

RESTATED BYLAWS
OF
UTAH CHAPTER OF ROMANCE WRITERS OF AMERICA

ARTICLE 1
Name

The name of this corporation (sometimes referred to as “URWA” or “the chapter”) is
UTAH CHAPTER OF ROMANCE WRITERS OF AMERICA.

ARTICLE 2
Purposes and Limitations

Section 2.1. The corporation is hereby organized for the following purposes:

2.1.1. To advance the professional interests of career-focused romance writers through networking and advocacy: means for such advancement include, but are not limited to, professional education, publications, contests and awards, and an annual conference; and

2.1.2. To carry on such other activities as are permissible for a nonprofit corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as the same may be amended or supplemented (“IRC”).

Section 2.2. Notwithstanding any other provision of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under IRC Section 501(c)(6) or by a nonprofit corporation formed under the laws of the chapter’s state of incorporation (the “State Law”).

ARTICLE 3
Chapter Affiliation

Section 3.1. Chapter Affiliation. This corporation is an affiliated chapter of Romance Writers of America, Inc. (“RWA”), a Texas nonprofit corporation with its principal office located in Houston, Texas. As an RWA chapter, this chapter must comply with RWA’s bylaws and policies and procedures regarding chapters as well as the Chapter Affiliation Agreement.

Section 3.2. Members. All members of this chapter must be and remain members in good standing of RWA at all times during their membership in this chapter. A complete list of all members shall be furnished to RWA annually when required and at other times if requested.

Section 3.3. Tax Reporting. For tax reporting purposes, this corporation shall maintain (and provide to RWA upon request) a complete record of its income and expenses for the annual period commencing on January 1 and ending on December 31. All financial reports required by

RWA shall, after chapter Board approval, be submitted by the chapter's President or Treasurer no later than the due date set by RWA. This chapter shall comply with all IRS requirements applicable to it.

Section 3.4. Bylaws. The provisions of these Bylaws cannot be amended without the prior written consent of RWA.

ARTICLE 4

Members

Section 4.1. Members. Members shall have the same membership classification within the chapter as with RWA, with the exception of Charter and Honorary membership.

4.1.1. Charter. Charter membership in the chapter may only be granted to original or founding chapter members who also meet the qualifications as outlined in the chapter's policies.

4.1.2. Honorary. Honorary membership in the chapter may only be granted by the chapter's Board of Directors to those members who have previously been granted Honorary membership in RWA by RWA's Board of Directors. Honorary members shall not have any chapter voting rights or the right to hold office in the chapter unless they concurrently hold General membership in the chapter and RWA.

Section 4.2. Membership Eligibility. All individuals who have attained the age of 18 and who agree to accept the purposes of RWA and this chapter and to faithfully observe and be bound by the Bylaws of this chapter shall be eligible to apply for membership. Membership shall not be denied to adults because of race, color, gender, age, religion, national origin, marital status, sexual orientation, disability, or political affiliation.

Section 4.3. Changes in Membership Classification. Any change in a member's classification shall be deemed effective for all purposes immediately.

Section 4.4. Membership Qualification. Membership in this chapter shall be granted only after the chapter's acceptance of a completed membership application and receipt of the required membership dues. The terms and conditions of membership in the chapter shall be determined exclusively by RWA.

Section 4.5. Determination of Membership Dues and Obligation to Pay. The chapter's Board of Directors shall fix the amount of annual membership dues and/or assessments for all membership classes. Such dues and/or assessments shall be paid in accordance with a schedule approved by the chapter's Board of Directors. Membership in the chapter carries a definite obligation to pay membership dues as well as any assessments established by the chapter's Board of Directors. Dues and assessments are not refundable for any reason.

Section 4.6. Duration of Membership. The term of membership in this chapter shall be established by the chapter's Board of Directors and shall be automatically renewable upon timely payment of membership dues, as determined by the chapter's Board of Directors.

Section 4.7. Termination of Membership. Membership in this chapter shall be terminated if a member does not pay his or her RWA or chapter membership dues, in full, by the established due date. Membership in this chapter also shall be terminated by the death of a member or by the submission of an acceptable form of written notice of membership resignation. In addition, the chapter's Board of Directors may, by the affirmative vote of two-thirds (2/3) of the entire voting membership of the Board of Directors, terminate a member's membership for cause after an appropriate hearing. Grounds constituting "cause" shall be determined by the chapter's Board of Directors in its sole discretion. Such member shall be given reasonable notice thereof and shall be entitled to a hearing before the chapter's Board of Directors at the next regularly scheduled meeting of the Board of Directors. However, termination of membership shall not extinguish such living member's financial obligations, if any, as more fully described elsewhere in these Bylaws.

Section 4.8. Voting Rights. Only General members shall be entitled to vote on all matters submitted to a vote of the chapter's membership, including, without limitation, the election of Officers and Directors, with each General member entitled to one vote on each such matter.

ARTICLE 5

Board of Directors

Section 5.1. General Powers. Except as otherwise provided in the Articles of Incorporation, the affairs of the chapter shall be governed by its Board of Directors (the chapter's Board of Directors is herein referred to as the "Board of Directors" and the individual members of the Board of Directors are herein referred to as "Directors"). It shall be the Board of Directors' duty to carry out the objectives and purposes of the chapter, and the Board of Directors may exercise all powers of the chapter except as otherwise reserved in these Bylaws and the Articles of Incorporation of the chapter.

Section 5.2. Composition. The Board of Directors shall be composed of the Officers and Directors of the chapter. The duties and voting rights of all Officers and Directors must comply with State Law and be outlined in the chapter's policies. The total composition of the chapter's Board of Directors shall not exceed eight Officers and Directors.

Section 5.2.1. Officers. Officers of the chapter shall be the President, Secretary, and Treasurer.

Section 5.2.2. Directors. Directors of the chapter shall be – none at this time.

Section 5.3. Removal or Resignation of Directors.

5.3.1. Automatic Removal. Any Officer or Director who fails to maintain in both RWA and the chapter shall be automatically removed from office, without any vote of the Board of Directors.

5.3.2. Removal for Cause. By the affirmative vote of at least two-thirds of the voting members of the Board of Directors, any Officer or Director may be removed from office for cause, which shall be defined to mean gross misconduct or gross dereliction of duty as a director. Any such vote and removal shall occur only following a hearing conducted pursuant to the procedures set forth in the then- most current edition of Robert's Rules of Order Newly Revised (and shall, in any event, specifically include the right to 10 days' prior notice of such hearing and the right to attend, present evidence, and vote at such hearing). Any Officer or Director shall have the right to appeal to the Board of Directors to reconsider such removal within 10 days after the date of such hearing, pursuant to reasonable procedures determined by the Board of Directors and consistent with the then-most current edition of Robert's Rules of Order Newly Revised.

5.3.3. Recall. Any Officer or Director may be removed from office by membership recall election, as described in Section 6.4 of these Bylaws.

5.3.4. Resignation. Any Officer or Director may resign at any time by delivering written notice via mail, email, courier, or facsimile transmission to any other member of the Board of Directors. Any such resignation shall be effective and binding upon receipt or, if a later time or date is specified in such resignation, at such later time or date.

Section 5.4. Vacancies. Any vacated Officer or Director position, shall be filled by appointment by the President, subject to approval by the Board of Directors, as promptly as reasonably possible. Any such appointee to a vacant position shall serve the remainder of the unexpired term for that position. If the office of President becomes vacant, then the position shall be filled in accordance with State Law.

5.4.1. Eligibility. Candidates eligible for appointment to a vacant position shall be General members who otherwise meet the position requirements as defined in these Bylaws.

Section 5.5. Resolution of Disputes. The Board of Directors shall make the final decision in all disputes among committees, Officers, Directors, and/or others concerning chapter functions and business.

ARTICLE 6 Elections

Section 6.1. Election Schedule. Elections shall be conducted during the fourth quarter of the chapter's fiscal year. Officers and Directors shall take office on the first day of the new fiscal year, subject to any timely filed challenges.

Section 6.2. Qualifications. In order to be eligible for a Board position (whether elected or appointed), a candidate must: (1) be a General member of the chapter; (2) have been a General member of the chapter for a minimum of six months before taking office; (3) not have a material conflict of interest that would disqualify the person from holding the intended office, such as concurrently serving on the RWA Board or another chapter Board; (4) not have been found guilty of a Code of Ethics violation. Candidates for specific positions must also have the following qualifications:

6.2.1. President. Candidates for President must either: (1) have been a member of the chapter for a minimum of 18 months before taking office and have completed one full year of Board service OR (2) have been a member of the chapter for a minimum of 6 months and received verifiable leadership training from RWA within the past 18 months.

6.2.2. Treasurer. Candidates for Treasurer must possess strong business and financial skills and either (1) have been a member of the chapter for a minimum of 18 months before taking office OR (2) have been a member of the chapter for a minimum of 6 months and received verifiable leadership training from RWA within the past 18 months.

Section 6.3. Term Lengths and Limitations. An individual may hold only one position on the Board at any time. No candidate may run for more than one position at a time. Directors may run for office while serving on the Board. Terms shall be no longer than two years in length and commence on the first day of the fiscal year. An individual may serve no more than two consecutive full terms in any one office, except in such cases in which a replacement has not been elected or appointed and State law requires the individual to remain in office. Term limits must comply with State Law and be outlined in the chapter's policies.

Section 6.4. Recall Elections. Any member of the Board of Directors may be removed from office by a membership recall election.

6.4.1. Initiation. A recall election shall be initiated by filing a petition for recall with the Board of Directors.

6.4.2. Petitions to Recall Officers and Directors. Petitions to recall Officers and Directors shall be signed by ten percent (10%) of the General members listed on the chapter membership roster as of the date the petition is filed.

6.4.3. Recall Outcome. Promptly following receipt of a valid recall petition, the chapter shall hold a recall election. An Officer or Director shall be removed from office if a majority of the eligible recall election votes cast are in favor of the recall. The election results shall be effective immediately.

ARTICLE 7 Meetings

Section 7.1. Meetings of the Membership.

7.1.1. Chapter Meetings. All chapter members shall be welcome to attend chapter meetings, which shall be held at a time and place determined by the Board of Directors. Notice of each meeting shall be sent to all members.

7.1.2. Special Meetings. Special meetings of the membership may be called by the President, the Board of Directors, or by at least 10 percent (10%) of the General members listed on the chapter membership roster as of the date the meeting is called, by petition signed by such members and delivered to any Board member. The Board of Directors shall fix the time, date, and place for all special meetings, provided that a special meeting called by the General membership shall be held not later than 90 days after receipt of a petition properly filed by members.

7.1.3. Record Date. The Board of Directors shall fix the record date for determining the members entitled to vote at any meeting of the members, which record date shall be not more than 60 days prior to the date of the meeting.

7.1.4. Notice. Notice of all meetings of the membership shall be posted on the chapter's website and sent to members via e-mail no less than 30 days prior to the date of such meeting. Each such notice shall include the time, date, place, purpose, and proposed agenda.

7.1.5. Quorum. Members holding one-tenth (1/10) of the votes entitled to be cast, represented in person, shall constitute a quorum for the transaction of business at any meeting of the membership.

7.1.6. Manner of Acting. The act of the majority vote of the General members present at a duly called meeting of the membership at which a quorum is present shall be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Voting may also be conducted by mail, by fax, by electronic message (to the extent permitted by law), or by any combination of those methods.

7.1.7. Minutes. Written minutes of each meeting of the membership shall be recorded by the Secretary and shall contain the results of the deliberations of the membership. Within 30 days after the meeting, the minutes shall be submitted to the Board of Directors for approval. Promptly following such approval, the approved minutes shall be available for the membership through electronic publication and messaging by any electronic communication device that the corporation utilizes.

Section 7.2. Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held at such time, date, and place as set by the President. Special meetings of the Board of Directors may be called by the President or by a majority of the voting Officers and Directors. The person or persons who call a particular special meeting of the Board of Directors may fix the time, date, and place for such special meeting.

7.2.1. Notice. Each member of the Board of Directors shall be notified of any Board of Directors meeting not less than 10 days before the date of such meeting. Such notice shall include the time, date, place, and proposed agenda for the meeting.

7.2.2. Quorum. A majority of the voting members of the Board of Directors then in office, present in person, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

7.2.3. Manner of Acting. The act of a majority of the voting members of the Board of Directors present at a duly called meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

7.2.4. Meetings by Telephone Conference or Other Remote Communications Technology. To the extent permitted by State Law, Officers and Directors may participate in any meeting of the Board of Directors by means of conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, but only if (i) each Officer or Director entitled to participate in the meeting consents to the meeting being held by the means of that system, and (ii) the system provides access to the meeting in a manner or using a method by which each Officer or Director participating in the meeting can communicate concurrently with each other participant.

7.2.5. Action without Meeting. As and to the extent provided for in the chapter's Articles of Incorporation, any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all Officers and Directors.

7.2.6. Attendance by General Members. General members shall be allowed to attend all in-person meetings of the Board of Directors as observers but must vacate the Board Room during Executive Session. The cost of attendance shall be borne by the General member.

7.2.7. Minutes. Written minutes of each meeting of the Board of Directors shall be recorded by the Secretary and shall contain the results of the deliberations of the Board of Directors. Within 30 days after the meeting, the minutes shall be submitted to the Board of Directors for approval. Promptly following such approval, the approved minutes shall be available for the membership through electronic publication.

Section 7.3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the State Law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting unless the person attends such meeting solely to object to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Section 7.4. Voting Member List.

7.4.1. Voting Members List. Not later than two business days following the record date for any meeting of the members, the chapter shall prepare a complete and correct alphabetical list of the members entitled to vote as of the record date. The list of members shall state the name and mailing address of each member.

7.4.2. Distribution. If and to the extent permitted by State Law, a voting member (or a voting member's agent or attorney) may request in writing or by electronic transmission a copy of the list of voting members solely for the purpose of communication with other members concerning the meeting or elections. The corporation shall send a written copy and/or electronic transmission of the list, whichever is requested, as soon as a request is received. Any member may request and receive both forms of the list.

7.4.3. Fees. A reasonable fee for expenses may be charged to the member for a written copy, but in no case shall fees be charged for an electronically transmitted copy.

7.4.4. Inspection. The list of voting members shall be available for inspection by voting members, or a voting member's agent or attorney, at the chapter's principal meeting location on the date of the meeting of members.

ARTICLE 8 Committees

Section 8.1. Committees. Committees may be designated in policy or a resolution adopted by the Board of Directors. The President shall appoint the committee chairs, subject to the approval of the Board of Directors, unless otherwise indicated in these Bylaws. All committees shall have at least two members unless otherwise indicated in these Bylaws. Committees shall perform the duties assigned to them by the Board.

8.1.1. Standing Committees. The Board of Directors may establish various standing committees to carry on the affairs of the association. Standing committees shall be listed in the chapter's policies.

8.1.2. Special Committees. The Board of Directors may form special committees (including task forces) as necessary with approval by a majority of the Directors voting where a quorum is present.

Section 8.2. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8.3. Quorum and Manner of Acting. Unless otherwise provided in these Bylaws or in the resolution of the Board of Directors designating a committee, a majority of the voting members of the committee shall constitute a quorum, and the act of a majority of the voting members present at a meeting shall constitute the act of the committee.

Section 8.4. Committee Reports. Committee chairs or their designees shall submit minutes to the Secretary for retention and shall report to the Board quarterly or as otherwise requested by the Board.

ARTICLE 9 Compensation and Reimbursement of Expenses

No Officer, Director or committee member shall receive any salary or compensation for his or her services as an Officer, Director, or committee member; however, the chapter may reimburse certain chapter-related expenses incurred by Officers, Directors and committee members, as determined by the Board of Directors.

ARTICLE 10 Inurement

No part of the net earnings of the chapter shall inure to the benefit of, or be distributable to, its Officers, Directors, committee members, employees, or other private persons, except that the chapter shall be authorized and empowered to pay reasonable compensation for services rendered by employees, contractors, and others, and to make payments and distributions in furtherance of the purposes set forth herein. No chapter funds shall be used for any “hardship” or similar fund pursuant to which the RWA or chapter membership dues (or any similar expense) of any individual chapter members are paid, but the chapter can agree to administer any such fund if it is funded entirely through donations by individual members or others.

ARTICLE 11 Finances

Section 11.1. Fiscal Year. The fiscal year of this corporation shall begin on January 1 and end on December 31, or such other period established by the Board of Directors and approved by the IRS.

Section 11.2. Chapter Funds. All chapter funds must be deposited in an account designated by the Board of Directors, and the chapter shall adopt and maintain an acceptable accounting system with appropriate checks and balances to safeguard chapter funds in accordance with RWA’s Required Chapter Financial Practices.

Section 11.3. Operating Budget. Each year, the Treasurer shall oversee the preparation of the chapter’s operating budget for the ensuing fiscal year. Promptly following Board approval, the budget shall be made available to the membership. The budget may be amended by the Board of Directors when necessary.

Section 11.4. Contracts. The Board of Directors may authorize any Officer or Officers, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of this corporation. Such authority may be general or confined to specific instances.

Section 11.5. Financial Audit. The annual report of the Treasurer shall be audited not less than annually by a three-person committee appointed by the Board of Directors or, upon a majority vote of the Board, may be audited by a professional.

ARTICLE 12

Books and Records; Property

Section 12.1. Books and Records. The chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, its Board of Directors, and committees having any of the authority of the Board of Directors in accordance with the Chapter Record Retention Policy. The chapter must maintain a record of the names and addresses of all members. The books of account shall be open for inspection by any member or a member's legal representative at all reasonable times and with reasonable advance notice.

Section 12.2. Chapter Property. The following shall constitute chapter property and shall be used only as described and permitted herein:

12.2.1. Membership List. The membership roster of this chapter may be used only to promote or stimulate interest in the chapter. It may not be used in whole or in part by any member for any other purpose, or used in whole or in part for the financial benefit of any individual, or given in whole or in part to any nonmember, unless the Board has approved delivery of all or part of the roster to a nonmember for a specific purpose determined by the Board to promote efficiency in providing member services, and the nonmember agrees in writing to use the roster for the approved purposes only and for no other purpose.

12.2.2. Name, Logo, Etc. The chapter's name, acronym, logo, website, and any other event or program names as outlined in chapter policy are the property of the chapter. This property shall not be used, copied, imitated, or reproduced in any manner for any purpose by any individual, with the exception of normal, reasonable use of the names of the property in conversations and correspondence (but not included as part of a letterhead) without Board approval.

12.2.3. Other Property. Any books, publications, video or audio tapes, CDs or other media, chapter files, records, forms, brochures, computer software, etc., or other real or personal property that has been given to, created by, or purchased by the chapter shall be considered the property of the chapter, and not the property of any individual member or RWA. In case of dissolution of the chapter. Such property may be borrowed from the chapter by chapter members upon approval of the chapter's Board as long as such borrowing is allowed under the copyright, End User License Agreement, and/or terms of use of the property. Procedures for borrowing chapter property as well as examples of acceptable use of the property by chapter members must be outlined in the chapter's policies. Reproduction of such property is strictly forbidden unless such reproduction is allowed under the copyright, End User License Agreement, and/or terms of use of the property.

ARTICLE 13
Limitation of Liability and Indemnification

Section 13.1. Limitation of Liability. The personal liability of any present or former Officer, Director, and committee member of this corporation is hereby eliminated to the fullest extent permitted by State Law.

Section 13.2. Indemnification. To the fullest extent permitted by State Law, this corporation shall indemnify and hold harmless each Officer, Director, and committee member of this corporation against any and all liabilities, costs, and expenses (including attorneys' fees and expenses) reasonably incurred by such individual or on his or her behalf in connection with any legal action or proceeding to which such individual may be a party by reason of such individual being or having been an Officer, Director, or committee member of this corporation, or by reason of any action alleged to have been taken or omitted by such individual in such capacity. Such indemnity shall be effective only in the event that the interested Officer, Director, or committee member provides the Board of Directors, within a reasonable time after the institution of such action or proceeding, written notice thereof. Such indemnity shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, or otherwise. Such indemnity shall inure to the benefit of the heirs, executors, or administrators of each Officer, Director, or committee member. The corporation may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board of Directors. Such indemnity may be lost if the Officer, Director, or committee member does not act in good faith in the performance of his or her fiduciary duty.

ARTICLE 14
Duration and Dissolution

The duration of this corporation shall be perpetual, except that it may be dissolved in the manner provided by the State Law; provided, however, that no dissolution of this corporation shall be effected unless approved by the Board of Directors and the General membership of this corporation as required by the State Law. Upon the dissolution of the chapter, and after paying or making provision for the payment of all the liabilities of the chapter, all remaining assets of the chapter shall be distributed to RWA.

ARTICLE 15
Amendments

The power to amend these Bylaws shall rest with, and may be exercised by, the General members of the chapter. All proposed amendments to these Bylaws must be presented to RWA for acceptance at least 45 days prior to being voted upon by the chapter's General members. Amendments to these Bylaws may be proposed by (i) petition signed by at least two percent (2%) of the General members listed on the chapter membership roster as of the date the petition is filed or (ii) the Board of Directors (by resolution approved by the affirmative vote of a majority of the voting members of the Board present at a duly called meeting of the Board or by written action without such meeting). These Bylaws may be amended only by either (A) the

affirmative vote of a majority of the General members present (in person or by proxy) and voting at a meeting of the membership or (B) the affirmative vote of a majority of the ballots cast by General members in any member vote conducted by mail, facsimile transmission, electronic message, or any combination of those methods. Notice and text of any proposed Bylaw amendments shall be delivered to the President at least 120 days prior to the date of such meeting or other vote and sent to each General member of the chapter at least 30 days prior to the date of such meeting or other vote. The Board of Directors may amend these Bylaws (without vote of the General members) only to correct or classify ordering, wording, and punctuation as long as the meaning and intent of these Bylaws are not altered.

ARTICLE 16

Miscellaneous

Section 16.1. Governing Law. All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of [state of incorporation].

Section 16.2. Headings. The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify, or place any construction upon any of the provisions of these Bylaws.

Section 16.3. Severability. All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full effect.

Section 16.4. Parliamentary Authority. All chapter Board, membership, and committee meetings shall be conducted according to the rules of parliamentary procedure set forth in the then-most current edition of Robert's Rules of Order Newly Revised, to the extent that such parliamentary procedures do not conflict with the Articles of Incorporation of this corporation, these Bylaws, or applicable law.

Section 16.5. Policy Manual. The Board of Directors may adopt any additional written policies or procedures for this corporation to the extent they are not inconsistent with or contrary to these Bylaws, State Law, or, to the extent applicable to chapters, the RWA Bylaws or policies and procedures applicable to affiliated chapters.