

# CONSTITUTION

## CONSTITUTION: ARTICLE 1

### NAME, PURPOSE, AND GEOGRAPHICAL AREA

SECTION 1. NAME: The name of this organization is ~~the~~ “Northwest Outdoor Writers Association~~,”~~ abbreviated “NOWA~~.”~~”

SECTION 2. PURPOSE: The purpose of NOWA is to advance the skills of outdoor writers, photographers, broadcasters, artists, public speakers, and related occupations ~~to assist in the dissemination of~~ by disseminating information ~~designed~~ to help improve the quality of each member’s work, and to assist in ~~instructing~~ informing the public ~~in~~ about the benefits of outdoor recreation in accordance with Section 501 (c)(~~3~~) of the Internal Revenue Code.

SECTION 3. AREA: The NOWA “membership” area is ~~comprised~~ composed of Washington, Oregon, Idaho, Montana, Alaska, British Columbia, Alberta, and Yukon, and Northwest ~~T~~erritories, but does not exclude membership of qualified persons from any other area.

## CONSTITUTION: ARTICLE 2

### OFFICERS

SECTION 1. TITLES: The members eligible to vote may elect the following officers: President, Vice President (president-elect), and 2nd Vice President.

SECTION 2. PRESIDENT: The President actively directs the operational affairs of NOWA, and supervises the performance of other officers. The President’s supervisor is the Board of Directors.

SECTION 3. VICE PRESIDENT: The Vice President (president-elect) assists the President, ~~and~~ acts in the absence or disability of the President. ~~and A~~ automatically succeeds the current President.

SECTION 4. 2nd VICE PRESIDENT: The 2nd Vice President assists the Vice President, ~~and~~ acts in the absence or disability of the Vice President. ~~and A~~ automatically succeeds the current Vice President.

SECTION 5. SECRETARY-TREASURER: The positions of Secretary and Treasurer or Secretary-Treasurer ~~is~~are non-elective, ~~and~~ are appointed by the Board of Directors. ~~†~~The Executive Director, if such a person is employed, may be delegated the will assume responsibilities of ~~that~~either or both of those positions.

The Secretary is responsible for the Association's clerical affairs, such as administering voting procedures and keeping records of all meetings and business, and such other duties as the President or Board of Directors may assign. The Treasurer is responsible for the Association's financial record-keeping, for receiving and recording income and paying bills, and such other duties as the President or Board of Directors may assign. In the absence of an Executive Director, persons appointed to the positions of Secretary, Treasurer or Secretary-Treasurer may or may not be persons who have been elected to the Board. In the event they are not, they will not have a vote in determining decisions rendered by the Board in its governance of NOWA. ~~Treasurer is responsible for the clerical and financial affairs, such as publishing a newsletter, administering voting procedures, keeping records of all meetings and business, receiving income, and paying bills.~~

CONSTITUTION: ARTICLE 3

DIRECTORS

SECTION 1. NUMBER: ~~The~~ NOWA members eligible to vote ~~may~~shall elect ~~9~~nine directors without regard to state, ~~or~~ province or territory, all of ~~which~~ whom will represent all members.

CONSTITUTION: ARTICLE 4

## BOARD OF DIRECTORS

SECTION 1. COMPOSITION: Elected directors, elected officers, and the Chairman of the Board ~~comprise~~ compose the NOWA “Board of Directors”~~,”~~ also referred to as the “Board”~~.”~~

SECTION 2. CHAIRMANPERSON: The immediate past-President of NOWA automatically becomes the “Chairmanperson of the Board of Directors”~~,”~~ also known as the “Chairman”~~.”~~ The Chairmanperson conducts meetings of the Board, and is a voting member of the Board only to break a tie vote.

SECTION 3. POWERS: The Board is the ruling authority of NOWA, acting in accordance with the NOWA Constitution, By-Laws, and resolutions passed at the Annual Business Meeting, at special meetings, by mail-in or electronic ballot of the membership or Board of Directors~~,”~~ and by Board members at ~~the~~ Board meetings~~.”~~

SECTION 4. DUTIES: The Board’s duties include, but are not limited to, setting NOWA policy and approving routine, recurring operational procedures.

## CONSTITUTION: ARTICLE 5

### ANNUAL BUSINESS MEETING

SECTION 1. DEFINITION, FUNCTION, FREQUENCY: A membership business meeting, to be referred to as the “Annual Business Meeting,” will be held each calendar year to ~~formally~~ transact NOWA business.

## CONSTITUTION: ARTICLE 6

### HOW THE CONSTITUTION AND BY-LAWS CAN BE CHANGED

SECTION 1. METHOD: The Constitution and By-Laws may be changed with a two-thirds majority vote based on the number of mail-in or electronic ballots received, or of members eligible to vote and

present at the Annual Business Meeting. The two-thirds majority rule pertains to a majority of the votes cast at a meeting or votes cast by mail or electronically, not of the entire membership.

#### CONSTITUTION: ARTICLE 7

#### IN THE EVENT OF TERMINATION OF NOWA

SECTION 1. METHOD: In the event that NOWA is terminated, payment of accounts payable obligations (debts) shall be the first priority. For the sake of simplicity and to ensure maximum assets on hand to pay accounts payable obligations, previously paid member dues for the current year will not be pro-rated and returned to members. After payment of accounts payable obligations, remaining assets will be disposed of by assigning them to an organization whose purpose is consistent with that of NOWA and which is exempt from federal income taxes under Section 501 of the Internal Revenue Service.

## BY-LAWS

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#### BY-LAWS: ARTICLE 1

#### MEMBERSHIP REQUIREMENTS AND VOTING ELIGIBILITY

SECTION 1. RESPONSIBILITY: The processing of membership applications, with the exception of supporting member applications, is the responsibility of the Membership Screening and Ethics Committee. The processing of membership renewals and all supporting member applications is the responsibility of the Secretary ~~Treasurer~~ or the Secretary-Treasurer.

SECTION 2. PERIOD: Membership requirements apply to the 12-month period immediately preceding original or renewal application for membership.

SECTION 3. CLASSIFICATIONS, REQUIREMENTS, VOTING ELIGIBILITY:

Active Member: The requirements for “Active” classification membership ~~are~~: Illustrator, cartoonist, or artist: 6 six published pieces of work. Radio or television broadcaster: 18 outdoor shows or broadcasts. Lecturer: 18 lectures on a scheduled basis. Still photographer: 21 published outdoor pictures. Movie photographer: ~~4 one~~ 24-minute or 2 two 12-minute features. Magazine writer (part-time staff or freelancer): 6 six published articles. Newspaper writer: 24 articles or columns, or any combination thereof. Book author: 1 one book every 3 three years. Editors: Editors of magazines, newspapers, or video and audio outlets, whose full time duties include the review and presentation of conservation or outdoor recreation topics, irrespective of their state or province of residence. Information Employees: Full-time information employees of a non-profit organization or agency and state, provincial or federal agencies engaged in conservation ~~and or~~ outdoor recreation activities and producing photographs, radio or video ~~tapes~~, press release packages, background information, story ideas or other material for optional use of the media. All work must be done for pay. An “Active” member has voting rights.

Retired Member: The requirements for “Retired” classification membership: An “Active” classification member who is over 62 years of age, and who has 20 years standing in the outdoor media field or 10-year membership in NOWA, may apply for “Retired” membership (applies to all new member applications and requested changes in existing member classification ~~received as of March 20, 1997~~). “Retired” members do not have to fulfill the professional requirements of “Active” members. A “Retired” member has voting rights.

Associate Member: The requirements for “Associate” classification membership: One-half of the requirements for “Active” classification membership. All work must be done for pay. An “Associate” member does ~~NOT~~ not have voting rights.

Apprentice Member: The requirements for “Apprentice” classification membership: A person who is interested in becoming an outdoor writer. An “Apprentice” member does ~~NOT~~ not have voting rights.

Life Member: The requirement for a Life Member classification is that the individual must be a documented NOWA Charter Member. A Life Member has voting rights.

Supporting Member: The requirements for "Supporting" membership classification: An organization firm involved in the commerce of outdoor products ~~and~~ or services or which is otherwise interested in supporting NOWA. A "Supporting" member does ~~NOT~~ not have voting rights.

#### SECTION 4. MEMBERSHIP SCREENING:

All membership applications shall include the signature of the sponsoring member prior to review by the Membership Screening Committee.

Applicants must submit samples of one half of required published or produced works or a combination thereof for the membership category, or categories selected, with their application.

All applicants for NOWA membership, except supporting members, shall within 60 days be reviewed by the NOWA Membership Screening and Ethics Committee for eligibility, as set forth in by-laws, Article 1, Section 3. The committee may by majority vote approve or deny any application, subject to challenge, such challenge to be resolved by secret ballot by the Board of Directors. The Secretary/~~Treasurer~~ or Secretary-Treasurer shall approve ~~all~~ supporting member applications.

The applicant, upon payment of ~~all~~ dues and initiation fees, will be recognized as a Proposed Member, with full rights of membership excluding voting rights, for the interim between application and committee approval. If the application is denied, all pre-paid fees and dues shall be refunded at the time of notification.

Committee review procedures shall be applied to all first-time applicants and to former members whose memberships have lapsed for two years or more. The names of proposed first-time or ~~reinstated~~ lapsed

members shall be announced to the membership ~~in the first available newsletter on the website~~ for possible comment.

Membership requirement audit and review procedures may be applied to any current member at the discretion of the NOWA Membership Screening and Ethics Committee or at the mandate of the NOWA Board of Directors.

The Membership Screening Committee has wide latitude, and will consider applicants working in several related fields or whose works require unusual effort. Full-time professional communicators whose work includes outdoor subjects, but does not meet the minimum requirements for stated membership categories may be given special consideration, at the discretion of the Membership Screening Committee and the Board of Directors.

SECTION 4.1 DISCIPLINE OF MEMBERS: Discipline of members, including suspension and expulsion, shall be according to the NOWA Code of Ethics and this paragraph. A Complaint shall be filed with the chair of the Ethics Committee or ~~to~~ with the Executive Director and shall include evidence or information to support the complaint. Copies of the complaint shall then be provided to the Executive Director, if any, the chair of the Ethics Committee, the President, ~~and the Chairman of the Board~~ and the member who is subject ~~to~~ of the complaint. The Chairman of the Ethics committee shall conduct an investigation, which shall include seeking information from the member who is the subject of the complaint, and shall present the results of the investigation to the Ethics Committee.

The Ethics Committee shall then determine whether it believes a violation has occurred, and if the member should be disciplined. The Committee shall report its findings and recommendations to the Board. The member who is the subject of the complaint shall be notified of the actions and recommendations of the Committee. If the Committee finds the member has committed no violation, the person who submitted the complaint shall be so informed ~~of that recommendation~~. In the letter

informing the member of the Committee's findings, the member shall be informed of his or her rights to make a written request within thirty days thereafter to present documents and his or her own statement before or at the Board's next regular meeting. If appearing in person, the member may make an oral statement and may be represented by an attorney. Only those matters for which the Ethics Committee ~~finds~~ believes a violation has occurred will require action by the Board. At the next regular meeting of the Board, the Board shall decide whether to ~~on conviction~~ and, if so, what discipline shall be imposed and, in the case of an expulsion, shall fix the time, if any, after which the expelled member may reapply for membership. Both the person who submits the complaint and the member who is subject of the complaint shall be notified of the final action of the Board. All those ~~to~~ with whom information about ethics matters ~~comes~~ is shared shall respect the privacy of those involved. The Board in its discretion may close board hearings and discussions of such matters. However, a person found guilty, may, at the discretion of the Board, have published ~~in~~ on the NOWA newsletter website his/her name, listing of charges and Board findings, and penalty assessed. A person found not guilty shall have the option of having ~~his/her name~~ that fact published ~~in~~ on the NOWA newsletter website. In the event that the work of the Ethics Committee on a specific case has not been concluded on the expiration of the committee's term, that committee ~~shall~~ may retain jurisdiction of that case until it is concluded.

Ethics cases will be continued to resolution even when the member who has been charged resigns membership in NOWA.

## BY-LAWS: ARTICLE 2

### DUES AND INITIATION FEES

SECTION 1. INITIATION FEES: With the exception of supporting members, the initiation fee applies to all classes of membership. Any member who loses or drops her or his membership because of failure to



meet membership requirements, failure to pay dues, by choice, or for any other reason, and who later wants to rejoin NOWA, must pay a new initiation fee to rejoin.

SECTION 2. DUES: Dues run from January 1 through December 31. For the first year of membership, members of all classifications who join before July 1<sup>st</sup> shall pay the full yearly dues rate, while those joining after July 1st shall pay one-half the yearly dues rate. Any member who has not paid the yearly dues before January 15th or dues and late payment by February 15th~~t~~ of that year will be dropped from membership as of ~~that date~~ February 15th. Late penalty will apply to all reinstatements.

SECTION 3. RATES: The Board of Directors sets the amounts for initiation fees and dues, which are payable in U.S. funds. Dues for a "Retired" classification member shall be fifty percent of the "Active" member classification rate. Effective September 1992, dues and initiation fees are as follows:

Fees: Initiation: \$10.00 (Supporting members exempt)

Late Payment: \$10.00 (Supporting members exempt)

Dues:

Active Member: \$50.00

Retired Member: \$25.00

Associate Member: \$50.00

Apprentice Member: \$25.00

Life Member: Free

Supporting Member: \$100.00

## MEETINGS IN GENERAL

SECTION 1. RULES: “Robert’s Rules of Order” will govern the conduct of all meetings relating to NOWA business. If a conflict arises with a provision herein, this document shall prevail.

SECTION 2. WHEN: Meetings of the membership may be held at times and places recommended by the President and approved by the Board of Directors or may simply be authorized by the Board of Directors.

SECTION 3. ATTENDANCE, SPEAKING: ~~M~~NOWA members ~~not eligible to vote~~ and ~~non-members-the public~~ may attend Board meetings and ~~or speak at a meeting~~ may address the Board if granted permission by the Board. The board may close portions of meetings and go into executive session to discuss certain sensitive matters such as staff performance reviews or ethics charges against members. At the conclusion of the executive portion of such a meeting, the Board shall re-open the meeting to other NOWA members and the public.

## BY-LAWS: ARTICLE 4

### ANNUAL BUSINESS MEETING

SECTION 1. REQUIREMENT: As required by the Constitution, a membership business meeting, referred to as the “Annual Business Meeting,” will be held each calendar year to ~~formally~~ transact NOWA business at a date, time, and site to be recommended by the President and approved by the Board of Directors.

SECTION 2. HOW, WHEN, WHERE: Traditionally, the “Annual Business Meeting” has been held in conjunction with a NOWA annual conference that includes activities such as a banquet, presentation of ~~writing contest~~ Excellence in Craft awards, skill improvement workshops, and presentations by supporting members.

BY-LAWS: ARTICLE 5

MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. WHEN: The Board of Directors must meet not more than five days prior to the “Annual Business Meeting.” A Board member, ~~missing who misses~~ two consecutive directors’ meetings, will vacate the position unless the absences are due to personal emergency or excused absence.

SECTION 2. ADDITIONAL MEETINGS: The Board of Directors may hold other meetings as necessary to transact NOWA business. The calling of such meetings may be recommended by the President and approved by the Board, or simply be authorized by the Board.

SECTION 3. VOTING: Each director and officer has one vote on the Board. Vote proxies may be assigned. The Chairman shall vote only to break a tie. A quorum shall consist of ~~51% more than 50 percent~~ of the directors. The majority rule (~~fifty percent plus one vote~~) that shall decide a vote of the Board pertains to a majority of the votes cast at a meeting, or votes cast by mail or electronically, not to entire membership of the Board.

BY-LAWS: ARTICLE 6 BRINGING AN ISSUE TO A VOTE OF THE MEMBERSHIP SECTION 1. WHO: Any

member may submit a written request to the President to put an issue to a vote of the membership.

SECTION 2. DISCUSSION: If the President determines the issue is worthy of being referred to the membership for a vote, she or he will encourage maximum possible membership discussion of the issue. The NOWA newsletter website will be the preferred medium for such discussion.

SECTION 3. VOTING ARRANGEMENT: The President may arrange a vote on the issue to be held at the next membership meeting, by mail ~~or by other appropriate~~ or by electronic means.

SECTION 4. EMERGENCIES: If the President determines an issue is of such urgency that a membership vote must be made without delay, he or she may add the issue to the agenda of a routine membership meeting without prior notification to the members, or the President may call a special meeting.

BY-LAWS: ARTICLE 7

ELECTING PERSONS TO VACATED POSITIONS

SECTION 1. CALL FOR NOMINATIONS: At least 60 days before the Annual Business Meeting, the Secretary or the Secretary-Treasurer will call for nominations from the membership for each elective position becoming vacant.

SECTION 2. NOMINATIONS COMMITTEE: The immediate past Chairman of the Board of Directors will automatically become the Chairman of the Nominating Committee, which is responsible for obtaining nominations for persons to fill positions becoming vacant.

SECTION 3. NOMINATING PETITIONS: Persons, who have not been nominated by the Nominating Committee and who wish a place on the ballot as an Officer candidate or Board of Directors candidate, shall be placed on the ballot if they have obtained the signatures of ten ~~regular~~ active or retired members on a nominating petition. Petitions must be submitted, by the due date for nominations, to the Chairman of the Nominating Committee.

SECTION 4. WHEN: Elections of persons to vacant positions will be carried out at the Annual Business Meeting or by mailed or electronic ballot.

BY-LAWS: ARTICLE 8

VOTING PROCESS

SECTION 1. PRINCIPLES: Each member eligible to vote shall have one vote. Voting by the membership will be accomplished by secret written ballot, ~~usually submitted~~ by mail, electronically or in person at the Annual Business Meeting. Proxy voting is prohibited.

SECTION 2. METHOD: The procedures in the remainder of this article are designed for routine electronic or mail-in voting by written ballot; ~~†~~These procedures will be followed to the extent practical for a special membership meeting.

SECTION 3. BALLOT CONTENT: Ballots mailed to members or sent to members electronically by the Secretary or the Secretary-Treasurer will contain an appropriate brief description of each issue to be decided and/or the persons nominated for vacant positions, a place to indicate “yes” or “no” for each item or person, NOWA’s mailing address if the ballot is mail-in, and the deadline for receipt return of ballots.

SECTION 4. DETERMINING DEADLINE: At least 30 days must be allowed for such voting. ~~If a voting deadline is not specified herein, †~~The President shall be responsible for determining the deadline for receipt return of ballots.

SECTION 5. BLANK BALLOTS: The Secretary or the Secretary-Treasurer will mail-send ballots to members eligible to vote at least 30 days before the voting deadline.

SECTION 6. RETURNING BALLOTS: Members must mail-return completed mail-in ballots to NOWA by the specified deadline. The date of postmark or transmission shall determine whether ~~or not~~ the deadline was met.

SECTION 7. VOTE MARGIN REQUIRED: Majority rule (~~fifty percent plus one vote~~) will elect a person to a position or usually will decide an issue, as the case may be. (Note that the voting majority requirements for changes to the Constitution and By-~~l~~aws may be different from those of electing persons to

positions and deciding issues.) In case of a tie vote, it will be broken by a vote taken of eligible voters present at the Annual Business Meeting. When three or more candidates vie for one position and no candidate receives a majority of the votes cast, the two candidates receiving the largest numbers of votes shall face each other in a run-off election, by vote of the eligible members at the Annual Business Meeting.

SECTION 8. VOTING RESULTS: Results of the vote will be announced at the Annual Business Meeting and ~~in~~ on the NOWA ~~newsletter website~~. The number of votes each candidate and issue received will be available from the Secretary or the Secretary-Treasurer.

#### BY-LAWS: ARTICLE 9 ELIGIBILITY FOR OFFICE

SECTION 1. WHO ELIGIBLE: Only members eligible to vote can hold the position of an officer, director, or Chairman of the Board of Directors.

SECTION 2. HOW MANY OFFICES: A person can hold only one elected position at a time.

#### BY-LAWS: ARTICLE 10

#### TERMS OF OFFICE

SECTION 1. DURATION - OFFICERS: Officers will be elected to hold office for one year, and may not be re-elected for consecutive terms. ~~The two-thirds majority vote required for a person to hold a position for more than one year is two-thirds majority of the votes cast at a meeting, or votes cast by mail, not the entire Board or general membership. The office of Secretary/Treasurer is except from this rule and may be elected for more than one term.~~

SECTION 2. DURATION - DIRECTORS: Directors will be elected to serve a three-year term, and may be re-elected for consecutive terms.

SECTION 3. DATE TERM COMMENCES: The terms of office and voting rights for newly elected officers, newly elected directors, and Chairman of the Board of Directors commence immediately after the end of the Annual Business Meeting.

BY-LAWS: ARTICLE 11

FILLING UNEXPIRED TERMS

SECTION 1. PROCEDURE: In the event a director or officer does not or cannot complete his or her term, the Board of Directors will appoint a temporary replacement to serve ~~the remainder of the term~~ until a person can be elected to fill the position for the remainder of its term.

BY-LAWS: ARTICLE 12

COMMITTEES

SECTION 1. APPOINTED BY: The President may appoint special or standing committees to carry out specific tasks. The Finance Committee is an exception, the appointment of whose members, not including the Executive Director and the Treasurer, requires approval by the Board of Directors.

SECTION 2. SUPPORTING MEMBER LIAISON: The Board of Directors may appoint a supporting member to act as liaison for supporting members. The position is a non-voting board position.

SECTION 3. DURATION: ~~Committee m~~Members of committees other than Finance serve at the pleasure of the President, who may remove or replace ~~any of~~ them as he or she sees fit. Only the Board of Directors, by majority vote, may remove members of the Finance Committee.

SECTION 4. CONTESTS: The current President and Vice President will be responsible for the annual ~~writing/photo~~ Excellence in Craft contest.

## BY-LAWS: ARTICLE 13

### EXECUTIVE DIRECTOR

SECTION 1. DURATION: An Executive Director may be obtained on a contract basis to handle the day-to-day business of the association.

~~SECTION 2. DUAL EMPLOYMENT: The Executive Director will assume the position and responsibilities of the Secretary-Treasurer concurrently.~~

SECTION ~~3~~2. COMPENSATION: The Executive Director, if one is employed, may be paid a fee and expenses, at an amount approved by the Board.

SECTION ~~4~~3. DUTIES: The duties of the Executive Director, if one is employed, are to solicit supporting memberships, to assist the President and Vice President in planning and carrying out the Annual Conference and the Annual Business Meeting, ~~to assist the Secretary-Treasurer~~, and other duties as assigned by the President or the Board.

## BY-LAWS: ARTICLE 14

### FINANCIAL MANAGEMENT

SECTION 1. MANAGEMENT: The NOWA Board, ~~Executive Director and~~ with advice from the Finance Committee, will decide where money and assets of NOWA are kept and how they are managed.

SECTION 2. APPROVALS: Non-budgeted (non-board approved) disbursements may be made provided they are greater than \$500 \$250 or less and must be have been approved by the President.

SECTION 3. PAYMENTS: Disbursements are the responsibility of the ~~Secretary~~-Treasurer.



SECTION 4. FINANCE COMMITTEE: The NOWA Finance Committee will oversee an annual review of the financial records; develop and maintain sound financial practices for the organization; help the Executive Director, if any, prepare the annual budget for board approval; create and implement a long-term board-approved strategy that ensures a financially healthy organization; and recommend fiscal actions according to the financial status of the organization. The Finance Committee shall be composed of the Executive Director, if one is employed, the Treasurer, and at least two active members who are appointed by the President and approved by the board.

#### BY-LAWS: ARTICLE 15

#### RESIDENCE EXCEPTIONS

SECTION 1. EXCEPTION: A member who wishes to retain NOWA membership may do so, regardless of her or his current place of residence.

#### BY-LAWS: ARTICLE 16

#### DISSOLUTION OF NOWA

SECTION 1. METHOD: NOWA may be terminated upon affirmative approval of a written resolution at the Annual Business Meeting or by mail-in or electronic balloting.

SECTION 2. VOTE: A two-thirds majority vote of members eligible to vote is required for termination.