, or any special meeting of the membership, or by two-thirds majority of returned ballots.