

Cat Writers' Association Bylaws

Approved & Adopted March 29, 1993 by the CWA Council of Directors

Amend by the CWA Membership November 17, 1996

Amend by the CWA Membership November 22, 1998

Amend by the CWA Membership November 19, 2000

Amend by the CWA Membership November 23, 2002

Amend by the CWA Membership November 23, 2003

Amend by the CWA Membership November 21, 2004

Amend by the CWA Membership June 25, 2016

Amended by the CWA Membership May 18, 2019

ARTICLE 1: NAME AND OBJECT

1.1 The name of this Association shall be the Cat Writers' Association, Inc., hereinafter referred to as the Association.

1.2 This Association shall be organized exclusively for, and shall be operated exclusively for charitable and educational purposes, and will not carry on any activities not permitted to be carried on by an organization exempt under section 501(c)(6) of the Internal Revenue Code. The Association shall not be conducted or operated for profit, and no part of any profits or remainder or residue from donation to the Association shall inure to the benefit of any member or individual.

1.3 In the event of the dissolution of the Association, whether voluntary or involuntary or by operation of law, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association; but after payment of the debts of the Association, its property and assets shall be given to a charitable organization selected by the Council of Directors. Such organization shall at the time qualify as an exempt organization under section 501(c)(6) of the Internal Revenue Code.

1.4 The purpose of the Association shall be:

- (a) To promote the interests of all cats through any and all informational channels
- (b) To provide a medium for exchange of ideas, methods, and professional courtesies among its members
- (c) To promote a high standard of ethics in any and all informational channels in the collecting and disseminating of cat news

ARTICLE 2: MEMBERSHIP

2.1 Membership shall be limited to those persons who promote the best interests of cats through any and all informational channels. Fields of qualifying experience may be, but are not limited to, newspaper, magazine, radio, television, public relations, publicity, photojournalism, illustration, digital media (blog, website, online magazine, vlog/podcast)...), public speaking, technical writing, fiction, nonfiction, and such future forms of communication as approved by Council and as detailed in the Standard Operating Procedure (SOP). There shall be two classes of membership:

(a) Professional Membership shall include professional journalists, writers, or communicators (visual or audio included) actively engaged, on a regular basis, in the field of cat communication. Professional communicators must exhibit a high standard of work and should receive remuneration for same.

This membership class shall pay dues and be eligible to receive the following privileges and benefits of Association membership:

- (1) Full voting privileges
- (2) Eligible to run for and serve in any capacity or position defined as an office of the Association
- (3) Issued the Association's press card, and any courtesies provided to holders of the card
- (4) Regular transmission of the Association's communications
- (5) Name, address, phone number and communication specialty cited in the Association's Members-Only Directory
- (6) Eligible to judge the Association's Communication Contest (providing dues are paid current)
- (7) Entitled to all current and future benefits of the Association

(b) Associate Membership is established to encourage writers who are published but not necessarily paid for their work. Associate Membership shall pay dues, and may serve as a member of a regularly appointed Association committee, and shall be entitled to all Association benefits, excepting:

- (1) An Associate Member may not run for nor hold an office of the Association
- (2) An Associate Member shall not have voting privileges
- (3) An Associate Member may not judge the Association's Communication Contest

2.2 Applications for membership must be reviewed and accepted by a majority of a Membership Committee named by the current President. Applications for both levels of membership shall be

accompanied by cat-related samples of the applicant's work as determined by the SOP approved by the Council of Directors.

2.3 Members in good standing shall not lose their classification because of a change in their occupational situation, though due to a changed situation, members may apply for a higher classification.

2.4 Dues for the ensuing year shall be set annually by a vote of the Council of Directors. As nearly as possible, notice of dues shall be communicated to the membership during the first week of November, and are payable by January 1. Failure to remit dues by February 20 will result in termination of membership for the ensuing year.

2.5 Dues of new members approved by the Council of Directors for membership in the first ten months (between January 1 and October 31) of a calendar year will pay the full annual dues; new members approved after November 1, will pay the full annual dues receiving a membership for the ensuing calendar year.

2.6 Termination of Membership: A member shall cease to be a member of the Association if:

- (a) Such member resigns by giving notice in writing to the Secretary
- (b) Such member fails to pay dues
- (c) Such member has conduct deemed detrimental to the best interests of the Association. (As stated in ARTICLE 8.)
- (d) No dues will be refunded for terminated membership.

2.7 Reinstatement of Membership: With the approval of the Council, a member whose membership has been terminated for non-payment of dues may reinstate his membership by paying his dues for the current year and, if it applies, for the unpaid year prior. After two years of termination, a new application must be submitted.

2.8 Exceptions in the above-stated requirements of applicants may be allowed by a unanimous vote of the Membership Committee, after individual review of detailed supporting data.

ARTICLE 3: MEETINGS AND VOTING

3.1 Council of Directors: Regular meetings of the Council of Directors may be held as specified by the President.

3.2 Calendar Year: The calendar year shall be from January 1 through December 31.

3.3 Annual meeting: The Council of Directors shall have at least one general membership meeting annually, at a time and place to be determined by the Council of Directors. When

otherwise unavoidable, this meeting may be transacted via conference call. Notice of the meeting and its agenda shall be given at least thirty (30) days prior to the meeting to all members eligible to vote. Such notice and ballot questions may be provided in the newsletter, and such votes may be filed prior to the meeting by Council-approved transmission. A majority of the Professional Members present and voting can transact business.

3.4 Conducting Business: In intervals between meetings of the Council of Directors, the President or the Secretary may refer and submit by mail, telephone, email, or other Council-approved transmission, to the members of the Council specific questions relating to the affairs or management of the Association which, in the opinion of the President, require action on the part of the Council of Directors. A majority of the members of the Council voting thereon, as specifically provided for in these bylaws, shall constitute the act of said Council of Directors and be binding upon the Association as if approval were taken at a duly constituted meeting.

3.5 Voting: The Council may refer questions to the Professional membership for their vote by mail, email, or other Council-approved transmission. Unless otherwise specifically provided for in these bylaws, a majority vote of those voting shall be binding on the Association.

3.6 Quorum: The affirmative vote of a majority of Council members present at a meeting shall be necessary to transact business. If a meeting is held by other means of communication as provided for in (3.4), the Council members shall have fifteen (15) days to respond. Those failing to respond shall be considered an affirmative vote. Proxy voting will not be permitted at any meeting, election, or referendum by the Council or by the membership.

ARTICLE 4: COUNCIL OF DIRECTORS

4.1 Number: The Council of Directors of the Association, hereinafter referred to as the Council, shall consist of the elected officers of the Association and the elected Directors chosen by the membership. The total number of the Council shall be an odd number consisting of not less than seven (7) nor more than thirteen (13) members.

(a) In addition to the number of Council of Directors listed in 4.1, the founding members of CWA shall be elected to lifetime full voting members of the CWA Council of Directors upon leaving elected office. A founding member may decline the position and is subject to the same removal cause as outlined in 4.7.

4.2 Election: The members of the Council shall be elected by the vote of the majority of those members voting.

4.3 Term of Office: Each Council member shall hold office until a successor is elected and qualified at the annual meeting, or until his death or resignation.

(a) Officers will be elected for a term of one year.

(b) The Immediate Past President shall hold office until replaced by a new Past President

(c) Directors will be elected for a term of two (2) years, and, insofar as the total number does not conflict with (4.1), one new Director may be elected each year.

4.4. Duties: The Council shall be responsible for the control and management of the affairs, property, and interests of the Association; and for keeping the members informed of the activities of the Association.

4.5 Committees: The Council may create and appoint committees to assist in the conduct of the affairs of the Association.

4.6 Vacancies: Any vacancy on the Council shall be filled for the unexpired term by a majority vote of the remaining officers and Directors, except as outlined in ARTICLE 5, 5.2 (b).

4.7 For cause, any member of the Council of Directors may be removed from office by a two-thirds (2/3) vote of the remaining Council members.

ARTICLE 5: OFFICERS

5.1 Number: The officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer. .

5.2 Duties:

(a) The President shall preside at all meetings of the Association and, subject to the direction of the Council, shall have general charge of the affairs, property, and interests of the Association. The President shall be an ex-officio member of all committees, except the Nomination Committee.

(b) The Vice President shall have the duties and exercise the powers of the President in case of the President's absence, incapacity, or death. If the office of the President should become vacant, the Vice President shall assume such office for the unexpired term.

(c) The Secretary shall keep a record of all meetings of the Council and of all matters of which a record should be ordered, cause all notices to be duly given, and perform all duties incident to the office. The Secretary shall keep the records of and coordinate new member applications, and have newly elected members' Directory information published to the general membership in a timely matter as they are accepted into the Association. The Secretary will update and maintain the membership database and Directory.

(d) The Treasurer shall have charge of all funds, securities, receipts, and disbursements of the Association; and shall keep all books of account of all the business transactions of the Association. The Treasurer shall render to the President or to the Council, whenever requested, a statement of the financial condition of the Association, and an annual transactions report following the close of the fiscal year. The Treasurer shall render a financial accounting audited by a qualified accountant or auditing committee, upon the request of a majority of the Council.

The President and Vice-President shall be listed as co-signers on all accounts in case of absence, incapacity, or death of the Treasurer.

ARTICLE 6: EXECUTION OF INSTRUMENTS

6.1 Bank Accounts and Deposits: All funds of the Association shall be deposited from time to time to the credit of the Association with such banks, trust companies, or other depositories as the Council of Directors may select or as may be selected by any officer or officers, agent or agents of the Association to whom that power may be delegated from time to time by the Council.

6.2 Signing of Instruments: All checks, drafts or other order for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Council of Directors.

6.3 Endorsement Without Countersignature: Endorsements for deposit to the credit of the Association in any of its duly authorized depositories may be made without countersignature by the President, Vice President, Secretary, Treasurer, or by any other officer or agent of the corporation to whom the Council of Directors, by resolution, shall have delegated that power, or by hand stamped impression in the name of the Association.

ARTICLE 7: COMMITTEES

7.1 Appointment: The President shall appoint the chairman of all committees.

7.2 Special Committees: Special committees may be appointed by the President from time to time.

7.3 Termination: Any committee appointment may be terminated by a majority vote of the full membership of the Council upon written notice to the appointee; and the Council may appoint successors to those persons whose services have been terminated.

7.4 Nominating Committee: The Council shall elect a Nominating Committee consisting of at least three (3) Professional Members to prepare and submit a slate of officers and Directors for the ensuing year.

(a) The Nominating Committee shall be named at least six (6) months before the annual meeting.

(b) The slate of nominees chosen by the Nominating Committee shall be published in the newsletter at least ninety (90) days before the annual meeting.

(c) Any Professional Member in good standing may petition to run for a specified office by delivering to the Secretary, at least sixty (60) days before the annual meeting, a petition signed by ten (10) members in good standing.

- (d) The Secretary will forward petition(s) to the Nominating Committee upon receipt.
- (e) In the event of petition, the new slate of nominees shall be published in the newsletter at least forty-five (45) days before the annual meeting along with a ballot if there is a contention.
- (f) If an election is uncontested, no ballot will be included.
- (g) Elections will take place at the annual meeting.
- (h) In the case of a contested election, all ballots must be received by the Secretary fifteen (15) days before the annual meeting and will be delivered unopened to the annual meeting where three (3) tellers appointed by the President will count them.
- (i) Nominees receiving the highest number of votes will be declared elected.

ARTICLE 8: TERMINATION OF MEMBERSHIP

8.1 A membership can be terminated by the Council if such member demonstrates conduct deemed to be detrimental to the best interests of the Association. The Council must consider the charges and inform the accused member of such charges. Said member must have the opportunity of presenting a defense in writing and/or appearance before a Council member of their choice. If, after considering both charges and defense, a majority of the Council decides on termination, said membership will be terminated.

ARTICLE 9: AMENDMENTS

9.1 The bylaws can be amended as follows:

- (a) The Council can present an amendment.
- (b) Ten (10) Professional Members in good standing can present an amendment.
- (c) The Professional Members can present an amendment at the annual meeting.

9.2 The proposed amendment must be presented to the Secretary who will publish it in a special issue of the newsletter. Pro and con comments must be submitted to the Secretary within 30 days of publication and will be collectively published in a follow-up special newsletter that includes a ballot to be filled out and returned to the Secretary. The Secretary will tally the votes and publish the results. Members must always have at least thirty (30) days' notice.

ARTICLE 10: DISSOLUTION

10.1 The Association may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members; providing, however, that the Secretary shall have mailed to the

entire membership a copy of the proposed resolution dissolving the Association. (The procedure for proposing amendments shall be followed.)

ARTICLE 11: RULES OF ORDER

11.1 Robert's Rules of Order (revised) shall govern the Cat Writers' Association, Inc. in all cases in which they are applicable, and in which they are not inconsistent with the bylaws or the special Rules of Order of the Association.
