

Sisters in Crime/Hawaii

BYLAWS

Adopted _____

ARTICLE I

Name and Purpose

SECTION 1. Name The name of this chapter of Sisters in Crime, Inc. shall be Sisters in Crime/Hawaii, abbreviated hereafter as SinC/HI.

SECTION 2. Purpose of Sisters in Crime, Inc. The purpose of Sisters in Crime, Inc., established in the National bylaws is, “to combat discrimination against women in the mystery field, educate publishers and the general public as to inequities in the treatment of female authors, and raise the level of awareness of their contribution to the field.”

SECTION 3. Purpose of SinC/HI. The purpose of SinC/HI is:

- (a) to offer visibility and to promote SinC/HI members, as well as visiting members or the Sisters in Crime, Inc. organization;
- (b) to encourage and facilitate networking among our members;
- (c) to facilitate members’ sharing of individual expertise and knowledge;
- (d) to assist Sisters in Crime, Inc. to carry out its mission, projects, and objectives.

ARTICLE II

Membership

SECTION 1. Eligibility. Membership is open to all persons, male, female, or institutions, who have a special interest in the mystery genre, and in furthering the purposes of Sisters in Crime, Inc. and SinC/HI as outlined in Article I. Membership in Sisters in Crime, Inc. is necessary in order to join SinC/HI except those who hold honorary membership in SinC/HI.

SECTION 2. Active Membership. An active member is a paid-up member of both Sisters in Crime, Inc. and SinC/HI who is thus entitled to vote in elections, on questions of dues, and other matters.

SECTION 3. Honorary SinC/HI Membership. An honorary member is a person or institution (such as an educational institution, business firm, or other group) elected for a one-year term by the Board of Directors solely for SinC/HI.

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 those active members who participate in the voting. The voting shall be done by mail or at a regularly scheduled membership meeting, at the discretion of the Board of Directors.

SECTION 5. Continuation of Membership. Every member of SinC/HI on the date these bylaws are adopted shall continue his or her active membership until resignation, disciplinary action (see Article XI), or at such time that membership dues are allowed to lapse. Membership is considered to have lapsed after one (1) month of non-payment of dues.

ARTICLE III

Dues

SECTION 1. Fiscal Year. The fiscal year is January first (1) through December thirty-first (31).

SECTION 2. Dues. Each member shall pay SinC/HI dues, the rate schedule to be determined by the Board of Directors. A notice of dues owed for the upcoming year shall be sent to members at the end of the current year. If a person joins January through June, he or she will pay the full rate, and membership will extend through the rest of the fiscal year. If a person joins July through December, the membership rate will be 50% of the current full-year rate, and membership will extend through the rest of the fiscal year. Any proposed increase in dues shall be voted upon by the active members by mail or at a membership meeting.

ARTICLE IV

General Management

SECTION 1. The general management, control and directions of the affairs, funds, and property of SinC/HI shall be vested in its Board of Directors.

SECTION 2. SinC/HI shall not be conducted or operated for profit, and no part of the net earnings of SinC/HI shall inure to the benefit of any member, director, or officer of the organization, or to any private individual. However, compensation may be paid for services rendered to, or for, SinC/HI (subject to provisions of Article VI, Section 6).

SECTION 3. If there is a cash surplus at the end of the fiscal year, it shall be retained in the treasury of SinC/HI to be used to further the purposes of the organization.

SECTION 4. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and SinC/HI 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

Board of Directors

SECTION 1.

- (a) The Board of Directors shall be composed of the Officers: President, Vice President, Secretary, and Treasurer.
- (b) All Officers and Directors shall be active members of Sisters in Crime, Inc. and SinC/HI.
- (c) The Immediate Past President shall become an advisor to the Board of Directors for one fiscal year, and shall cast the deciding vote on the Board in case of a tie.

SECTION 2. Terms of office and qualifications for Officers and Directors shall be set down in Article VI.

SECTION 3. Officers and Directors shall be elected by the active membership of SinC/HI.

SECTION 4. The Board of Directors shall have the right to decide by majority vote to add other Directors to the Board of Directors. Each additional Director may be appointed until the next regularly scheduled election, at which time he or she may stand for election, or resign.

ARTICLE VI

Terms of Office & Qualifications for Officers and Directors

SECTION 1. (a) All terms of office for Officers and Directors of SinC/HI are for two fiscal years. Officers and Directors shall be able to run again for one subsequent two-year term for the same office.

(b) After a waiting period of two years following the second term, each Officer or Director may run again for election to the same office for a third two-year term and shall be able to run again for a fourth two-year term for that same office.

(c) Officers and Directors may run for other offices when their terms are up, and the above a, b, and c shall apply. However, no member may serve more than six (6) sequential years on the Board of Directors unless exceptional circumstances apply and approval is gained by a majority vote of the full Board of Directors.

SECTION 2. (a) Elections will be held pursuant to Article IX of these bylaws.

(b) Newly elected Officers and Directors will take office January 1st following the November election.

(c) For the founding Board of Directors elected in 2006, the President and Treasurer shall each serve two-year terms, and shall be eligible for re-election to a second two-year term; the Vice President and Secretary shall each serve one-year terms, and shall be eligible for re-election to a full two-year term.

SECTION 3. Qualifications.

(a) The President shall be the first executive officer of SinC/HI, and shall preside at 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 of Directors 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.

(b) The Vice President assists or substitutes for the President, and shall plan and implement, with the President's support, the program agenda for each membership meeting.

(c) The Secretary shall record the minutes of each Board of Directors meeting and distribute those minutes to each member of the Board of Directors in a timely manner; shall keep minutes of the membership meetings, summarize the guest speaker's presentation and distribute the minutes to each member in a timely manner; shall handle correspondence in coordination with the President; and perform such other duties as may be directed by the Board of Directors.

(d) The Treasurer shall receive all moneys of SinC/HI, and shall deposit the same as directed by the Board of Directors. The Treasurer shall make disbursements from these funds as authorized by the Board of Directors, shall keep accurate financial accounts, maintain a checking account and an up-to-date membership roster and shall prepare and submit, when requested by the Board of Directors, a complete financial statement.

SECTION 4. The books and records of SinC/HI will be reviewed annually by the Board of Directors.

SECTION 5. 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. For any other vacancy of an office, the Board of Directors shall appoint an active member to fill the position, and the successor shall hold office until the next annual election.

SECTION 6. None of the Officers of SinC/HI or any other members of the Board of Directors shall receive any salary or compensation for services rendered as such Officers and Board of Directors members. Salaries may be paid to any employee of SinC/HI, including employees that have been given official titles, such as Executive Secretary or Assistant Secretary.

SECTION 7. Board of Directors members may resign upon written notice to the Board of Directors.

SECTION 8. Directors 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. Impeachment votes can only occur during one of the regularly scheduled membership meetings. A full investigation must be made, including (a) notification in writing to the

Director 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 SinC/HI. 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 Director ample opportunity to present a defense.

If by a two-thirds 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 recommendations of the investigating committee. At the next membership meeting, after a full and open hearing of both sides, the active membership will vote on whether or not to impeach the Director. Should the Director resign his or her position on the Board of Directors at any time during the process, all expulsion activities will cease.

SECTION 9. Excessive Absences from Board of Directors Meetings. Notwithstanding the provisions of SECTION 8 above, the Board of Directors may consider the removal of any Director who misses three (3) or more regularly scheduled Board of Directors meetings during their term without prior proper notification to the Board of Directors of such absences (“unexcused absences”). Upon three (3) or more unexcused absences, the Board of Directors may consider the removal of the Director in question. Prior to the vote, the Secretary must notify the Director in question in writing of the proposed removal and the pending vote, and such Director shall be given an opportunity to defend the absences at the next regularly scheduled Board of Directors meeting. A majority vote of the current Board of Directors must be obtained for the removal of the Director in question.

ARTICLE VII

Committees

SECTION 1. Standing Committees, such as Strategic Planning, Special Events, Programming, or others 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 members of the Board of Directors or from the active 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. SinC/HI shall meet six (6) times per year, or where and when the Board of Directors determines.

SECTION 2. Board of Directors shall meet at least four (4) times per year, when and where the President shall determine. A majority of Board of Directors members shall be required. Notice of each such meeting shall be sent at least five (5) days prior to the date of the meeting. Other business and/or ad hoc meetings may be conducted by telephone.

SECTION 3. The Board of Directors shall meet within two (2) months from the date of election of new Officers and Directors.

SECTION 4. Special Board of Directors Meetings. Special meetings of the Board of Directors may be called by the Secretary upon receipt of a written request signed by at least two members of the Board of Directors. Such special meetings shall be held at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such special meeting shall be sent by the Secretary at least five (5) days prior to the date of the meeting and shall state the purpose(s) of the meeting. A quorum for such meeting shall be a majority of the Board of Directors.

ARTICLE IX

Elections and Voting

SECTION 1. Elections will be held in the fourth quarter of each year at a regularly scheduled membership meeting as designated by the Board of Directors. The election will be held by distribution of ballots to members in good standing who attend this meeting. The candidate for each office who receives the most votes shall be deemed the winner.

SECTION 2. All nominees shall be active members in good standing of Sisters in Crime, Inc. as well as SinC/HI at the time of their nomination.

SECTION 3. An announcement of open nominations shall be sent to the membership. At the membership meeting preceding the meeting at which the vote will be held, nominations for office shall be made. An individual shall be placed on the ballot upon the recommendation of two active members. Nominations may also be

made in writing and sent to the acting Secretary at least two weeks in advance of the membership meeting that precedes the meeting at which the vote will be held. At this meeting, each candidate will be given the opportunity to present his or her qualifications before the general membership.

More stringent voting procedures may be instituted at any time at the discretion of the Board of Directors.

SECTION 4. The Board of Directors may call special elections as needed.

ARTICLE X

Notices

SECTION 1. Notices. All notices to members shall be sent to the latest mailing or e-mail address furnished by members to the Treasurer.

ARTICLE XI

Discipline

SECTION 1. Non-payment of dues. A member may be declared not in good standing, and his or her membership may be terminated, if the member has not paid dues for the current fiscal year by the thirty-first (31) of January 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 SinC/HI. 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 make recommendations, but the final 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 arrangements, the Board of Directors may proceed with the investigation, and act, without a hearing.

ARTICLE XII

Dissolution

SECTION 1. Upon determination by a majority of members of the Board of Directors that SinC/Hawaii should be dissolved, notice at least 30 days prior to such proposed dissolution shall be given to SinC/Hawaii members in good standing, along with a proposal from the Board of Directors as to the distribution of any corporate assets. A vote on dissolution of the organization and distribution of the assets shall take place at a regular or special membership meeting, and shall require an affirmative vote by a majority of the active members who participate in the vote.

ARTICLE XIII

Bylaws and Amendments

SECTION 1. These bylaws as prepared by the Ad Hoc Bylaws Committee shall constitute the bylaws pro tem of SinC/HI upon approval by the Board of Directors and shall continue as bylaws pro tem until amended and/or approved by the active membership at a regular meeting.

SECTION 2. Upon such approval by the Board of Directors, the bylaws pro tem shall be available to the membership of SinC/HI thirty (30) days before the next membership meeting, accompanied by an announcement that a vote on the bylaws will take place at that meeting. Approval of the bylaws shall require an affirmative vote of a majority of the active members who participate in the vote.

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