

## **Wisconsin Fellowship of Poets Revision of Constitution and Bylaws**

### **Process Summary**

- Discussed with the Board via email that we were overdue for a constitution and bylaws review.
- Task force led by Ronnie Hess, made up of Sandra Lindow and Ed Werstein did a deep review and drafted proposed changes, including input from board members who provided feedback.
- Task force proposal was shared with Executive Committee who made additional revisions.
- This draft is now being brought forward to the Board for review and approval to present to the general membership.
- If general membership views it on April 30, we will vote at the Fall 2022 meeting.

### **Key Changes**

- Addition of Under 40 Representative as a voting member of the Board. (Nathan Reid assumes that position currently but this position did not exist in the bylaws.)
- The right for past presidents to vote is changed to just the immediate past president. Allowing all past presidents in perpetuity is not best practice and makes it nearly impossible to have a quorum for voting purposes.
- Clarifying the definition of the Executive Committee. Previous bylaws called the voting members of the Board of Directors the Executive Committee, but in practice it was/is the elected officers.
- Simplifying our purpose
- Clarifying language around who can become a member
- Removal of language about honorary and patron members, categories which no longer exist in practice
- Added language to VP's role so that it's understood this position is intended to be the incoming President. Need to create a more intentional succession plan.
- Cleaned up the language regarding who is considered an advisor to the board

## **WFOP CONSTITUTION – Proposed Amendments Fall 2022 (for mark up, pp. 7-13)**

### **ARTICLE I – NAME**

The organization shall be called The Wisconsin Fellowship of Poets, hereinafter known as "WFOP" or "the Fellowship."

### **ARTICLE II – PURPOSE**

The Wisconsin Fellowship of Poets is an organization created to support Wisconsin poetry, its writing and enjoyment, as well as friendship and connection among its members. It was incorporated under Section (c) (3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law.

### **ARTICLE III – OBJECTIVES**

- a) To secure fuller recognition and appreciation of poetry.
- b) To help Wisconsin poets in their work through seminars, workshops, readings, study and exchange.
- c) To encourage the study of poetry in the schools of the state.

### **ARTICLE IV – MEMBERSHIP**

Membership shall be open to residents and former residents of the State of Wisconsin and neighboring states who are interested in the aims and endeavors of the organization. Membership in the Fellowship shall terminate if a member is delinquent in the payment of dues and has been appropriately notified in writing or by email.

### **ARTICLE V – OFFICERS**

Sec. 1. The officers of the WFOP shall be a president, a vice-president, a secretary, and a treasurer. Members can share one office but will only have one vote between them.

Sec. 2. The officers shall be elected at the WFOP fall meeting and shall begin their terms of office on January 1 of the year following their election. The officers shall serve for a period of three years.

### **ARTICLE VI – COMMITTEES**

Committees shall be appointed by the president, as needed, and approved by the Board of Directors.

### **ARTICLE VII – MEETINGS**

Sec. 1. The organization shall meet at least once a year, at the call of the president.

Sec. 2. All meetings of the Fellowship shall be conducted in accordance with the general principles of "Robert's Rules of Order."

### **ARTICLE VIII – RESTRICTIONS**

Sec. 1. The method of accepting and discharging members, any denial of restrictions of voting rights, and any classification of members (including distinguishing features of each class) will be set forth in the By-Laws of the Corporation.

Sec. 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Sec. 3. 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 any political campaign on behalf of any candidate for public office.

Sec. 4. In the event of dissolution, any remaining assets shall be distributed to organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code.

#### ARTICLE IX – AMENDMENTS

(Any) Proposed amendment(s) to this Constitution shall be submitted to the Board of Directors. If approved by the Board, the proposed amendment(s) shall be presented for a first reading at the next general business meeting. The proposed amendment(s) will be voted on at the subsequent general business meeting. A two-thirds (2/3rds) vote of members present is necessary for the amendment(s) to be adopted.

### **WFOP BYLAWS – Proposed Amendments Fall 2022**

#### ARTICLE I - BOARD OF DIRECTORS

The Board of Directors is defined as the president, vice-president, secretary, treasurer, membership chair, regional vice-presidents, under 40 representative and the immediate past president of the WFOP.

Sec. 1. To be eligible for the office of president, a member must have previously served the WFOP in some other office or be approved by the Board of Directors.

Sec. 2. The president and other officers of the Fellowship shall hold the corresponding offices in the said Board of Directors, shall arrange for all meetings of the Board, and discharge all duties of officers of the said Board.

Sec. 3. The primary duty of the Board of Directors is to guide and supervise the activities of the Fellowship.

Sec. 4. The Board shall appoint officers to fill vacancies that may occur during the period between meetings of the Fellowship. The Executive Committee (President, Vice-President,

Secretary, Treasurer and Immediate Past President) for the Fellowship shall act in any emergency or contingency when it may be impractical to get action by a general meeting of the Fellowship.

## ARTICLE II – MEMBERSHIP

Sec. 1. Membership is open to residents and former residents of Wisconsin and neighboring states who are interested in the aims and endeavors of the organization.

Sec. 2. A person lacking only the residential qualifications may become an Active member upon approval of the president and the membership chair. A member must be a resident of Wisconsin to hold office.

Sec. 3. Members shall be classified as Active, Continued, and Lifetime:

(a). An Active member is one who is defined in Article II, Sec. 1 and 2, is or has been a resident of Wisconsin or neighborhood state, is interested in the aims and endeavors of the Fellowship and has paid dues.

(b). Student members are Active members, who, as long as they are full-time students, shall pay one half (1/2) the Active dues.

(c). A Continued member is an Active member who does not pay dues, either permanently or temporarily, but whose membership is approved by the Board of Directors.

(d). A Lifetime member is an Active member who: attains the age of seventy (70) years; has been a member for at least ten (10) years; and has made an outstanding contribution to the welfare and activities of the Fellowship as declared by consent of the Board of Directors and a majority of the membership present at the next general business meeting. Lifetime members shall pay no dues.

(e). Student, Continued, and Lifetime members prior to the adoption of this article shall retain their membership status and be governed by Article II, Section 3 of these bylaws.

Sec. 4. Dues.

(a). Membership in the Fellowship shall terminate if a member is delinquent in the payment of dues and has been appropriately notified in writing or by email.

(b). An Active member is one whose dues are paid for the current year, starting January 1, and ending December 31. Delinquent members will be notified of their delinquency by January 31 and those who have not renewed by February 15 will be dropped from the membership roster.

(c). New memberships from October through December are automatically extended through the following year. Active members who renew or rejoin at any time during a calendar year will have their dues applied to that year only.

(d). The right to vote and hold office in the Fellowship is restricted to Active, Continued and Lifetime members.

## ARTICLE III - DUTIES OF OFFICERS

Sec. 1. The president shall preside at all meetings of the Fellowship; appoint all committees not otherwise provided for; approve all orders drawn on the treasury; and will generally supervise the business of the organization.

Sec. 2. The vice-president shall preside at meetings and perform the other duties of the president in the absence or incapacitation of that officer, shall represent the president at regional meetings when requested to do so, and shall assist in planning programs for statewide meetings of the organization. It is assumed that the vice president will be the incoming president, filling the role of president if elected by the membership after the president steps down or is removed.

a). The vice-president shall chair the nominations committee for the slate of officers of the Fellowship. Regional vice-presidents constitute the nominations committee.

Sec. 3. The secretary shall keep a record of all meetings of the Fellowship, and actions of the board of directors taken outside of meetings, by electronic vote. The secretary shall also perform other related duties as required. The secretary shall file all written reports of committees.

Sec. 4. The treasurer shall hold in trust the funds in the general treasury, keep a strict account of all money received, and disburse no money except upon order approved by the president. The treasurer shall give a financial report at each general business meeting.

Sec. 5. The membership chair shall maintain accurate, up-to-date lists of the members of the Fellowship, and provide appropriate information to the Board of Directors and the chairpersons of the Fellowship's literary contests.

Sec. 6. Regional vice-presidents shall develop, coordinate, and oversee on-going WFOP activities within their respective regions of representation. With guidance from the board, they shall plan statewide conferences designated for their area.

Sec. 7. The "Under 40" representative is a voting member of the board to ensure that the voice of younger members and potential members is taken into consideration. The Under 40 representative will present ideas for increasing and retaining younger members.

#### ARTICLE IV – ADVISORY MEMBERS OF THE BOARD OF DIRECTORS

The newsletter editor, the webmaster, the chair(s) of the Fellowship's contests, and social media coordinator shall provide advice and counsel to the Board of Directors, by attending Board meetings or otherwise communicating appropriately with the Board or its officers. However, these advisory members will have no voting powers in policy determinations of the Board. New committee chairs or project leaders that are appointed by the president and approved by the Board shall hold this role as an advisory member.

#### ARTICLE V - COMMITTEES

Committees shall be appointed by the president, as needed, and approved by the Board of Directors.

#### ARTICLE VI - MEETINGS

Sec. 1. The Board of Directors shall meet prior to each conference, and at other times of the year, as needed, at the call of the president.

Sec. 2. Adequate notice of each meeting either in writing or electronically shall be given to all members prior to such meeting.

Sec. 3. Rarely, in cases of urgency, or practical expediency, the president may conduct email business with the Executive Committee, with the understanding that any actions or decisions made during those sessions will be subject to strict review by the Board.

Sec. 4. All meetings of the Fellowship shall be conducted in accordance with the general principles of "Robert's Rules of Order."

Sec. 5. A quorum is required at any Fellowship meeting for business to be conducted. For a meeting of the Board of Directors, a quorum is a majority of the voting members of the Board, attending in person.

Sec. 6. The time between the fall election of new officers and their installation shall be considered a time in which all records, correspondence, files, monies and all other appurtenances pertaining to said offices shall be transferred in a timely manner to the duly elected officers.

#### ARTICLE VII - DUES

Sec. 1. Annual dues shall be established by the Board of Directors. A proposed change in dues shall be presented for a first reading at a general business meeting. The proposed change will be voted on at the next subsequent general business meeting. A simple majority of members present is required for the change to be adopted.

Sec. 2. Annual dues shall be payable at the beginning of the calendar year, which will also be the beginning of the fiscal year.

#### ARTICLE VIII - ELECTIONS

Sec. 1. Elections shall be by written, voice and/or electronic voting, at the discretion of the board.

Sec. 2. Officers shall assume the responsibilities of their offices on January 1 of the year following the conference at which they were elected.

#### ARTICLE IX - AMENDMENTS

(Any) Proposed amendments to these Bylaws shall be submitted to the Board of Directors. If approved by the Board, the proposed amendment(s) shall be presented to a first reading at the next general meeting. The proposed amendment(s) will be then voted on at the subsequent general meeting. A two-thirds (2/3) vote of members present is necessary for the amendment(s) to be adopted.