

BYLAWS
SISTERS IN CRIME, INC.
Raising professionalism and achieving equity among crime writers
2010

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 in Lawrence, Kansas.

ARTICLE II

The mission of Sisters in Crime is to promote the professional development and advancement of women crime writers to achieve equality in the industry.

ARTICLE III

Membership: Membership is open to all persons worldwide who have a special interest in mystery 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 Sisters in Crime, Inc. member who is one of the following: an author pursuing a career in mystery writing, a bookseller, a publisher, a librarian, an editor 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 Sisters in Crime, Inc. member who does not have a business interest in promoting the purposes of Sisters in Crime, Inc. This includes, but is not limited to, fans and readers.

Section 3. Honorary Membership. An honorary member is a person who is elected as such by the Board of Directors.

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

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. 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 3. If there shall be a cash surplus at the end of the fiscal year, it shall be retained in the treasury of Sisters in Crime, Inc. to be used to further the purposes of the corporation.

Section 4. 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 six Members-at-Large, who shall serve on standing committees (to include Publicity, Monitoring Project, Bookstore and Library liaisons, 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 active 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.

Section 5. The Board of Directors shall have the right to decide by majority vote to add a member 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.

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 mail to call for votes on issues between the semiannual meetings. The President 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 by e-mail, 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, polls board members on major decisions, 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 her term. The President will, however, serve on the Board in an *ex officio* capacity for the period of one year following her 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 insure continuity. The Vice-President oversees the work of the standing committees, obtains progress reports from committees, sees that progress is reported to membership, and assists or substitutes for the President as required. The Vice-President shall be elected for a two-year term, during the second term of which, after ratification by a majority vote at the Annual Meeting, she will serve as President. She shall not run for the office of President or Vice-President until at least five (5) years have elapsed from the end of her term.

Section 4. The Secretary shall keep minutes, handle correspondence in coordination with the President, keep a file of publications and publicity, and 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 shall be appointed by members of the Board of Directors and shall serve as an *ex officio* member of that body. 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, 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, with reappointment by the Board for successive terms. The position of Treasurer, which is appointed, will be advisory only, and the Treasurer will not be a voting member of the board. The Treasurer will serve in an advisory capacity on the Executive Committee.

Section 6. Auditor. The books and records will be reviewed annually by a private accountant hired by the Board.

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 she will continue in the office of President for one (1) year, once her 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 Secretary or Assistant Secretary, 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 active membership present in person or by proxy at the vote. Impeachment votes can only occur during one (1) of the two (2) yearly membership meetings. A full investigation must be made, including (a) notification in writing 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 active 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 mailed 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 two (2) membership meetings per year. Unless otherwise designated by majority vote of the Board of Directors, the Spring meeting shall be held at Malice Domestic or another location designated by the Board of Directors. The Fall meeting will be held at Bouchercon.

Section 2. Board of Directors meetings shall be held when and where the Board of Directors shall determine, providing that a Board of Directors meeting shall always occur within seven (7) calendar days prior to the membership meetings. A majority of Board of Directors members shall be required. Participation in Board of Directors meetings shall be in person or by proxy or by conference call. Other meetings as deemed necessary by the Officers may take place by phone.

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.

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. Elections shall take place as specified in Article VIII.

Section 2. Voting may be done in person or by proxy received by the Board of Directors in advance of the meeting at which voting will take place.

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

Section 4. The Officers and Board of Directors members pro tem serving prior to incorporation and formal adoption of bylaws shall continue in those positions for full terms of office if their election is so confirmed by a simple majority of professional members voting in person or by proxy at the first Annual Meeting following incorporation and formal adoption of bylaws.

ARTICLE XI

Nominations:

Section 1. At the Spring meeting 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 at the next fall meeting. Suggestions for nominations may be made from the floor during the meeting.

Section 2. Not later than September 1 the Nominating Committee shall give the Secretary the nominations list, which shall be publicized to the membership in the next Newsletter and/or special mailing.

Section 3. Additional nominations may be made in writing if signed by at least five (5) 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 September 1.

ARTICLE XII

Notices: All notices to members shall be sent to the latest address or email address furnished by members to the Secretary. Notices shall be sent to all members, irrespective of voting status. Proxies for voting shall be sent out only by request of a professional member no less than four (4) weeks in advance of the Annual Meeting.

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. Bills for dues shall be sent to members at the beginning of the fiscal year. If a member joins in the 10th month or after, her dues cover the following year as well.

ARTICLE XIV

Discipline:

Section 1. Non-payment of dues. A member may be declared not in good standing, and her membership may be terminated, if the member has not paid dues for the preceding fiscal year by the end of the first month of the current fiscal year. 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, but may do so only after a full investigation has been made. The investigation shall include (a) notification in writing to the member of the charge and by whom made; (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, 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.

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 at a regular meeting

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., thirty (30) days before the next Membership Meeting, accompanied by an announcement that a vote on the bylaws will take place at that meeting. Proxies will be sent to professional members upon request. 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 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 may 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.

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 in writing to the entire 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 or by proxy, 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 are 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 by proxy 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 special mailing, after said changes have been approved. Additional copies will be available at cost to any member who requests them, in writing, from the Secretary.

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.

Sisters in Crime official tagline: SinC Into a Good Mystery!

MEMBERSHIP INFORMATION

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Sisters in Crime

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