

THE AMENDED AND RESTATED BYLAWS of
SPECULATIVE FICTION WRITERS ASSOCIATION
(A Colorado Unincorporated Association)

Ratified by the membership November 19, 2024

ARTICLE I

Name, Nature of the Association, and Location

Section 1 – Name

The name of this association is Speculative Fiction Writers Association, at times referred to in these Bylaws as the Club. Aliases include Specficwriters, Spec Fic Writers, and specificwriters.com. It is a tax-exempt unincorporated association under Internal Revenue Code 501(c)7.

Section 2 – Location

The address and principal office of Speculative Fiction Writers Association shall be 1754 Foothills Dr S, Golden, Colorado, 80401. The Club may have such other offices from time to time as may be designated by the Executive Board.

ARTICLE II

Purpose

Section 1 – Purpose

The Club is dedicated to:

- (a) Providing an opportunity for Members, described herein, to commingle, discourse, and socialize with others who have similar interests in speculative fiction writing and publishing.
- (b) Fostering interest in speculative fiction writing.
- (c) Educating Members in writing, marketing, and publishing.
- (d) Encouraging publication through the sharing of resources and information.

ARTICLE III

Members

Section 1 – Code of Ethics

- (a) The Club expects all Members to maintain the highest ethical standards, to embrace the purpose of the Club, and to abide by the policies set forth in these Bylaws.
- (b) The Club does not discriminate on grounds of race, color, sex, sexual orientation, gender identity or expression, body size, age, religion, ancestry, national or ethnic origin, immigration status, employment status, marital status, pregnancy status, ability or disability, genetic information, veteran status, socioeconomic status, or political affiliation.
- (c) Members shall be personally and solely liable for their unlawful or unethical acts including, but not limited to, plagiarism, inappropriate trademark usage, or copyright infringement within their creative work.

Section 2 – Code of Conduct

The Executive Board shall establish a code of conduct and make available to the Members.

Section 3 – Membership

- (a) The terms and conditions of membership in Speculative Fiction Writers Association shall be determined exclusively by the Club.
- (b) There shall be one category of membership: Member.
- (c) Only Members shall serve as Officers or on the Executive Board.
- (d) Members have no title or interest in the Speculative Fiction Writers Association.
- (e) Authors, considering membership, may observe (audit) weekly meetings upon Club approval but shall not receive Member benefits until they become a Member and pay dues.
- (f) Eligibility for membership:
 - (i) Age of at least 18 years.
 - (ii) A writer of speculative fiction.
 - (iii) Completion of a membership application.
 - (iv) Agree to abide by the Code of Conduct as made available.
 - (v) Payment of dues.

Section 4 – Amount of Dues

The annual dues for membership shall be determined by the Executive Board.

Section 5 – Payment of Dues

Dues are payable at the beginning of each calendar year (January 1). If dues are not paid within 30 days thereafter membership shall cease. Members joining during the year will pay prorated dues by quarter. Dues and assessments are not refundable for any reason.

Section 6 – Privilege of Voting

- (a) A Member is in good standing if they follow the Code of Conduct and their membership dues are current.
- (b) Members in good standing as of the date of a vote shall be entitled to vote on all matters submitted to a vote of the Members, including, without limitation, the election of Officers.
- (c) Each Member is entitled to one vote on each such matter.

Section 7 – Membership Benefits

All Members of the Club shall be eligible for all rights, privileges, and benefits approved by the Executive Board.

Section 8 – Non-Liability of Members

No Members, including the Executive Board, shall be personally liable for the debts, liabilities, or obligations of the Club.

ARTICLE IV

Officers and Members-at-Large

Section 1 – Officers

The Officers of Speculative Fiction Writers Association shall:

- (a) Include a President, Secretary, and Treasurer from the membership, one of which must be a resident of Colorado.
- (b) Not accept gifts related to the performance of their duties.
- (c) Conduct the day-to-day business of the Club.
- (d) Appoint another Officer, in writing, to temporarily assume their duties. This writing shall be shared with the other Officers at the time of appointment.
- (e) Educate and assist newly-elected Officers for a period of six months after their term ends. However, the outgoing Officers will not have a vote on the Executive Board.

Section 2 – President’s Duties

The President shall:

- (a) Call, set the agenda for, and preside over all Executive Board meetings of Speculative Fiction Writers Association.
- (b) Serve as spokesperson in regard to established policy.
- (c) Appoint Committees as needed.
- (d) Serve as *ex officio* member of all Committees. The President shall have the right to vote on such Committees should a need for a tie-breaking vote arise.

- (e) Coordinate activities and fulfill any other obligations designated by the Executive Board.
- (f) Approve financial payments over \$200 made by the organization.

Section 3 – Secretary’s Duties

The Secretary shall:

- (a) Assume duties of the President in the event the President is temporarily incapacitated or otherwise unable, or in need of assistance, to perform those duties.
- (b) Record and preserve minutes to all Executive Board meetings.
- (c) Receive and preserve minutes submitted by Committees.
- (d) Present minutes of Annual Meetings for correction and approval by the membership.
- (e) Make available minutes of Annual Meetings, Executive Board meetings and Standing Committee meetings.
- (f) Respond to the Club correspondence as directed by the President.
- (g) Fulfill any other obligations designated by the Executive Board and such other duties applicable to the office.

Section 4 – Treasurer’s Duties

The Treasurer, acting as a fiduciary of the Club, shall:

- (a) Develop and maintain an annual budget, to be presented to and approved by the Members.
- (b) Sign checks, drafts, or orders of payment, make deposits, and manage all financial transactions for the Club.
- (c) Present a written financial statement, including budget status, at Annual Member and Executive Board meetings and make these statements available to the Executive Board.
- (d) Obtain President approval for any expense over \$200.
- (e) Prepare or oversee preparation of tax returns and other forms required by the state and federal government.
- (f) Fulfill any other obligations designated by the Executive Board.

Section 5 – Members-at-Large Description and Duties

- (a) Members-at-Large represent the interests of the general membership to the Executive Board.
- (b) Attend Executive Board meetings.
- (c) Fulfill and obligations designated by the Executive Board.

Section 6 – Vacancies

- (a) A vacancy occurring in the office of President shall be filled by the Secretary.

- (b) Vacancies in other offices or the Members-at-Large shall be filled by appointment by the Executive Board and titled “pro-tempore” until the next election.
- (c) Pro-tempore Officers and Members-at-Large shall have all powers and duties of the position until a new Officer or Member-at-Large is duly elected and assumes office.

Section 7 - Resignation and Candidacy for a Different Office

- (a) Any Officer or Member-at-Large wishing to run for a different office that is outside the two-year rotation schedule must submit a written resignation to the Board of Directors at least 60 days prior to the election for the desired office.
- (b) The resignation shall become effective on December 31 after the election of the new Officer or Member-at-Large to the vacated position.
- (c) The vacated position shall be filled at the next election for the remaining one year of the original term.
- (d) An Officer or Member-at-Large who has resigned to run for a different position shall be eligible as a candidate in the upcoming election for the desired position, provided they meet all other eligibility requirements as outlined in these bylaws.

Section 8 – Nomination Procedure

- (a) Notice. In the fourth quarter of each calendar year, a notice shall be emailed to Members seeking nominations for Officers and Members-at-Large to serve starting the following year.
- (b) Chosen nominees for President and Treasurer must have been Members for a minimum of twelve (12) months prior to starting service.
- (c) All nominees for Officer or Member-at-Large positions shall be expected to fulfill a two-year term, if elected, except when elected into a vacated position for the remaining one year of the original term.
- (d) The Officers will inform the Members of the slate of nominees at least a week prior to the election.

Section 9 – Election, Time of Elections

- (a) In even-numbered years, the Secretary and one (1) Member-at-Large are elected for two-year terms.
- (b) In odd-numbered years, the President, Treasurer, and one (1) Member-at-Large are elected for two-year terms.
- (c) For 2024, the President, Treasurer, and one (1) Member-at-Large shall be elected for a one-year term.
- (d) Manner of Election. Officers shall be elected by a majority of votes cast by Members at the Annual Meeting in November. No proxy votes shall be allowed.
- (e) Other than stated in Section IV(8)(c), Officers’ and Members’-at-Large terms shall begin January 1st and extend for two years, ending on December 31st.

(f) Members shall be notified of election results.

Section 10 – Term Lengths and Limitations

- (a) Other than stated in Section IV(1)(d), a Member may hold only one Officer or Member-at-Large position at any time. No Member may run for more than one position at a time.
- (b) Officers or Members-at-Large may run for office while still serving.
- (c) Terms will be no longer than two years in length.
- (d) Re-elections are limited to two (2) consecutive terms of service, or any part thereof, in the same office.

Section 11 - Recall of Officers or Members-at-Large

The Members may recall any Officer or Member-at-Large of the Club in the event of gross misconduct, neglect of duty, or inability to perform the duties of their office.

A recall petition may be initiated by electronic communication, such as an Internet form, sent by email to members in good standing, so long as responses come from individuals with names and email addresses corresponding to Association records. A valid recall petition shall comprise at least twenty (20) percent of the Club's membership.

- (a) The recall petition must state the reasons for the recall and be submitted to any Officer or Member-at-Large of the Club.
- (b) Upon receipt of a valid recall petition, the Secretary or other Officer shall call for a special meeting of the Club's membership to consider the recall of the Officer(s) or Member(s)-at-Large in question.
- (c) The recall meeting must be held within 30 days of receipt of the recall petition.
- (d) A two-thirds majority vote of the Club's membership present at the recall meeting is required to recall an Officer or Member-at-Large. No proxy votes shall be allowed.
- (e) In the event of a successful recall vote, the recalled Officer(s) or Member(s)-at-Large shall immediately resign from their position and the Club shall immediately hold an election to fill all vacancies.
- (f) In the event of an unsuccessful recall vote, no additional recall petitions for the Officer(s) or Member(s)-at-Large named in the petition are allowed for a period of six (6) months.

ARTICLE V The Executive Board

Section 1 – Executive Board Composition

- (a) The Executive Board shall be composed of the Speculative Fiction Writers Association Officers and two (2) Members-at-Large.
- (b) When the Officers and Members-at-Large meet together as the Executive Board they shall comprise the governing body of the Club.
- (c) All Executive Board members shall be Members of the Club.

Section 2 – Duties of the Executive Board

- (a) The Executive Board shall perform the duties prescribed by these Bylaws and as recommended by any Policies and Procedures adopted by Speculative Fiction Writers Association.
- (b) Executive Board members are required to participate in a majority of scheduled Executive Board meetings.
- (c) The Executive Board shall approve the amount of Member dues in accordance with the anticipated expenses of the Club.
- (d) The Executive Board may implement or cancel various Policies and Procedures as needed in support of Club operations.
- (e) At the discretion of the Executive Board, Members acting contrary to the Bylaws and Code of Conduct may face disciplinary action, including expulsion from the Club.

Section 3 – Removal or Resignation of Officers/Executive Board members

- (a) Removal for Failing to Maintain Membership. Any Officer or Member-at-Large who fails to maintain membership in the Club will be removed from office after thirty (30) days' notice from the Executive Board if membership status is not made current.
- (b) Removal for Cause. By the affirmative vote of the majority of the other voting members of the Executive Board, any Officer or Member-at-Large may be removed from office for cause, which will be defined to mean gross misconduct or material refusal or material failure to perform any of their duties and responsibilities as an Officer or as a member of the Executive Board.
- (c) Resignation. Any Officer or Member-at-Large may resign at any time by delivering written notice to any other member of the Executive Board. Any such resignation will 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 4 – Executive Board Voting Rights

Executive Board members shall each be entitled to one vote in each matter submitted to a vote.

Section 5 – Resolution of Disputes

- (a) The Executive Board will make the final decision in all disputes among Committees as defined herein, Officers, Members-at-Large, Members, and/or others concerning the Club’s functions and business.
- (b) Any Officer or Member-at-Large involved in a dispute must recuse themselves from the Executive Board’s decision-making process in resolving such a dispute.

Section 6 – Executive Board’s Power and Authority

- (a) General Powers. The affairs of the Club will be governed by its Executive Board. The Executive Board is responsible for the supervision, control, and direction of the Club.
- (b) The Executive Board will have the duties of and exercise the power in accordance with Colorado Law for unincorporated associations.

ARTICLE VI

Meetings

Section 1 – Executive Board Meetings

- (a) Speculative Fiction Writers Association Executive Board Meetings shall be called at the discretion of the President with at least seven days prior notice to the Executive Board, including the purpose of the meeting.
- (b) The Executive Board shall meet a minimum of three times a year.

Section 2 – Executive Board Meeting Quorum

Three (3) persons serving on the Executive Board shall constitute a quorum.

Section 3 – Annual Meeting of Members and Executive Board

The Annual meeting of Members and Executive Board shall occur in November for the purpose of:

- (a) Electing new Officers and Members-at-Large.
- (b) Receiving reports of Officers and Committees.
- (c) Ratifying changes to the Bylaws.
- (d) Presenting the budget for the upcoming year.
- (e) For any other business that may arise.

Section 4 – Annual Meeting Quorum

Ten (10) Members (Officers and Members-at-Large are Members), shall constitute a quorum.

Section 5 – Voting

- (a) Voting shall be by show of hands, or its equivalent, unless a roll call vote is requested by a member; provided, however, that all elections of Officers and Members-at-Large shall be conducted only by secret ballot vote.
- (b) Tie-votes shall be resolved via a run-off election of the vote-tying candidates with all other candidates for that office removed from the ballot. If there is still a tie-vote, the winner will be selected by lot.
- (c) Voting, including secret ballots, may be done during video conferencing or by other means, as available.

Section 6 – Meeting Guidelines

Martha's Rules or Order, as defined in the Policies of the Club, shall serve as a guideline for:

- (a) Executive Board and Committee Meetings.
- (b) Other situations where they are applicable and not inconsistent with the Bylaws of the Club.

ARTICLE VII

Committees

Section 1 – Authority of the Executive Board to Designate Committees

The Executive Board may at any time form or dissolve Committees and appoint Members to assist in general duties. The President shall appoint the Committee chairs, subject to the approval of the Executive Board, unless otherwise indicated in these Bylaws.

- (a) Appointed chairs may be Members or Officers, including the President.
- (b) Three (3) persons serving on a Committee constitute a quorum for that Committee.
- (c) Committees will perform the duties assigned to them by the Executive Board.
 - (i) Standing Committees. The Executive Board may establish or abolish various Standing Committees to carry on the affairs of the Club. Minutes shall be submitted to the Secretary for retention.
 - (ii) Special Committees. The Executive Board may establish or abolish Special Committees to carry on the affairs of the Club. Minutes shall be submitted to the Secretary for retention.
 - (iii) Vacancies. Vacancies in the membership of any Committee will be filled by appointments made in the same manner as provided in the case of the original appointments.
- (d) Initially, Standing Committees shall include: Marketing Committee, Membership Committee, and Technology Committee.

Section 2 – Authority of the President to Form Task Forces

The President may from time to time appoint Task Forces and a chair for short-term project-oriented duties.

- (a) A quorum is a majority of persons who serve on the Task Force.
- (b) Appointed chairs may be Members or Officers, including the President.
- (c) Duration of a Task Force shall be less than four (4) months.
- (d) A final report of a Task Force shall be submitted to the Secretary for retention.
- (e) If minutes are recorded, they shall be submitted to the Secretary for retention.

ARTICLE VIII

Finance and Transactions

Section 1 – Accounting

- (a) The Accounting Calendar Year of Speculative Fiction Writers Association shall begin on the first day of January and end on the last day of December in each year.
- (b) The membership year shall begin on dates determined by the Executive Board.
- (c) Accounting shall be according to the cash method.
- (d) All Club funds shall be deposited in an account designated by the Executive Board.
- (e) Documents to support accounting ledgers shall be retained in original or electronic copy form. Such documents may include: sales slips, paid bills, invoices, receipts, deposit slips, and canceled checks.

Section 2 – Operating Budget

- (a) Each year, the Treasurer will oversee the preparation of the Club’s operating budget for the ensuing calendar year.
- (b) Promptly following Executive Board and Member approval, the budget will be made available to the Members.
- (c) The expenditures of the Executive Board may be above or below the budgeted amount when deemed necessary for Club operations.

Section 3 – Reimbursement of Expenses

Speculative Fiction Writers Association may reimburse certain pre-approved Club-related expenses incurred by Officers, Executive Board members, and Committee members, at the discretion of the Executive Board.

Section 4 – Financial Audit

The financial statements of the Club shall be audited annually by an Audit Committee composed of (2) non-Officer volunteers with bookkeeping experience, put forward to

the Executive Board by the Membership. At the discretion of the Executive Board, a CPA may be engaged to perform the audit.

Section 5 – No Monetary Benefit and Potential Conflicts of Interest

As tax-exempt unincorporated association under IRS 501(c)(7) designation, no part of the net earnings of the Club shall inure to the benefit of, or be distributable to its Members, Officers, or other private persons except that the Club may authorize payment to Members if Members provide services to the Club at-market or below-market rates.

- (a) Officers, Executive Board members, and Members shall not be compensated.
- (b) Speculative Fiction Writers Association shall not purchase from, or sell goods to, the Officers, the Executive Board, Members, or immediate families thereof.
- (c) Speculative Fiction Writers Association shall not have leases, contracts, loans or agreements with the Officers, the Executive Board, Members, or any company in which a Member or group of Members owns over 35% interest unless such arrangement can be dissolved at any time without penalty and services received are at below-market rates.
- (d) The Club is prohibited from making loans to its Executive Board, Officers or Members under any circumstances.

Section 6 – Restricted Transactions

- (a) Speculative Fiction Writers Association shall not receive more than 35% of its income from non-members.
- (b) Speculative Fiction Writers Association shall not engage in joint ventures.
- (c) No loans may be contracted on behalf of the Club, and no evidence of indebtedness may be issued in its name.

ARTICLE IX

Books and Records; Property

Section 1 – Books and Records

Books and records shall be retained in paper or electronic form. The accounting books of account will be open for inspection by any Member or a Member's legal representative at all reasonable times and with reasonable advance notice. The Club must keep correct and complete accounting books and records of account of the activities and actions of the Club, including:

- (a) A minute book or digital files of minutes suitable for printing.
- (b) A copy of the Club's application for tax-exempt status.
- (c) Copies of the IRS information return.

- (d) A copy of its Bylaws and all amendments thereto.
- (e) A record of the names, email addresses, and mailing addresses of all members.
- (f) A copy of financial accounting books and receipts as well as approved and modified budgets.

Section 2 – Club Property

The following will constitute Club property and must be used only as described and permitted herein:

- (a) Membership List. The membership roster of this Club may be used only to promote or stimulate member engagement with the Club or to provide services to its Members. A Member's mailing address and phone number are considered confidential and may only be released with that Member's permission.
- (b) A member's email address may be shared with other Members and third parties necessary for the Club's operation.
- (c) A member's email address shall not be shared with the general public without the member's permission.
- (d) Name. The Club's name, acronym, logo, website, and any other event or program names are the property of the Club. This property must 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, social media and correspondence (but not included as part of a letterhead) without Executive Board approval.
- (e) Other Property.
 - (i) Any books, publications, video or audio tapes, CDs or other media, Club files (digital or hard copy), records, forms, brochures, computer software, etc., or other real or personal property that has been given to, created by, or purchased by the Club will be considered the property of the Club, and not the property of any individual member.
 - (ii) Such property may be borrowed from the Club by Members upon approval of the Executive Board as long as such borrowing is allowed under the copyright, End User License Agreement, and/or terms of use of the property. 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.
 - (iii) Subscriber List(s). The lists of people subscribed to the Club's newsletter or other email belong to the Club. Members or Officers, using the lists on behalf of the club, shall not copy the email lists or send email to the lists for anything other than Club business.
 - (iv) Social media followers. The list of followers on the Club's social media accounts belong to the Club. Members or Officers, using the accounts on

behalf of the Club, shall not alter the ownership of the accounts, copy the follower lists, or use the follower's designations for anything other than Club business.

Section 3 – Member Property

The following will constitute Member property and Members will retain full copyright and ownership:

(a) Critique Submissions.

- (i) All materials submitted for critique by the Club or its Members, including short stories, novel excerpts or chapters, outlines or other planning documents, scene breakdowns, character names and descriptions, titles, marketing materials, artwork, or any other material related to a Member's creative work may only be used within the context of providing a critique of the provided materials and with the authoring Member's permission.
- (ii) Members may remove their submissions from the Club shared drive at their discretion. However, any materials included in backups of the Club shared drive will be handled via the Club's data retention policy.

(b) Member-Generated Content.

- (i) The Club may copy, modify, and publish any articles, reviews, or other creative works authored by Members and submitted by the authoring Member for inclusion in the Club's blog, newsletter, social media, or other Club outlets. The Club's rights to the Member's work are irrevocable and non-exclusive.

ARTICLE X

Limitation of Liability

The personal liability of any present or former Officer, Executive Board member, and Committee member of this Club, and any other Member is hereby eliminated to the fullest extent permitted by Colorado Law.

ARTICLE XI

Amendment of Bylaws

These Bylaws may be altered, amended, or repealed by a majority vote of the participating Members, provided that the amendment has been submitted to the membership by email, at least seven days in advance. Approved changes to Bylaws take effect immediately unless a date is otherwise specified.

ARTICLE XII

Duration and Dissolution

- (a) The duration of this Club will be perpetual, except that it may be dissolved in the manner provided by Colorado Law; provided, however, that no dissolution of this Club will be settled unless approved by the Executive Board and the Members of this Club as required by Colorado Law.
- (b) Upon the dissolution of Speculative Fiction Writers Association or the winding up of its affairs, and after paying or making provision for the payment of all the liabilities of the Club, all remaining assets of the Club will be distributed to a nonprofit literacy charity and/or other nonprofit organization to be determined by the Executive Board.
- (c) The IRS shall be notified of the termination of the Club in accordance with IRS regulations.

ARTICLE XIII

Miscellaneous

Section 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 Colorado. All claims arising from or related to the Club shall be decided by a Colorado court applying Colorado law.

Section 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 3 – Severability

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

Section 4 – Policy Manual

The Executive Board may adopt any additional written policies or procedures for the Club to the extent they are not inconsistent with or contrary to these Bylaws or Colorado Law.

Section 5 – Notices

Unless specified otherwise, all notices required by these Bylaws to be in writing may be provided via:

- (a) Mail, email, with delivery receipt, courier, or personal delivery.
- (b) Email to the corporate email address.

Section 6 – Prohibited Acts

As long as the Club exists, no Officer, Member-at-Large, or Member may:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Club.
- (b) Do any act with the intention of harming the Club or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Club's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of the Club.
- (e) Use the Club's assets, directly or indirectly, for any purpose other than carrying on the Club's business.
- (f) Wrongfully transfer or dispose of Club property, including intangible property such as goodwill.
- (g) Other than for the promotion and benefit of the Club, use of the Club's name (or any substantially similar name) or any trademark or trade name adopted by the Club except on behalf of the Club in the ordinary course of its business.
- (h) Disclose any of the Club's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

Section 7 - Elective Member Payments

The Club may solicit Members for additional payments for Club goods or services, such as, but not limited to, hiring a guest speaker.

- (a) Price of participating in the goods or services will be set by the Club based on interest of the Members and a good-faith estimate of the cost of the goods or services and to minimize spending Club surplus.
- (b) In the event the goods or services are purchased for less than the amount provided by the Members, such overage shall be retained by the Club.

In the event the goods or services are canceled, any elective Member payments will be refunded.