

PENNSYLVANIA OUTDOOR WRITERS
ASSOCIATION, INC.
CONSTITUTION AND BYLAWS

CONSTITUTION

ARTICLE I NAME

The name of this organization shall be:
Pennsylvania Outdoor Writers Association,
Inc.

ARTICLE II PURPOSE

The primary purpose of this Association shall be to improve knowledge and skill among its members in the art of communication. Through the written or spoken word and through illustration and photography, this Association shall also strive to increase public awareness, understanding, and appreciation of our outdoor heritage in the use and enjoyment of natural resources.

To accomplish this purpose, we will support the best use and wise management of all natural resources. We likewise will strive to maintain the highest standards of professional competency and ethics in communicating to our respective readers or audiences. In all we write, say, or do, we will strive to get the facts and to disseminate them in a thorough, fair, and objective manner.

In the event this Association should be dissolved, for any reason whatsoever, all remaining funds, equipment, and assets, both real or having monetary value, shall be distributed to the Outdoor Writers Association of America, Inc.

ARTICLE III MEMBERSHIP

A. CLASSES OF MEMBERSHIP

1. **Active Member:** An active member shall be a person who disseminates to the public, and receives remuneration, for the news, information or thoughts concerning the outdoors and/or use, management and enjoyment of natural resources. Such dissemination can be in any or all of the following fields: writing for publication, editing, broadcasting or telecasting, illustration (including photography), or public speaking. An active member shall have full voting privileges and the right to hold office.

2. **Associate Member:** There shall be two (2) categories of this classification, as follows:

a. An Associate Member shall be an individual who has contributed extraordinary service to the Association, and who subscribes to the purposes of this Association, but who is not eligible for active membership by invitation of the Board of Directors.

b. An Associate Member shall be an individual who was an active member for a minimum of five (5) years, but who is presently unable to meet the required qualifications as an active member. This individual may petition the Association to become an Associate Member, and this petition shall be referred to the Board of Directors for action. These persons elected to membership under this provision could remain an Associate Member for a maximum period of two (2) years from the date of acceptance to this category of membership.

Associate members shall not have the right to vote, nor the right to hold office. The total number of associate members, from both categories, shall not exceed 15% of the total number of active members.

3. **Special Members:**

a) **Honorary Member:** An Honorary Member may be elected to the Association at any regular meeting by a majority of the active membership present. Honorary membership is a gesture of respect and admiration in recognition of outstanding achievement or unusual accomplishment in behalf of conservation. Such members shall not have the vote in administering the affairs of the Association.

b) **Life Member:** A Life member may be elected to the Association at any regular meeting by a majority of the active membership present. Life membership is a gesture of respect and gratitude in recognition of some outstanding contribution to the work or success of this Association. Election to life membership shall in no way deprive the recipient of his or her part in the administration of the affairs of the Association.

4. **Apprentice Member:** An Apprentice Member shall be a person who subscribes to the purpose and standards of this organization, but who, at the time of application, is not eligible for active membership. Such membership shall remain in force until they qualify for active membership or, for a maximum period of two (6) years from the date of acceptance as an

apprentice member. Apprentice members shall be accorded all privileges of membership except the right to vote and the right to hold office.

5. Supporting Member: A Supporting Member shall be any organization, association, business or commercial firm which has a common interest in the purposes of this Association and desires to contribute to the accomplishment of such purposes. Such members may be admitted to membership upon approval of the Board of Directors and upon payment of dues. They shall have all privileges of membership, but shall not have the right to vote or the right to hold office. The same Code of Ethics as POWA's general membership binds supporting members. Failure to comply will be grounds for forfeiture of membership.

ARTICLE IV – OFFICERS

A. The officers of this Association shall be: President; First Vice President, who shall be President Elect; Second Vice President; Secretary; Treasurer. There shall be six elected Directors, and the immediate Past President shall serve as Chairman of the Board. Collectively they shall form a twelve (12) member Board of Directors, vested with the power to conduct all routine business and such emergency matters as may arise from time to time, subject to the approval of the general membership at the next regular meeting. The President shall appoint the Secretary. The Board of Directors shall fill vacancies among the Officers or Directors of the Association and the appointee shall serve the remaining term of the person replaced.

B. An officer or board member shall be removed from office for conduct which is deemed harmful to the organization (POWA), or unbecoming to an elected representative of the organization (POWA). Such action shall be initiated via either (1) written petition from 25 percent of the ACTIVE voting members of POWA presented to the Executive Director, who shall verify the names of signing members, then forward petition to the Chairman of the Board of Directors, with a copy to the President. (2) written petition from a majority of the full Board of Directors to the Executive Director, who shall then forward same to the Chairman of the Board, with a copy to the President, for presentation to the full Board. Following the execution of said

petition(s), the Chairman of the Board of Directors (or designee appointed by the Board should the Chairman be the subject of the removal/recall) shall notify via certified mail within 5 days of the Board action, the Officer or Board Member charged in the petition with the specifics of the charge(s) against him/her. The individual charged shall have 20 days from date of receipt to respond, via certified mail, to the notice. This response shall be sent to the Chairman of the Board. After consideration by the full Board of Directors, within 30 calendar days of receipt of the response, a two-thirds majority vote of the full Board will be required to present the recall/removal to the full voting membership of POWA.

Such notice of recall/removal shall be in the form of a mail ballot sent to all currently active voting members of POWA, with no identification of the member's name on the ballot. A numbering system applied by the Executive Director shall be used to prevent corruption of the voting. These ballots shall be sent to all qualified active members via regular first class U.S. Mail, with clearly specified return date noted on the ballot for it to be counted. A two-thirds majority of all properly returned recall/removal ballots shall be deemed sufficient for the removal/recall of the named Officer or Board Member. The individual so named shall be notified of his/her immediate removal from his elected position within ten (10) days via certified mail. The results of the process shall be noted, in simplest terms, in the next issue of the organization newsletter, but not before the individual has been notified. The affected vacant position shall be filled according to the procedures currently existing in the constitution.

ARTICLE V – ELECTIONS Officers and new Board members elected shall assume office immediately following the annual meeting, with the exception of the Treasurer, who will take office 30 days hence, allowing the preceding Treasurer time to close the books for the fiscal year ended with said meeting. A three-person Nominating Committee, none of whom may be a current Board member, shall be appointed by the President, who shall have these names published in the first issue of POW WOW following the annual meeting. No active member may serve on the

Nominating Committee more than once every four (4) years.

All nominees shall have timely notice of the decision of the Nominating Committee following the selection process. The membership shall be notified by April 1 of the election year that a slate of candidates has been chosen.

Additional candidates may be nominated by petition containing the signatures of a minimum of twelve (12) active members in good standing. The Chairman of the Nominating Committee MUST receive petitions within forty-five (45) days immediately following the postmarked date on the issue of POW WOW in which the Nominating Committee states the selection process has been completed.

Two (2) Directors, from a minimum slate of four (4) nominees, shall be elected each year and shall serve terms of three (3) years.

Voting shall be done by mail ballot.

Ballots listing candidates for all positions, accompanied by biographical information of each nominee, shall be prepared and mailed by the Treasurer to active members in good standing no later than June 15. Completed ballots must be postmarked and mailed to the Treasurer no later than July 31, or they will NOT be counted. A member shall not vote for more candidates than there are vacancies; a vote for more than the required number of candidates will cause that portion of the ballot to be disqualified. This number shall be clearly indicated on the ballot.

The ballots may be sent/received by the Executive Director should the treasurer be unable to perform these tasks during the specified time.

The President shall designate a Teller's Committee of three (3) active members in good standing, who are not Board members, to open the ballot envelopes, tabulate, and certify the votes. The results thereof shall be submitted in a sealed envelope to the President, or, in his absence, the Vice Presidents in order, prior to the annual meeting, at which time the results shall be announced to the general membership. The President informs those listed on the ballot prior to the membership meeting. In case of a tie for any office, the tie shall be broken by vote of the membership at the annual meeting. To be elected to any vacant office, the

nominee with the highest number of votes cast for that office should be elected to that office.

No President shall serve more than two consecutive terms.

ARTICLE VI - VOTING

The vote required for legal action at any regularly called or special meeting shall be a majority of quorum; except, in those cases where the constitution and/or by-laws specify differently, and then they shall take precedence.

Legal action by the Board of Directors shall be accomplished by majority vote of the directors present, providing a quorum exists.

Elections shall be decided by a plurality of votes cast. In those cases where there is no opposition for office, the secretary may be authorized to cast one ballot for each office, or the entire slate, if applicable.

ARTICLE VII - QUORUMS

A quorum shall be the number of active members, in good standing, attending a meeting provided all members have been duly notified of the date, place and time of said meeting at least (30) days in advance. A majority of the Board of Directors shall constitute a quorum.

ARTICLE VIII – COMMITTEES - The President shall appoint all committees,

ARTICLE IX - DUTIES OF THE OFFICERS

A. The Board of Directors shall manage the property and business of the Association, and shall possess all of the powers necessary to the proper conduct and management of the organization.

1. It shall take action upon all matters as may be brought to its attention, assembled in session or by mail ballot.

2. It shall meet for organization and such other business as shall come before it at the call of the President within ten (10) days after the election of offices.

3. The Board of Directors shall be called into session by the President upon the joint request of three (3) or more members of the Board.

4. The Board shall approve the depositories in which the receipts and funds of the Association may be kept, and may require all members of its body or other individuals entrusted with the funds of the Association to

post suitable bond, which shall be paid for by the Association.

5. The Directors shall have the power to appoint such other individuals as may be necessary for the proper conduct of the business and affairs of this Association, and to delegate them such authority as may be consistent or necessary to the proper functioning of their office. They shall have the authority to designate the title under which such individuals shall represent the Association, and to fix the rate and amount of compensation or honorarium to be paid in each case.

B. The President shall be the chief executive officer of the Association, and shall perform such duties as usually fall upon the holder of such office, and shall preside at all official meetings of the Association. He shall be empowered to call such special meeting, as he may, in his wisdom, deem necessary for the good of the Association. He shall be ex-officio, a member of all committees.

C. The Vice Presidents, in the order of their seniority, shall perform such duties as usually fall upon the holder of such office, and, in the absence or during the disability of the President, shall serve in his stead.

D. The Secretary shall perform such duties as usually fall upon the holder of such office; recording the minutes of all meetings of the members and Board; attending to such correspondence as may be directed by the President; and keeping the official records of the Association, among which shall be an up-to-date register of the membership. The Secretary shall mail a copy of the minutes of Board meetings to the Officers and members of the Board, and shall provide a copy of the minutes of meetings of the members for publication and distribution to each member, as soon as convenient following each meeting.

E. The Treasurer shall be responsible for the receipts accruing to the credit of the Association and all disbursements there from, and shall see that all moneys and other valuable effects belonging to the Association shall be duly deposited in the name, and to the credit, of the Association in such depositories as may be approved by the Board of Directors. He shall distribute funds at the direction of the President and/or the Board of Directors, and shall furnish a current quarterly report to the President on the status of the Association treasury; and a similar report to the Board of

Directors at each of their meetings; and a similar report to all member meetings.

F. The Chairman of the Board shall be the Immediate Past President, and shall preside at all meetings of the Board of Directors. In the absence or during the disability of the Chairman of the Board, the Board of Directors, assembled in session, shall elect a temporary chairman.

ARTICLE X- AMENDMENTS

Proposed amendments to the constitution shall be submitted in writing to both the President and the Chairman of the Constitution and By-laws Committee at least 60 days in advance of the next scheduled annual meeting of the membership. The proposed amendment(s) shall then be submitted to the members by mail (either via separate first class mail, or PowWow if the next edition meets time constraints) at least 35 days in advance of the next scheduled annual meeting of the members.

Voting on the proposed amendment(s) shall be via first class mail, limited to active members only. All ballots, which shall be prepared by the Executive Director, must be signed and returned to, and in the hands of, the Executive Director no later than seven days prior to the date of the next scheduled annual members' meeting, at which the results of the voting shall be announced. The President shall appoint a panel of three members to tally the votes and duly record the results in writing to the President and Executive Director prior to the annual meeting.

Amendments to the constitution shall require a two-thirds affirmative vote of all votes cast via the mail ballot and returned within the time frame duly established via this amendment. The new amendment will take effect with the beginning of the new fiscal year.

ARTICLE XI - ANNUAL MEETING

The annual meeting shall be held during the second half of the year.

CONSTITUTION and BYLAWS

Adopted February 17, 1951

Amended February 16, 1952

Amended March 21, 1958

Amended March 18, 1961

Amended September 26, 1964

Amended March 27, 1965

Amended September 23, 1967

Amended October 7, 1972

Amended September 22, 1973

Amended September 27, 1975

Amended October 7, 1978

Amended September 28, 1979

Amended August 20, 1982

Amended September 21, 1986

Amended September 12, 1987

Amended October 20, 1990

Amended September 19, 1992

Amended September 11, 1993

Amended October 22, 1994

Amended October 19, 1996

Amended September 20, 2003

Amended September 23, 2006

