

BYLAWS

SISTERS IN CRIME, INC.

2020

ARTICLE I

Name and Seal:

Section 1. The name of this non-profit corporation shall be Sisters in Crime, Inc. Its seal shall be a design adopted by its Board of Directors. Its principal office shall be located where the Board deems.

ARTICLE II

Mission:

The mission of Sisters in Crime is to promote the ongoing advancement, recognition and professional development of women crime writers.

ARTICLE III

Membership:

Membership is open to all persons worldwide who have a special interest in crime writing and in furthering the purposes of Sisters in Crime, Inc., as defined in Article II.

Section 1. PROFESSIONAL Membership. A PROFESSIONAL member is a paid-up dues paying member of Sisters in Crime, Inc. who is one of the following: a writer pursuing a career in crime writing, a bookseller, publishing professionals such as publishers, editors, and agents, a librarian, or one who has a business interest in promoting the purposes of Sisters in Crime, Inc., as defined in Article II.

Section 2. ACTIVE Membership. An ACTIVE member is a paid-up dues-paying member of Sisters in Crime, Inc. who does not consider themselves to be a writer but who has an interest in promoting the purposes of Sisters in Crime, Inc. This includes, but is not limited to, fans and readers.

Section 3. An HONORARY Membership. An HONORARY member is a member elected as such by the Board of Directors, including members such as past presidents or founding members.

Section 4. Expansion of Membership Categories. Additional or amended categories of membership may be added by a majority vote of the Board of Directors.

ARTICLE IV

General Management:

Section 1. The general management, control, and direction of the affairs, funds, and property of Sisters in Crime, Inc. shall be vested in its Board of Directors, also referred to as the "Board."

Section 2. The board will be responsible for hiring, firing, supervision, evaluation, and setting compensation for any paid staff or consultants.

Section 3. No part of the net earnings of Sisters in Crime, Inc. shall inure to the benefit of any member, director, or officer of the organization, or to any private individual, provided, however that reasonable compensation may be paid for services rendered to, or for, Sisters in Crime, Inc. (subject to provisions of Article VI).

Section 4. If there shall be a cash surplus at the end of the fiscal year, it shall be retained and/or reinvested to Sisters in Crime, to further the mission of the corporation.

Section 5. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended.

ARTICLE V

The Board of Directors:

Section 1. The Board of Directors shall consist of the Officers of Sisters in Crime, Inc., and a minimum of six Members-at-Large, who shall serve on standing committees (to include Publicity, Monitoring Project, Library Liaison, Chapter Liaison, or others so designated by the Board.) The outgoing president will serve on the Board as a voting member and in an *ex-officio* capacity.

Section 2. Qualifications and terms of office for Officers shall be as set down in Article VI.

Section 3. Members-at-Large shall be professional members of Sisters in Crime, Inc. Their terms of office shall be for one (1) year.

Section 4. Officers and Members-at-Large shall be elected by the professional membership of Sisters in Crime, Inc. Their terms will run from October 1 to September 30.

Section 5. The Board of Directors shall have the right to decide by majority vote to add additional members-at-large to its number.

Section 6. No member may serve on the Board of Directors for more than five consecutive years unless appointed by the Board of Directors to serve in an advisory position except in the case of the Vice President/President/Immediate Past President where the board member, if elected, can move into that position despite the number of years that they served on the board.

Section 7. The Board of Directors is authorized to make such rules and regulations as it deems necessary for the effective management of the organization, including but not limited to its logo, records, and membership mailing lists.

Section 8. The Board of Directors is authorized to use electronic communication to call for Board votes on issues between meetings. The Executive Director, Secretary, or the Board's designee will count the votes and forward the motion and vote tally to the Secretary for permanent record in the minutes.

ARTICLE VI

Officers:

Section 1. The Officers of Sisters in Crime, Inc. shall be a President, a Vice-President, a Secretary, and a Treasurer. They shall be professional members of Sisters in Crime, Inc. These officers shall constitute the Executive Committee. In the event that a decision needs to be made quickly without time to poll the board, the Executive Committee may make that decision. Votes, which may be collected electronically, shall be tabulated and recorded by the Secretary.

Section 2. The President shall preside at all membership meetings and call and preside at all meetings of the Board of Directors. The President sets goals and responsibilities, serves as ad hoc member of committees, keeps members informed, serves as group spokesperson, and performs such other duties as the Board of Directors may from time to time determine. The President shall be elected for one (1) one-year term and shall not run for that office or the office of Vice-President again until at least five (5) years have elapsed from the end of their term. The President will, however, serve on the Board in an *ex officio* capacity for the period of one year following their term.

Section 3. The Vice-President shall serve in that role for one (1) year and shall then, after ratification by the membership, succeed to the presidency for a one-year term. The purpose of this is to ensure

continuity. The Vice-President assists or substitutes for the President as required. The Vice-President shall be elected for a three-year term, during the second term of which, after ratification by a majority vote, they will serve as President. The third year is in an *ex officio* position. The former president shall not run for the office of President or Vice-President until at least five (5) years have elapsed from the end of their term.

Section 4. The Secretary shall keep minutes and handle correspondence in coordination with the President and Executive Director. The secretary will perform such other duties as may be directed by the Board of Directors. A term of office shall be for one (1) year.

Section 5. The Treasurer will serve on the Executive Committee. The Treasurer, or any person or persons designated by the Board of Directors, shall receive all monies of Sisters in Crime, Inc., and shall deposit the same as directed by the Board of Directors. The Treasurer, or any person or persons designated by the Board of Directors, shall make disbursements from these funds as authorized by the Board of Directors. The Treasurer, and/or any person or persons designated by the Board of Directors, shall keep accurate financial accounts, maintain a checking account, and shall prepare and submit at the Annual Meeting and whenever so requested by the Board of Directors, a complete financial statement. A term of office shall be for one (1) year.

Section 6. Accountant. The Board will hire an independent accountant to annually review the books and records and prepare the annual 990 and other tax forms as needed.

Section 7. Should there be a vacancy in the Presidency at any time, the Vice-President shall succeed to the Presidency and shall serve until the next annual election, when they will continue in the office of President for one (1) year, once their continuing has been ratified by the vote of the membership at the annual election. Any other vacancy of an office shall be filled by the Board of Directors, and the successor shall hold office until the next annual election.

Section 8. None of the Officers of Sisters in Crime, Inc. or any other members of the Board of Directors shall receive any salary or compensation for services rendered as such Officers and/or Board of Directors members. Salaries may be paid to any employee of Sisters in Crime, Inc. including employees who have been given official titles, such as Executive Director or Administrative Assistant, or to such other persons as the Board may direct. This does not preclude Board members from being reimbursed for reasonable expenses associated with their service on behalf of the organization.

Section 9. Expulsion of Officers. Board of Directors officers can be impeached from office for dereliction of duty or malfeasance by a majority vote of the professional membership present in person. Impeachment votes can only occur during a membership meeting. A full investigation must be made, including (a) notification in writing and/or electronically to the officer of the charge and by whom made, as well as the filing of said charges with the Board of Directors: (b) investigation of the charges by a committee of professional members, none of whom are members of the Board of Directors, and chaired, if possible, by a former President or other former officer of Sisters in Crime, Inc. The committee will be selected by a majority vote of the Board of Directors. Following the investigation, if a majority of the investigating committee votes to proceed, the investigating committee will hold a hearing under circumstances that will give the accused officer ample opportunity to present a defense. If by a two-thirds (2/3) vote the investigating committee recommends impeachment, notification of the call for impeachment must be sent electronically to all the members, together with a statement summarizing the recommendation of the investigating committee. At the next membership meeting, after a full and open hearing of both sides, the membership will vote on whether or not to impeach the officer. Other Board members may be impeached by the same process.

ARTICLE VII

Committees:

Section 1. Standing Committees shall be established by the Board of Directors, as needed. Chairs of the Standing Committees shall be appointed by the Board of Directors, and may be selected from among the Board and the membership. They shall serve at the pleasure of the Board of Directors as a whole.

Section 2. Ad Hoc and Pro Tem Committees shall be appointed by the President and/or Board of Directors as required.

ARTICLE VIII

Meetings:

Section 1. Sisters in Crime, Inc. shall have at least one annual meeting per year, unless otherwise designated by majority vote of the Board of Directors.

Section 2. Board of Directors meetings shall be held when and where the Board of Directors shall determine. The board will have monthly board calls as needed and/or monthly board reports with an annual in-person meeting when deemed necessary, practical, fiscally responsible, and safe.

ARTICLE IX

Local Chapters:

Section 1. The Board of Directors shall charter such local Chapters of Sisters in Crime, Inc. as they deem appropriate, having appointed a committee to determine the requirements for such chapters and their authorization.

Section 2. Bylaws and Purpose of Local Chapters shall conform to those of Sisters in Crime, Inc. except that Local Chapters shall be free to determine their own local Board of Directors needs and to hold meetings and programs according to their own membership needs, provided such are not in conflict with the purpose of Sisters in Crime, Inc.

Section 3. The Board of Directors shall have the authority to revoke the Charter of any local Chapter if it ceases to operate in accordance with the requirements set forth by the Board of Directors, including holding all local Sisters in Crime members, volunteers, vendors, and other representatives to the Sisters in Crime Code of Conduct.

Section 4. All members of local Chapters must be members of Sisters in Crime, Inc.

Section 5. The mark, name, and logo, SISTERS IN CRIME, and any other name, mark, logo, or other indicia or origin which Sisters in Crime, Inc. has developed or may hereafter develop (all of which shall be referred to herein as "LICENSED NAME AND MARK") is and shall remain the sole and exclusive property of Sisters in Crime, Inc. Each local Chapter has been and shall continue to be granted a non-exclusive license to use the LICENSED NAME AND MARK solely in connection with activities authorized or allowed under these Bylaws and/or the local Chapter's approved Charter. All use by the local Chapters of the LICENSED NAME AND MARK must conform fully with all specifications which the Board of Directors shall establish from time to time for such purposes. In no event may any local Chapter use any LICENSED NAME OR MARK (or any mark, name, logo, or other indicia or origin confusingly similar thereto) in the event its Charter is revoked or the local Chapter is no longer affiliated with or in good standing with Sisters in Crime, Inc. Any use of any LICENSED NAME OR MARK shall inhere solely to Sisters in Crime, Inc.'s benefit.

ARTICLE X

Elections and Voting:

Section 1. All voting will be done electronically. Paper ballots will be mailed upon request.

Section 2. Voting will take place up to fourteen (14) days prior to the annual membership meeting if the meeting is before October 1. If the annual meeting is after October 1 voting will take place no later than September 1.

Section 3. Only Professional and Honorary members of Sisters in Crime, Inc. shall be eligible to vote.

Section 4. An affirmative vote of a majority of the Professional and Honorary members who participate in the vote will ratify the election.

ARTICLE XI

Nominations:

Section 1. In the spring preceding each election, the Board of Directors shall appoint a Nominating Committee to prepare a list of nominations for such elected positions as shall fall vacant in the next year.

Section 2. The Nominating Committee shall give the Secretary the nominations list, by September 1. The list shall be publicized to the membership in the next Newsletter and/or by electronic notification.

Section 3. Additional nominations may be made in writing if signed by at least fifty (50) Professional members who shall not have signed the nomination of any other person for the same position. To be valid, such additional nominations shall be filed with the Secretary no later than May 1.

ARTICLE XII

Notices:

All notices to members shall be sent electronically to the latest email address furnished by members to the Secretary and/or the Executive Director. Notices shall be sent to all members, irrespective of voting status.

ARTICLE XIII

Dues:

Each member shall pay dues, the amount of which shall depend on the category of membership and be determined by the Board of Directors. Notifications for dues shall be sent to members on or before the date their membership expires.

ARTICLE XIV

Discipline:

Section 1. Non-payment of dues. A member may be declared not in good standing, and their membership may be terminated, if the member has not paid dues by ninety (90) days after payment is due. The application of this provision shall be under rules and regulations made by the Board of Directors.

Section 2. Misconduct. "Misconduct" is here defined as conduct inimical or harmful to the purposes and/or good repute of Sisters in Crime, Inc. The Board of Directors may suspend or expel a member for misconduct in accordance with the organization's current Code of Conduct with a full investigation by the Board of Directors; the member may be suspended during the investigation. The investigation shall include (a) notification in writing to the member regarding the charge; (b) arrangement for a hearing, either before the Board of Directors or before a committee appointed by the Board of Directors; and (c) holding the hearing, in circumstances that will give the accused member ample opportunity to present a defense. If the hearing is before a committee, the committee may recommend consequences, but the

decision shall be made by the Board of Directors. If the accused member is unavailable, or refuses to participate in the hearing, or makes unreasonable demands regarding the arrangement, the Board of Directors may proceed with the investigation and act, without a hearing. The identities of the accuser, the accused, and all witnesses will be kept confidential. Should they desire to do so, individuals may consent in writing to Sisters in Crime to disclose their identities.

ARTICLE XV

Bylaws and Amendments:

Section 1. These bylaws, as prepared by the Bylaws Committee, shall constitute the bylaws pro tem of Sisters in Crime, Inc. upon approval by the Board of Directors and shall continue as bylaws pro tem until amended and/or approved by the professional membership by an electronic vote.

Section 2. Upon such approval by the Board of Directors, the bylaws pro tem shall be distributed to the membership of Sisters in Crime, Inc., the members will have up to fourteen (14) days to review the proposed changes and vote electronically during that period. Approval of the bylaws will require an affirmative vote of a majority of the professional members who participate in the vote.

Section 3. No proposal for amendment of the permanent bylaws shall be acted upon unless it shall have been authorized by the Board of Directors or shall have been presented to the Secretary over the signatures of twenty percent (20%) of the membership. To become effective, an amendment to the bylaws presented to the Secretary over the signatures of twenty percent (20%) of the membership must be submitted to all members, with ballots sent to voting members under the direction of the Board of Directors, and it must be approved by sixty percent (60%) of the professional members who vote on the amendment.

ARTICLE XVI

Indemnification:

Section 1. To the extent permitted by law, the Board of Directors may indemnify and advance expenses (including court costs and attorneys' fees) to any present or former Board of Directors member, agent, or employee who was, is, or is threatened to be a named defendant or respondent in an action or proceeding because such person is or was a Board of Directors member, agent, or employee of Sisters in Crime, Inc.

Section 2. The Board of Directors must purchase and maintain insurance on behalf of any such person, whether or not the Board of Directors would have the power to indemnify the person against such liability.

Section 3. No member, Officer, agent, or employee of this organization shall be liable for the acts or failure to act on the part of any member, Officer, agent, or employee of Sisters in Crime. Nor shall members, Officers, agents or employees be liable for their acts or failure to act under these Bylaws, excepting only acts or omissions to act arising out of their willful misfeasance.

ARTICLE XVII

Dissolution:

Section 1. Dissolution of Sisters in Crime, Inc. shall take place only after a proposal for same has been accepted by two-thirds (2/3) of the Board of Directors and thereafter distributed electronically to the membership. Voting on the proposal shall take place at the Annual Meeting of the following year. Such voting shall be done by the professional members, in person, and shall require a two-thirds (2/3) affirmative vote by the members who participate in the voting.

Section 2. Upon any dissolution of Sisters in Crime, Inc., its property and assets shall be distributed as follows:

- (a) All liabilities and obligations of Sisters in Crime, Inc. shall be paid, satisfied, and discharged, or adequate provision made hereafter.

- (b) Assets held by Sisters in Crime, Inc., requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
- (c) Any remaining assets shall be distributed among such tax-exempt institutions whose purposes in whole or part compatible with those of Sisters in Crime, Inc. These institutions may be designated by resolution of the Board of Directors and approval by two-thirds (2/3) vote by those professional members present in person or electronically at a special meeting of Sisters in Crime, Inc., called for the purpose.

ARTICLE XVIII

Rules of Procedure and Parliamentary Authority:

Section 1. Any policies or procedures not contrary to law or these bylaws may be approved or amended by a majority vote of the Board of Directors. A record of such policies and procedures shall be compiled by the Secretary, or other person appointed by the Board of Directors. Notification of the policy or procedure changes will be published in the next Sisters in Crime, Inc. newsletter or electronically, after said changes have been approved. Additional copies will be available at cost to any member who requests them, in writing, from the Secretary and/or the Executive Director.

Section 2. Any meeting of Sisters in Crime, Inc. and/or its Board of Directors shall be conducted in accordance with the parliamentary procedure prescribed by the current edition of Robert's Rules of Order, or by any other generally accepted procedure agreed upon by the Board of Directors and announced to the members, excepting that the President of Sisters in Crime, Inc. shall in all events be a full voting member of the organization and of the Board of Directors.

MEMBERSHIP INFORMATION

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