

CHESAPEAKE CHAPTER OF SISTERS IN CRIME

Bylaws

Effective April 10, 2024

Vision: Serve as the voice for excellence & diversity in crime writing

ARTICLE I

Name and Purposes

The name of this corporation shall be Chesapeake Chapter of Sisters in Crime (the "Chesapeake Chapter"). The Chesapeake Chapter is organized exclusively for allowable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code). The Chesapeake Chapter is a chapter of Sisters in Crime, Inc. ("SinC"). The mission and purposes of SinC and the Chesapeake Chapter is to promote the ongoing advancement, recognition, and professional development of women crime writers.

ARTICLE II

Offices and Registered Agent

The principal office of the Chesapeake Chapter shall be located within or without the Commonwealth of Virginia, at such place as the Board of Directors shall from time to time designate. The Chesapeake Chapter may maintain additional offices at such other places as the Board of Directors may designate. The Chesapeake Chapter shall continuously maintain within the Commonwealth of Virginia a registered agent as may be designated from time to time by the Board of Directors.

ARTICLE III

Membership

Section 1. Membership Eligibility. Membership is open to all persons worldwide who have a special interest in crime and mystery writing and in furthering the purposes of SinC and the Chesapeake Chapter, as defined in Article I.

Section 2. Classes of Membership. The Chesapeake Chapter shall have the following categories of members (each, a "Member"), each with the respective qualifications, rights, and privileges as outlined below:

- (a) **PROFESSIONAL Membership.** A PROFESSIONAL Member is a paid-up member of both SinC, and the Chesapeake Chapter who is one of the following: an author pursuing a career in crime and mystery writing, a bookseller, a publisher, a librarian, an editor or one who has a business interest in promoting the purposes of SinC, as defined in Article II.
- (b) **ACTIVE Membership.** An ACTIVE Member is a paid-up member of both SinC, and the Chesapeake Chapter who does not have a business interest in promoting the purposes of SinC. This includes, but is not limited to, fans and readers.
- (c) **HONORARY Membership.** An honorary Member is a person who is elected as such by a two-thirds (2/3) majority vote of the chapter Members. No dues at the chapter level are required. This election does not include an honorary membership to SinC.

- (d) EXPANSION OF MEMBERSHIP CATEGORIES. Additional or amended categories of membership may be added by a majority vote of the Board.

Section 3. Membership Dues.

- (a) Every Member shall pay Chesapeake Chapter dues annually. The amount of chapter dues is determined by the Board. If a Member joins in the 10th calendar month or thereafter, dues paid will cover the following year as well.
- (b) An increase in dues may be proposed by the Board and voted on by a simple majority of the Members present and voting at a regularly or specially scheduled meeting with at least ten (10) days' notice of the increase having been sent to all Members.
- (c) Members of the Chesapeake Chapter are also required to be Members of SinC. SinC's organizational dues are collected separately by SinC. Collection of these dues is not the responsibility of the chapter, but the chapter is responsible for confirming that SinC dues have been paid.
- (d) Failure to pay Membership dues either for the Chesapeake Chapter or SinC for more than ninety (90) days after the obligation to pay such dues shall become due may result in the termination of Membership in the Chesapeake Chapter.

Section 4. Annual Meeting. An Annual Meeting of the Members shall be held for the election of Officers and the transaction of other business as may properly come before the Members on or before November 30 of each calendar year. Notice of an annual meeting shall be provided to all voting Members no fewer than ten (10) nor more than sixty (60) days prior to the date of the annual meeting. Notice may be provided in writing, orally or by any other method permissible by law.

Section 5. Place and Time of Meetings. Meetings of Members shall be held at a location determined by the Board. Meetings of the Members may be held by means of the Internet or other electronic communications technology provided the Chesapeake Chapter has implemented reasonable measures to verify that each person participating remotely is a Member, and provided further that Members participating remotely have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Members, pose questions, and make comments.

Section 6. Waivers of Notice. A Member's attendance at any meeting shall constitute waiver of notice of such meeting, unless the Member attends solely for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened and does not thereafter vote. A Member may additionally waive any notices required by providing the Chesapeake Chapter, whether before or after the event to which notice was required, a signed and written waiver of notice.

Section 7. Quorum. Unless a greater proportion is required by law, Members having at least one-tenth (1/10) of the votes entitled to be cast represented in person shall constitute a quorum at a meeting of Members for the transaction of any business.

Section 8. Voting. Each Member shall have one (1) vote. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members.

Section 9. Action by Ballot. Any action that may be taken at a meeting of the Members may be taken without a meeting if each Member entitled to vote is provided a ballot setting forth the action proposed to be taken and providing the opportunity for voting for (or against) each action or voting for (or withholding) a vote for each candidate in the event of election for Officers. An action decided by ballot is approved if the number of votes cast equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

ARTICLE IV

Officers and Directors

Section 1. Board of Directors. The general management, control, and direction of the affairs, funds, and property of the Chesapeake Chapter shall be vested in the Board of Directors (“the Board”). The Board shall consist of the Officers of the Chesapeake Chapter. The Board may also refer to itself as the “Executive Committee.”

Section 2. Authority of the Board of Directors. The Board is the policy-making body of the Chesapeake Chapter and may exercise all the powers and authority granted to the Chesapeake Chapter by law except those powers exclusively reserved for the Members of the Chesapeake Chapter by law, the Articles of Incorporation, or these Bylaws. Unless otherwise required by law, in the event that a decision needs to be made quickly without time to poll the Members, the Board may make that decision.

Section 3. Officers and Directors. The Officers of the Chesapeake Chapter shall be a President, a Vice-President, a Secretary, and a Treasurer. They shall be Professional or Active Members of both SinC and the Chesapeake Chapter.

Section 4. Elections. The Officers, other than any initial Officers named in the Articles of Incorporation or by the incorporator, shall be elected at the first annual meeting of Members, and at the annual meeting thereafter. The vote will be made by secret ballot, by a show of hands, or electronic voting. The votes shall be tabulated by someone not up for election. An absentee ballot can be sent to Members who are unable to make the meeting in order to vote. The deadline for returning the absentee ballot is at least one week before the election. Only fully paid-up Professional or Active Members may vote. In the event of a tie, a run-off election will be held. Nominations may be made by any Member. Nominations should be suggested to the Board who will prepare a slate of nominees. The deadline for submission of nominees is one week before the meeting of the month in which elections are held.

Section 5. Terms. Officers shall be elected for a term of two (2) years, and each Officer shall hold office until the second annual meeting following her election and until her successor has been elected and qualified. The President and Vice-President may serve no more than one (1) two (2)-year term. However, if after an electronic polling of the Membership reveals no new candidates for these roles, then the Chesapeake Chapter may exceed this term limit. Any chapter exceeding the same Member in the President or Vice-President role for more than four (4) years shall seek approval of the National Board of SinC.

Section 5. Power and Duties.

- (a) **President.** The President shall preside at (or delegate a representative to) all meetings of the Members and call and preside at all meetings of the Board. The President sets goals and responsibilities, serves as ad hoc Member of any standing committees, polls Members on major decisions, keeps Members informed, serves as group spokesperson, acts as liaison with other SinC chapters or related organizations, plans special events, and performs such other duties as the Board may from time to time determine.
- (b) **Vice-President.** The Vice-President shall substitute for all or part of the above if the President is unable to fulfill her obligations, attend Board meetings, and may act as chairperson for a special event.
- (c) **Secretary.** The Secretary shall take minutes at all Member and Board meetings, 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 including the maintenance of a Members roster and information on the chapter’s website.
- (d) **Treasurer.** The Treasurer shall be responsible for all financial matters of the Chesapeake Chapter including the collection of dues and other income and payment of expenses, maintain bank account(s), keep accurate financial accounts, and prepare and submit a financial statement whenever the Board or Members request it. The Treasurer, or any person or persons designated by the Board, may make disbursements from the treasury in any amount up to \$1,000. Disbursements above \$1,000 must be authorized by a majority vote of the Board.

Section 5. Vacancies. 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. Any other vacancy of an office shall be filled by a vote of the Board and the successor shall hold office until the next annual meeting of the Members.

Section 6. Compensation. None of the Officers of the Chesapeake Chapter will receive a salary or compensation for services rendered except for reasonable reimbursement of expenses incurred with their service on behalf of the organization.

Section 7. Expulsion of Officers. Officers can be impeached for dereliction of duty or malfeasance by a majority vote of the Members, present or voting by proxy at a regularly or specially scheduled meeting with at least ten (10) days’

notice of the matter under consideration being sent to the membership. Expulsion includes (a) notifying the officer in writing of the charge(s) and by whom made, as well as filing said charge(s) with the Board, and (b) investigating the charge by a committee of Members, none of whom is a member of the Board and chaired, if possible, by a former president or other officer of the Chesapeake Chapter. The committee will be selected by a majority vote of the Board. Following the investigation of the charge(s), if a majority of the investigation committee votes to proceed, the committee will hold a hearing under circumstances that will give the accused officer(s) ample opportunity to present a defense. If the investigating committee recommends expulsion by a two-thirds vote, notification of the call for expulsion will be sent to all Members together with a statement summarizing the recommendations of the investigating committee. The membership will vote on impeachment of the officer(s) at the next membership meeting after a full and open hearing of both sides.

Section 8. Meetings of the Board of Directors.

- (a) Annual and Regular Meetings.** An annual meeting shall be held once a year on a date, time, and location set by the Board. In addition, the Board may hold other regular meeting per year as it determines are appropriate. Notices for such annual and regular meetings shall provide the date, time, place of the meeting and be delivered at least ten (10) days in advance of the meeting. Notice may be provided in writing, orally or by any other method permissible by law.
- (b) Special Meetings.** Special meetings of the Board, if any, shall be called by the President or at least two (2) Officers and shall be preceded by at least one (1) days' notice of the date, time, and location of the meeting. Notice may be provided in writing, orally or by any other method permissible by law.
- (c) Waiver of Notice.** An Officer's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. An Officer may additionally waive any notices required by providing the Corporation, whether before or after the event to which notice was required, a signed and written waiver of notice.
- (d) Meetings by Remote Communications.** Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all Officers may participate in a meeting of the Board by means of conference telephone or by other means by which all participants are able to simultaneously hear each other during the meeting, vote on matters submitted, pose questions, and make comments; such participation shall constitute presence in person at the meeting.
- (e) Quorum.** Unless a greater proportion is required by law, three-quarters (3/4) of the Officers then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the Officers present at a meeting at which a quorum is present shall be the act of the Board.
- (f) Voting.** Each Officer shall have one (1) vote. All voting at meetings shall be done personally and no proxy voting shall be permitted.
- (g) Action Without a Meeting.** Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all of the Officers consent in writing through electronic mail, fax, or mail authorizing the action ("unanimous written consent"). The written consents by the Officers shall be filed with the minutes of proceedings of the Board. A unanimous written consent has the effect of action taken at a meeting of the Board and may be described as such. The Board shall meet at a designated location on a schedule as determined by the Board.

ARTICLE V

Committees

Section 1. Advisory Committees. The President may create and appoint the members of committees as she shall deem appropriate ("Advisory Committees"). Advisory Committee members must be Members. Advisory Committees may not exercise any powers of the Board, but may make non-binding recommendations to it. Chairs of the Advisory Committees shall be appointed by the Board. Chairs must be Professional or Active Members of the Chesapeake Chapter. Chairs shall serve at the pleasure of the Board.

Section 2. Standing Advisory Committees. Standing Advisory committees and their chairs may include:

- (a) A Membership Committee to keep a computerized spreadsheet or list of all Members or maintain a Member management system including the payment of annual chapter dues with current contact information, to confirm membership in SinC-National, and to maintain the chapter's group listing on the SinC website;
- (b) A Program Committee to work in conjunction with the chapter's President and/or Board to plan the chapter's monthly program meetings, workshops, speaker or author-support at book signing events;
- (c) A Publicity/Media Committee to submit chapter news to the parent SinC newsletter; write a chapter newsletter on an ad hoc basis, if desired; contact and respond to media inquiries; keep a record of Member authors' published work; update information on the chapter website; maintain chapter information on social media websites, assist with advertising chapter meetings, maintain chapter website.

Section 3. Ad Hoc Advisory Committees. Ad Hoc Advisory Committees shall be appointed by the President and/or the Board, as needed.

ARTICLE VI

Limitations and Prohibitions

No part of the net earnings of the Chesapeake Chapter shall inure to the benefit of, or be distributable to its Directors, officers, employees, or other private persons, except that the Chesapeake Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI hereof. No substantial part of the activities of the Chesapeake Chapter shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Chesapeake Chapter shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Chesapeake Chapter shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code), or (ii) by a corporation, contributions to which are tax-deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future Federal tax code). If there is a cash surplus at the end of the fiscal year, it shall be retained in the treasury of the Chesapeake Chapter to be used to further the mission and purposes of the Chesapeake Chapter.

ARTICLE VII

Discipline

The Board may suspend or expel a Member for misconduct, but may do so only after a full investigation has been made. "Misconduct" is defined as conduct inimical or harmful to the purposes and/or good repute of SinC The investigation shall include (a) written notification to the Member of the charge and by whom made; (b) arrangement for a hearing, either before the Board or before a committee appointed by the Board; 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 a recommendation but the decision will be made by the Board. If the accused Member is unavailable, or refuses to participate in the hearing, or makes unreasonable demands regarding the arrangement, the Board may proceed with the investigation, and act, without a hearing.

ARTICLE VIII

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Chesapeake Chapter shall be the calendar year unless such other period shall be fixed by the Board.

Section 2. Contracts and Other Documents. The President or Vice-President may enter into contracts or to execute and deliver other documents and instruments on the Chesapeake Chapter's behalf. Such authority also may be invested in other officers or agents of the Chesapeake Chapter from time to time.

Section 3. Checks, Drafts, Loans, Etc. All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of the Chesapeake Chapter, shall be signed/approved by the President, Vice-President, or Treasurer, except that disbursements over \$1,000 must be approved in advance by the Board and dual signatures/approvals may be required by the Board.

Section 4. Deposits. All funds of the Chesapeake Chapter shall be deposited to the credit of the Chesapeake Chapter in such banks, trust companies, or other depositories as the Board may from time to time select.

Section 5. Books and Records. The Secretary or her designee shall keep or cause to be kept adequate minutes of all Board meetings and all meetings of committees with Board-delegated powers that shall, at a minimum, contain (i) in general, the names of those in attendance, any resolutions passed, and the outcomes of any votes taken; (ii) with regard to potential conflicts of interest, the names of the persons who disclosed or otherwise were found to have an interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings. The Chesapeake Chapter shall maintain and keep as permanent records the following documents: minutes of all meetings of the Members or of the Board; a record of all actions taken by the Members or Officers without a meeting; and a record of all actions taken by committees of the Board on behalf of the Chesapeake Chapter; appropriate accounting records; and a record of Members in a form that permits preparation of a list of the names and addresses of all Members, in alphabetical order by class.

Section 6. Loans to Directors and Officers. No loans shall be made by the Chesapeake Chapter to its Directors or Officers.

ARTICLE IX

Amendment of Bylaws

Section 1. Amendments. These bylaws may be amended by a majority vote of the Professional or Active Members at a regular meeting. Bylaws shall be distributed to the Members of the Chesapeake Chapter thirty (30) days prior to a chapter meeting, accompanied by an announcement that a vote on the bylaws will take place at that meeting. Absentee ballots may be sent to Members upon request.

Section 2. Proposals to Amend. Proposals to amend the bylaws must be authorized by the Board or be presented to the Secretary over the signature of 20 percent of the Members. To be effective, an amendment to the bylaws must be distributed to all Members and follow the voting approval process outlined above.

ARTICLE X

Dissolution

Section 1. The Chesapeake Chapter will be dissolved only after such proposal has been accepted by two-thirds (2/3) of the Board and notice has been distributed to the Members and to SinC. Voting on the proposal shall take place at a monthly meeting or at a special meeting called by the Board. Such voting shall be done by the Members in person or by proxy. Approval to dissolve the chapter requires a two-thirds (2/3) affirmative vote by the Members who participate in the voting.

Section 2. Upon the termination or dissolution of the Chesapeake Chapter, any assets lawfully available for distribution, after paying or adequately providing for the debts and obligations of the Chesapeake Chapter, shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code), which organization(s) have purposes which, at least generally, includes a purpose similar to the Chesapeake Chapter. The determination of which organization(s) shall receive such assets hereunder shall be made by the affirmative vote of a majority of the members of the Board then in office.

Section 3. Information about the dissolution of the chapter will be posted to the chapter’s website and include the redirection of interested parties to the contact information available on the parent SinC website or to other nearby chapters.

ARTICLE XI

Rules of Procedure and Parliamentary Authority

Section 1. Any policies or procedures not contrary to law or to these bylaws may be approved or amended by a majority vote of the Board. A record of such policies and procedures will be kept by the Secretary or her designee. Notification of policy or procedural changes will be sent to Members in the next regular mailing; announced at the next regular meeting; or published in the chapter’s newsletter.

Section 2. All meetings of the Chesapeake Chapter and its Board will be conducted in accordance with the parliamentary procedures described in the current edition of Robert’s Rules of Order, or by another generally accepted procedure agreed upon by the Board and announced to the Members.