Code of Regulations (Bylaws) of the Horror Writers Association ~~Bylaws – August 2017~~ – 2026

~~• updated section III.13 June 2023~~

~~I *Statement of Authority*~~

~~1~~

Revised Draft (Pending Review)

ARTICLE I. STATEMENT OF AUTHORITY, ENACTMENT, AND AMENDMENT HISTORY

A. These Bylaws ~~are~~ constitute the code of regulations of the Corporation within the meaning of Chapter 1702 of the Ohio Revised Code and were enacted by vote of the Active Professional Members of the Horror Writers Association as of 23 March 2010, to take effect immediately. They supersede and hereby replace all previous Bylaws, Codes, Amended Codes, Regulations, Rules, and Procedures of the Corporation unless specifically stated otherwise. Any subsequent revision, amendment, or replacement must include a date of enactment and a statement of authority to be considered valid. In the event of any conflict ~~valid.~~

~~2~~

between these Bylaws and the Articles of Incorporation of the Corporation or Chapter 1702 of the Ohio Revised Code, the Articles of Incorporation or Chapter 1702, as applicable, shall control.

B. These Bylaws were further amended by votes of the Active Professional and Lifetime Members of the Horror Writers Association under ~~By-Law IX:1~~the Bylaw provision relating to Amendments (now Article VIII) as follows:

1. 15 July 2012, to take effect 1 August 2012;
2. 25 September 2012, to take effect 1 December 2012;
3. 4 November 2012, to take effect 1 December 2012 (as a result of which the Bylaw relating to Amendments was renumbered as Bylaw VIII:1); ~~and~~
4. 23 July 2014, to take effect on 24 July 2014~~.~~; and

~~II *Name and Purpose*~~

~~1~~

5. [DATE OF MEMBER VOTE], 2026, to take effect [EFFECTIVE DATE], 2026.

ARTICLE II. NAME AND PURPOSE

A. This Corporation, incorporated in the State of Ohio as the Horror Writers Association, ~~shall~~ shall be known as the Horror Writers Association, or HWA.

~~2~~

~~Said~~B. The Corporation is a nonprofit corporation organized pursuant to Chapter 1702 of the Ohio Revised Code and is organized exclusively for charitable and educational purposes~~,~~ within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended

(or the corresponding provision of any future United States Internal Revenue law) (the "Code"), including,
for such purposes, the making of distributions to organizations that
qualify as exempt
organizations under Section 501(c)(3) of the ~~Internal Revenue Code of 1954 (or the~~Code. ~~corresponding provision of any future United States Internal Revenue law).~~

~~3~~

C. In keeping with the above, ~~said~~the Corporation is also formed:

~~i~~

1. To encourage public interest in Horror and Dark Fantasy literature, and to encourage the reading of such literature through ~~a wide use of~~all media and outlets, including school and public library ~~facilities; to foster~~
facilities; to foster an appreciation of good Horror and Dark Fantasy literature, both for pleasure and information, thus
broadening the intellectual and cultural horizons of the
general public and the members of the
Corporation; to sponsor, edit, and disseminate
writings, papers, books, pamphlets, and other
publications which exemplify, recognize, or
promote Horror and Dark Fantasy literature of high quality; to
encourage literacy through

the use of ~~horror~~Horror and ~~dark fantasy~~Dark Fantasy literature; to conduct
_conferences, public discussion
groups, forums, lectures, and seminar programs for the benefit
_of members and others, all
for no pecuniary gain; and to use other lawful, appropriate, and
_genuine means for the
attainment of these purposes~~.~~; and
~~ii~~
2. To exercise all other such authority as may be permitted under Chapter 1702~~, R. C.,~~ of the Ohio
Revised Code, as from
_time to time amended, and the laws of the ~~state~~State of Ohio.
~~III *Membership*~~
~~1~~

~~There~~D. No part of the net earnings of the Corporation shall inure to the benefit of, or be ~~five (5) classes of regular membership in HWA: (1) active~~
distributable to, its members, ~~(2)~~Trustees, officers, or other private persons, except that the ~~affiliate members, (3) associate members, (4) academic members; and (5) supporting members.~~
~~2~~
~~Writers~~Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its exempt purposes. 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 or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not carry on any activity not permitted to an organization exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE III. DEFINITIONS

The following definitions shall apply throughout these Bylaws and all other documents relating to
the governance and operation of the Corporation.

A. BYLAWS shall mean these Bylaws, as amended, which constitute the Corporation's code of regulations under Chapter 1702 of the Ohio Revised Code.

B. MEMBER shall mean a Member, as defined in these Bylaws and the HWA's GOVERNANCE POLICIES & PROCEDURES or MEMBERSHIP GUIDANCE, unless otherwise specified.

C. BOARD shall mean the Board of Trustees of the Corporation, which constitutes the board of trustees of the Corporation for purposes of Chapter 1702 of the Ohio Revised Code.

D. TRUSTEE(S) shall mean the members of the Board, including the elected officers who serve on the Board pursuant to Article V, Section A, and the elected trustees.

E. WRITERS are defined as those who create original or adapted works of fiction or non-~~fiction of~~
fiction of Horror or Dark ~~Literature that are published in any of the following forms: books,~~Fantasy literature.
~~periodicals, one-off printed material, stage plays, screenplays, graphic novels, comic books, computer games~~F. GOVERNANCE POLICIES & PROCEDURES shall mean written and ~~internet-based material. The~~ approved
instructions for the Corporation's operations consistent with these Bylaws, and included in the official HWA Governance Policies & Procedures Handbook (GPPH). Governance Policies & Procedures may be initially drafted by an individual or committee, but may only be accepted or changed by a majority vote of the Board.

G. MEMBERSHIP GUIDANCE shall mean written criteria and qualifications for membership approved by the Board consistent with Article IV.

ARTICLE IV. MEMBERSHIP

A. CLASSES & QUALIFICATIONS. There shall be seven (7) classes of regular membership in HWA. The criteria for membership in each class are further described in

the HWA Membership Guidance that is available at the HWA's website. The seven (7) classes are:
1. Active Professional members, defined as members whose qualifying credits meet or exceed prevailing standards of professional payment and distribution in professional markets as determined by a survey of payments offered by major publishers in the horror genre and professional rates acknowledged by writing organizations similar to the HWA;
2. Affiliate Semi-Professional members, defined as members whose qualifying credits meet or exceed prevailing standards of semi-professional payment and distribution in semi-professional markets as determined by a survey of payments offered by semi-professional publishers in the horror genre and semi-professional rates recognized by writing organizations similar to the HWA;
3. Associate members, defined as non-writer professionals working in the horror genre;
4. Academic members, defined as teachers and researchers working in the genre within an academic context or as independent scholars, whose work primarily relates to Horror and Dark Fantasy literature;
5. Supporting Ally members, defined as beginning writers without qualifying publishing credits or supporters of the genre;
6. Business members, defined as corporate entities with a primary focus of work in the horror genre; and
7. Lifetime members, defined as only writers who receive the Bram Stoker Award® for Lifetime Achievement.

B. The Board (or a committee directed by the Board) has the right by majority vote to alter ~~this definition~~ the qualifications required for membership within the classes and parameters defined in Article IV, Section A to reflect developments in the marketplace (e.g., increases in standard professional and semi-professional payments) and future technologies for the delivery of fiction and non-fiction material.

~~3~~

~~Active~~ C. Determinations as to the form of membership ~~requires one or more of the following, either traditionally published or self-published (see clause III 3 xix):~~

~~i~~

~~Three or more separate publications or sales~~applications, acceptable forms of ~~short works of fiction whose combined total length equals or exceeds 7,500 words, sold at professional rates and containing one or more elements of horror or dark literature. Professional rates are defined in this case as five cents (5¢) or more per word. "Publications or sales" is defined to mean either publication, or the receipt of payment for future publication; the signing of a contract shall not constitute sale until the first payment has been received.~~

~~ii~~

~~Three or more separate publications or sales of articles, reviews, or translations whose combined total length equals or exceeds 7,500 words, sold at professional rates and containing one or more elements of horror or dark literature. Professional rates are defined in~~

this case as five cents (5¢) or more per word. "Publications or sales" is defined to mean either publication, or the receipt of payment for future publication; the signing of a contract shall not constitute sale until the first payment has been received.

iii

The publication or sale of at least one book-length work, fiction, non-fiction, or translation, sold at professional rates and containing one or more elements of horror or dark literature or study, scholarship, criticism, or commentary thereon. "Book-length" is defined as being in excess of 40,000 words. qualifying written work, the amount of dues, and acceptable markets and publishing credits

shall be made by the Board (or a committee thereof) and provided in the Membership Guidance, with the exception that class definitions and voting rights may only be altered by amending these Bylaws.

D. Membership Dues and Benefits are determined according to the Membership Guidance available at HWA's website.

E. Voting Rights shall be a benefit of Active Professional rates are defined in this case as payments of at leastand Lifetime members in good

$2,000 in standing only (the form of any combination of monies from an advance AND/OR royalties of 5%

or more; OR payments of at least $5,000 in the form of any combination of monies from an advance AND/OR royalties of less than 5%; or payments of at least $2000 for self-published works, where those payments meet the requirements of clauses III 3 xix and xx. Note: the payment requirements are per book, and are not cumulative across a number of books. For works not published as independent volumes, such as magazine serials, qualifying rates"Voting Members"). Each Voting Member shall

be defined as five cents (5¢) or more per word. "Publication or sale" is definedentitled to mean either

publication, or the receipt of payment for future publication; the signing of a contract shall not constitute sale until the first payment has been received.

iv

The writing of one screenplay for a theatrical film related to the dark fantasy, horror, or(1) occult genre(s), for which the writer was paid at least $5,000 minimum at the time of sale and for which the writer received at least partial screenplay credit, or would have received such credit had the film been released. Or the writing of one stage play related to the dark fantasy, horror, or occult genre(s), for which the writer was paid at least $2,000 minimum at the time

~~of the sale and for which the writer received at least partial credit, or would have received credit had the play been produced.~~

~~v~~

~~The writing of one television movie related to the horror or dark fantasy genre(s) at least ninety (90) minutes in length, or two episodic teleplays each at least thirty (30) minutes in length, intended for broadcast on either a major network, in nationwide syndication, or on a major cable channel, for which the writer was paid at least the Writers' Guild minimum current at the time of sale and for which the writer received at least partial screenplay credit, or would have received such credit had the teleplay been aired.~~

~~vi~~

~~The scripting of no less than three full-length comic books (defined as a minimum of 20 story pages per issue), or that equivalent in self-contained stories, relating to the horror or dark literature, as "work-for-hire" at a page rate of no less than $50.00 per page. The same quota applies to writer/artists, who must be paid no less than $100.00 per page for material they have written and illustrated. Payment must be received before Active status will be granted under this provision.~~

~~vii~~

~~The scripting of a minimum of three creator-owned full-length comic books, relating to horror or dark literature, with a paid advance and with a nationally-distributed print run of at least 5,000 copies. The advance for the creator-owned published work must be no less than $30.00 per page or $700.00 per issue. The same quota applies to writer/artists, who must be paid no less than $60.00 per page for material they have written and illustrated, or $1,200 per issue.~~

~~viii~~

~~The scripting within a one-year period of no less than three self-published or creator-owned full-length comic books (defined as a minimum of 20 story pages per issue), or that equivalent in self-contained stories, relating to horror or dark literature, with a minimum print run of 2,000 nationally-distributed copies per issue.~~

~~ix~~

~~The writing of three role-playing games, gaming modules, scenarios, sourcebooks, or other role-playing gaming projects related to horror or dark literature of at least 10,000 words each, and each paying at least five cents (5¢) per word.~~

~~x~~

~~The writing of one role-playing game, gaming module, scenario, sourcebook, or other role-playing gaming project related to horror or dark literature of at least 40,000 words, paying at least five cents (5¢) per word.~~

~~xi~~

~~Payment of $2,000 for the scripting of a computer game related to horror or dark literature, or a single work of interactive fiction intended for electronic media, regardless of length or memory usage.~~

~~xii~~

~~The writing of a computer game or a single work of interactive fiction related to horror or dark literature for electronic media without payment in advance, but with a paid circulation exceeding 1,000 copies, of which all or part of that payment has been received~~vote on each matter submitted to a vote of the members. Members of all other classes shall be non-voting members. Voting by ~~the writer~~

~~i.e., "shareware" with over 1,000 registered copies.~~

~~xiii~~

~~Ten or more separate publications or sales of individual poems whose combined total length equal or exceeds 150 lines, sold at professional rates and containing one or more elements of horror or dark literature. "Professional rates" are defined in this case as no less than 25 cents (25¢) per line or $5 for each poem, whichever figure is greater. "Publication or sale" is defined to mean either publication, or the receipt of payment for future publication; a verbal promise or the signing of an agreement~~proxy shall not ~~constitute sale until payment has been~~be permitted.

~~received.~~

~~xiv~~

~~The publication or sale of at least one poetry collection for which a professional-level prize or honorarium is paid, and containing one or more elements of horror or dark literature. "Poetry collection" is defined in this case as a bound or saddle-stitched book or booklet of at least 48 pages, excluding cover, title sheets, and end-pages, with a print run of no fewer than 100 copies. "Professional-level prize or honorarium" is defined in this case as no less than $50. "Publication or sale" is defined to mean either publication, or the receipt of the aforementioned prize or honorarium; a verbal promise~~F. There shall be an annual meeting of the members each calendar year, at such time and

place, or by such means of communication, as the Board or the ~~signing of an agreement shall not constitute sale until payment has been received.~~

~~xv~~

~~An Editor~~President may ~~qualify for Active Status in the following manner. Firstly - editing least one~~determine,

~~book-length work of fiction, non-fiction, or translation, sold at professional rates and containing one or more elements of horror or dark literature or study, scholarship, criticism, or commentary thereon. "Book-length" is defined as being in excess of 40,000 words. Professional rates are defined~~ 8696681.1

at which the Treasurer shall present the financial statement required by Section 1702.38 of the Ohio Revised Code and such other business may be transacted as may properly come before the meeting. As far as is practicable, at least one meeting of the members each year shall be held in ~~this case as payments of at least $2,000 in the form of any combination of monies from an advance AND/OR royalties of 5% or more; OR payments of at least $5,000 in the form of any combination of monies from an advance AND/OR royalties of less than 5%. Royalty rates below 1% of the retail price of the volume do not constitute professional sales. Flat fee payments of at least $2000 qualify. "Publication or sale" is defined to mean either publication, or the receipt of payment for future publication; the signing of a contract shall not constitute a sale until the payment has been received. Secondly – if the person's full time employment is editing and at least 25% of the person's responsibilities are in editing horror publications; and that~~ person ~~has held that full time employment for a minimum of six months. Thirdly – if the person has received payment of~~and at least ~~$2000 over~~ one ~~calendar year for the sole purpose of editing horror publications in book form, periodicals or on-line.~~

~~xvi~~

~~A writer may also qualify for Active Status if he/she is paid full-time or part-time (as an employee or a contractor) to primarily write horror or dark fantasy fiction and/or non-fiction for a periodical or online site, write a stage play, write a screen play, write a comic book script, or write a game; where the organization paying the writer retains copyright; and where that person has held that employment for a minimum of six months. In each case, the writer must be able to prove to the Membership Committee that payments of at least $2000 for this work were received from a single organization within that six month period. The critical points here are that the writer does not retain copyright (that is, they are "working for hire") and that they can prove earnings of at least $2000 within a six month period from one "employer".~~

~~xvii~~

~~Recognized academic presses that do not pay advances will be considered acceptable credit for membership, provided the author can demonstrate proof of earned income within two years of a book's release that equals advance amounts as specified in the requirements for Active membership.~~

~~xviii~~

~~A writer may qualify for Active status by mixing and matching work from different categories. However, this is a complex matter requiring review by the Membership Committee on a case-by-case basis.~~

~~xix~~

~~Self-published works may be used in qualifying for Active status. Payments so claimed must be made to the author from an external source such as Amazon, so that they can be verified. Payments must be received within two years after the work's original self-publication date. Payments used for qualification purposes are the earnings received from those outside sources, NOT the sales revenue earned by that outside source.~~

~~xx~~

~~All applicants may be asked to provide documentation of their qualifying sales to complete the application process. Documentation may include proof of payment including, but not limited to, true and correct copies of royalty, advance or one-off payments from publishers; sales records received from third party book distributors (e.g. copies of Excel payment records, copies of web pages showing sales and payment records); payment processor or shopping cart records for direct book and e-book sales; and/or other sales or financial records which are custom and practice in the publishing industry. Documentation must be able to show sales are tied to a specific title.~~

~~4~~

~~It shall be required that the publication, publisher, or other entity making payment as described in Section 3 shall be one that pays the same qualifying rate to at least 90% of its contributors. This is necessary to avoid having members attain Active status through "traded" or other irregular sales at artificial rates.~~

~~5~~

~~Since there is no reliable way of determining who contributed what to a collaborative work, every writer whose name appears as author of any qualifying work shall be permitted to claim that work as fully his own for the purpose of Active membership, so long as no more than three names are listed as author. No collaboration listing four or more authors shall be accepted as a membership credential. Up to three authors may be admitted to Active membership for the same qualifying work.~~

~~6~~

~~The HWA has established these minimum standards not only in the interest of maintaining credible professional standards for Active members, but to discredit by implication those publishers who attempt to define lower rates as professional. The HWA recognizes that while the aforementioned rates are professional, many of them are nevertheless quite low, and neither body wishes to suggest that such payments are, in fact, adequate for any purpose other than establishing standards for Active membership. The HWA further recognizes that part of the duty of HWA is to improve the working conditions of the artists who comprise its Active membership; therefore, it is obligated to establish firm minimums for Active status, for by failing to do so it would be encouraging to some degree those publishers who unfairly exploit writers.~~

~~7~~

~~Writers who have not yet met the criteria for Active membership in HWA, but do meet the criteria listed below, may join the Corporation as Affiliates. Affiliates shall pay the same dues as Active members, and shall receive the same publications and services as Active members, but lack certain rights available to Active members. HWA does not consider the criteria listed in this section to be acceptable evidence of professional standing. These criteria are meant only to show the professional intent of a prospective member. Affiliate membership requires one or more of the following:~~

~~i~~

~~One or more publications or sales of short or long fiction in excess of 500 words each, sold at qualifying rates and containing one or more elements of horror or dark literature. Qualifying rates are defined in this case as $25 or more. "Publications or sales" is defined to mean either publication, or the receipt of payment for future publication; the signing of a contract shall not constitute sale until the first payment has been received.~~

~~ii~~

~~One or more publications or sales of non-fiction, role-playing supplements, comic book scripts, computer gaming scripts, or theatrical plays in excess of 500 words each, sold at qualifying rates and containing one or more elements of horror or dark literature or study, scholarship, criticism, or commentary thereon. Qualifying rates are defined in this case as $50 or more. "Publications or sales" is defined to mean either publication, or the receipt of payment for future publication; the signing of a contract shall not constitute sale until the first payment has been received.~~

~~iii~~

~~The publication or sale of at least one book-length work, fiction, nonfiction, or translation, sold at qualifying rates and containing one or more elements of horror or dark literature or study, scholarship, criticism, or commentary thereon. "Book-length" is defined as being in excess of 40,000 words. Qualifying rates for works published in book form are defined in this case as the payment of any combination of monies from an advance and/or royalties of at least $200 – an advance may be against royalties of no less than 1% of the retail price of the volume, or it may be a flat-rate payment; or payments of at least $200 for self-published works, where those payments meet the requirements of clauses III 7 vi and ix. Note: the payment requirements are per book, and are not cumulative across a number of books. For works not published as independent volumes, such as magazine serials, qualifying rates shall be defined as one cent (1¢) or more per word. "Publication or sale" is defined to mean either publication, or the receipt of payment for future publication; the signing of a contract shall not constitute sale until the first payment has been received.~~

~~iv~~

~~The sale of one or more screenplays or the sale of one or more options for existing screenplays written by the applicant and related to the horror or dark fantasy genre(s) for television or theatrical film at qualifying rates. "Qualifying rates" are defined as $200 or more. "Sale" is defined to mean the receipt of payment; the signing of a contract shall not constitute sale until full payment has been received.~~

~~v~~

~~Three or more separate publications or sales of individual poems of at least 10 lines each, sold at qualifying rates and containing one or more elements of horror or dark literature. "Qualifying rates" are defined in this case as a combined total of at least $15. "Publication or~~

~~sale" is defined to mean either publication, or the receipt of payment for future publication; a~~

~~verbal promise or the signing of an agreement shall not constitute sale until payment has been received.~~

~~vi~~

~~Self-published works may be used in qualifying for Affiliate status. Payments so claimed must be made to the author from an external source such as Amazon, so that they can be verified. Payments must be received within two years after the work's original self-publication date. Payments used for qualification purposes are the earnings received from those outside sources, NOT the sales revenue earned by that outside source.~~

~~vii~~

~~It~~ shall be ~~required that the publication, publisher, or other entity making payment as described in sub-sections i-vi of this clause shall be one that pays the same qualifying rate to at least 90% of its contributors. This is necessary to avoid having members attain Affiliate status through "traded" or other irregular sales at artificial rates.~~

~~viii~~

~~Since there is no reliable way of determining who contributed what to a collaborative work, every writer whose name appears as author of any qualifying work shall be permitted to claim that work as fully his own for the purpose of Affiliate membership, so long as no more than three names are listed as author. No collaboration listing four or more authors shall be accepted as a membership credential. Up to three authors may be admitted to Affiliate membership for the same qualifying work.~~

~~ix~~

~~All applicants may be asked to provide documentation of their qualifying sales to complete the application process. Documentation may include proof of payment including, but not limited to, true and correct copies of royalty, advance or one-off payments from publishers; sales records received from third party book distributors (e.g. copies of Excel payment records, copies of web pages showing sales and payment records); payment processor or shopping cart records for direct book and e-book sales; and/or other sales or financial records which are custom and practice in the publishing industry. Documentation must be able to show sales are tied to a specific title.~~

~~8~~

~~Persons working as professionals other than writers in the field of horror or dark literature (including, but not limited to, editors, illustrators, literary agents, booksellers, institutions with a legitimate interest in the horror genre, such as high schools, colleges, universities, libraries, broadcasting organizations, film producers, publishers, or an individual associated with such an institution) may join the Corporation as Associates. Professionals are defined in this case as individuals or institutions able to demonstrate earned income from non-writing activities associated with horror or dark literature. Individual Associates shall pay the same dues as Active members, and shall receive the same publications and services as Active members, but lack certain rights available to Active members. Corporations or other business organizations joining as Associates shall pay dues and receive publications as stipulated in Article VII, Section 1.2 below.~~

~~9~~

~~Persons working as Academics and who have an academic interest in the field of horror or dark literature may join the organization as Academic Members. Academics are defined in this case as individuals able to demonstrate an academic interest in the genre through research, teaching, writing or other appropriate activities. Academics shall pay the same dues~~

~~as Active members, and shall receive the same publications and services as Active members, but lack certain rights available to Active members.~~

~~10~~

~~Any person with an interest in horror or dark literature who does not qualify for Active, Affiliate, Associate or Academic Membership may join the HWA as a "Supporting Member". This specifically includes those who primarily intersect with horror or dark literature as readers or 'fans'. This form of Membership is provided to allow such persons to support the horror and dark literature genre.~~

~~i~~

~~Supporting Members have full access to the Members Only area of the HWA website, with the exception of certain areas on the Message Board. The Board may also suspend any Supporting Members' access to the Message Board if the member posts inappropriately and continues to do so after receiving a written warning.~~

~~ii~~

~~Supporting Members are encouraged to volunteer their services to assist the organisation through its website, functions, promotions and so on.~~

~~iii~~

~~Supporting Members may not claim to be "Writer" members of the HWA under any circumstances. Those who qualify as Associate or Active Members should join those classes of Membership as soon as possible after qualifying.~~

~~iv~~

~~Supporting Members may be suspended from Membership or be removed from the Membership at any time upon a majority vote of the Board. Any activity that may bring the HWA into disrepute is prima facie sufficient reason for said suspension or termination. Any member suspended may regain Membership by majority vote of the Board. Any member terminated may not re-apply for Supporting Membership for a period of 2 years following said termination.~~

~~11~~

~~All members of the Corporation are encouraged to submit recommendations for the preliminary ballot of the Bram Stoker Awards during the course of each year. However, Affiliates, Associates, Academics, and Supporting Members are not enfranchised to vote on the preliminary or final ballots of the Bram Stoker Awards, nor may they vote in the election of the Corporation's officers and trustees or the amendment of its Bylaws. Affiliates, Associates, Academics, and Supporting Members shall not be excluded from any business meeting, social function, or other event that HWA may be responsible for (other than meetings of the Board that are held in executive session, from which all persons other than members of the Board and invited attendees are excluded); under no circumstance shall any gathering of HWA's membership be open only to Active members.~~

~~12~~

~~At this time the state of the marketplace is such that any form of requalification of membership is deemed unfeasible. The Board of the HWA reserves the right to re-evaluate this position at some future point in order to ensure that the organization maintains a professional stature and composition. Requalification standards may only be introduced on the majority vote of all Active Members of the HWA.~~

~~13~~

~~HWA offers two forms of Dues:~~

~~i~~

~~Individual Memberships: Individual Memberships: Dues for individual Supporting, Academic, Affiliate, Associate, and Active members can be found at horror.org/join-now-choose-the-appropriate-category/. The Board of the HWA, by the vote of two-thirds of the officers and trustees then in office, may increase these dues for any future calendar year but must give at least three months notice to the Membership before doing so.~~

~~ii~~

~~Business Memberships: Business memberships are available only to entities that can show legally-recognized business status and can demonstrate earned income substantial enough to qualify at the Associate level. Business members receive access to HWA's private web site for up to five people, all of whom must be bona fide employees of the business. Mailed materials are sent to a single address. Business members receive one listing (as "Associate") in the Directory. Business membership dues can be found at horror.org/join-now-choose-the-appropriate-category/. The Board of the HWA, by a vote of two-thirds of the officers and trustees then in office, may increase these dues for any future calendar year but must give at least three months notice to the Membership before doing so.~~

~~14~~

~~No member, no matter what level of Membership they hold, may use the mailing list for private purposes, under any circumstances.~~

~~15~~

~~Any new individual member joining HWA between April 1 and June 30 shall pay 80% of the dues due for a calendar year. Individual members joining between July 1 and September 30 shall pay 60% of the dues due for a calendar year. And individual members joining between October 1 and November 30 shall pay 30% of the dues due for a calendar year. Individual members joining during the month of December shall pay 100% of annual dues, which will cover their membership through the end of the next calendar year. This applies only to persons, businesses, and families who have not been members of HWA at any time in the previous two years.~~

~~16~~

~~Only Active members in good standing shall be eligible to serve as an Officer or Trustee of the HWA, to make nominations for such positions, and to vote in elections thereof. "In good standing" is defined as a Member having paid their Dues covering the period of any nomination period or election; not having resigned their membership; and not having been expelled under Article III, section 24.~~

~~17~~

~~The Board shall appoint a Membership Committee. The President shall designate one of the Committee as the Chair of the Committee. Members of the Committee will serve until they resign, are no longer members of the HWA, or are removed by a majority vote of the Board. The Chair will serve until they resign, another person is appointed by the President, or another person is appointed by a majority vote of the Board.~~

~~18~~

~~In the absence of action by other members of the Membership Committee, the Membership Chair shall act for the Committee. Any member of the Membership Committee may require~~

~~that the entire Committee review any action by the Membership Chair, and a majority vote of that Committee has initial authority in all membership matters. Any member of the HWA may refer a decision of the Committee to the HWA Board for review, in which case the Board's decision will be final and binding.~~

~~19~~

~~The Membership Committee shall satisfy itself in the case of each member that the requirements for membership have been met, and shall have discretion to decide whether any publication or work, and/or proof thereof, is acceptable as qualification for Active membership in HWA.~~

~~20~~

~~However, once any member has been admitted to HWA, or any credential accepted as qualification for Active membership in HWA, that decision shall not be reversed unless there is clear evidence that the Membership Committee was misinformed of the facts of the case.~~

~~21~~

~~No change to any membership criteria in these Bylaws shall be applied retroactively to change the membership status of a member of HWA.~~

~~22~~

~~In accordance with Article VIII, Section 2, members joining after the last day of February shall not be eligible to vote in the election of officers in that year.~~

~~23~~

~~i~~

~~Any member may, by notice in writing to the President or the Board Chair, resign from membership in HWA. It shall be the responsibility of the President or the Board Chair receiving such a resignation to inform the Administrator and any other relevant person or Committee.~~

~~ii~~

~~In the event that a member resigns, his or her name shall be promptly removed from all mailing lists and other current membership records of the Corporation. No person shall have authority to refuse a resignation.~~

~~iii~~

~~In the event of a resignation, no part of the departing member's dues shall be refunded.~~

~~24~~

~~The Board may, by a vote of 80% of the officers and trustees then in office, expel any member for good and sufficient cause. For avoidance of confusion, 80% of the officers and trustees then in office must vote to expel the member in order for such expulsion to be effective. In the event of expulsion, the expelled member's dues, if paid, shall be refunded on a pro rata basis. An expelled member shall be reinstated if the Board shall receive a petition for reinstatement signed by a number of Active members equal to no less than two thirds of the Active membership as of the date of receipt.~~

~~25~~

~~Any person not otherwise eligible for Active membership may be elected as an Honorary member by unanimous vote of the Board. Honorary members shall pay no dues but have no rights to vote in elections or the Bram Stoker Awards. Any person elected to the Lifetime Achievement Award shall have the full rights and obligations of Active members.~~

~~26~~

~~Exemption from Dues. Members may only be exempted from Dues in accordance to sub-clauses i, ii, or iii of this Clause. Should such members resign or be expelled from the HWA and then rejoin they will not be exempt from paying dues. Members exempted from dues by these sub-clauses shall otherwise have the rights and obligations of Active members. Members may not be exempted from dues for any reason other than those given in this Section III Clause 25.~~

~~i~~

~~Recipients of the Bram Stoker Life Achievement Award (see Section XI, Clause 3), and members who have been exempted from HWA dues for life, as at 30 June 2009 are exempt from dues for the period of their lifetime. Recipients of the Bram Stoker Life Achievement Award from 1 July 2009 will automatically be offered exemption from HWA dues for the period of their lifetime.~~

~~ii~~

~~Presidents of the HWA who have served at least one term as President will be offered exemption from HWA dues for as long as they maintain membership of the HWA.~~

~~iii~~

~~The Board may by unanimous vote waive the payment of dues of any Member for the sole reason of financial hardship but only where the member has, in the opinion of the Board, contributed significantly to the HWA and/or the genre. Dues Relief will be for one year only. Any dues so waived will be deducted from the Hardship Fund.~~

~~IV *Meetings of Members*~~

~~1~~

~~As far as is practicable, there shall be at least one physical meeting of the membership each calendar year, at such time and place as the Board, or the President may, from time to time, determine.~~

~~2~~

held virtually. Special meetings of the ~~Active and Lifetime members~~ Voting Members may be called by the President, or, in the case of the absence, death, or disability of the President, by the Vice-President, by the Board, or by ~~the~~Voting Members ~~Board.~~

~~3~~

holding at least ten percent (10%) of the votes entitled to be cast.

G. Notice of all ~~physical~~ meetings of the members, whether held in person or by means of authorized communications equipment, shall be given not less than seven (7) days nor more than sixty (60) days before the date of such a meeting to each ~~member~~Voting Member by email at such ~~member's last~~ member's last known email address~~,~~ (or by mail to any member who has not consented to notice by email), and all such notices shall state the time, place~~,~~ (or means of remote participation), and purpose of the meeting. Notice of any meeting may be waived in writing, either before or after the holding of such meeting, by any member. The attendance of any member at any such meeting without protesting, prior to or at the commencement

of the meeting, the lack of proper notice shall be deemed to be a waiver by such member of notice of such meeting. Notice ~~need not be made~~may be included in, but must be clearly identified within, ~~separately from~~ the regular publications of the Corporation.

~~4~~

~~Each Active and Lifetime member shall be entitled to one vote on each matter properly submitted to~~H. QUORUM AND MEMBER ACTION. At any meeting of the members ~~for their vote, consent, waiver, release, or other action.~~, the Voting

~~5~~

~~The Active and Lifetime members~~ Members present in person or by authorized communications equipment shall constitute a quorum ~~for the transaction of~~, except as otherwise provided in these Bylaws or required by law. Members may ~~business~~participate in and vote at any ~~annual or special~~ meeting~~. Any resolution must be carried~~ through authorized communications equipment as permitted by ~~a simple~~

~~majority~~Chapter 1702 of the Ohio Revised Code. Any action that ~~quorum. If~~may be taken by the members at a meeting ~~proposes~~may be taken without a meeting, including by mail or secure electronic ballot, to ~~change~~the extent permitted by Chapter 1702 of the Ohio Revised Code.
I. INSPECTION OF RECORDS. Any member may examine the books and records of the Corporation for any ~~ByLaw the requirements of~~reasonable and proper purpose and at any reasonable time, as provided
~~Clause IX: I apply.~~
~~V *Officers*~~
~~1~~
by Section 1702.15 of the Ohio Revised Code.

ARTICLE V. OFFICERS

A. The elected officers of this Corporation shall be a President, a Vice-President, a Secretary,
and a Treasurer. The officers, together with the elected trustees, shall serve as the Trustees~~, shall~~ and form the Board of the
Corporation. No person appointed or hired by the Corporation shall have authority over the
elected ~~Officers~~officers, Trustees, or Board in any matter.
~~2~~
B. The elected officers shall hold their respective offices for terms of two years, beginning ~~on~~ on November 1 and ending on October 31, and until their successors are elected and qualified. The President and Secretary shall be elected and
take office in even-numbered
years. The Vice-President and Treasurer shall be elected and
take office in odd-numbered
years. ~~Officers elected prior the enactment of this clause shall~~
C. Officers will be ~~subject~~required to ~~re-election in compliance with this clause, even where this may reduce the~~
~~original term for~~sign a Nondisclosure Agreement (NDA), which ~~they were elected.~~shall not
~~3~~
restrict any officer from performing his or her fiduciary duties or from making any disclosure required by law.
D. The duties and powers of the President shall be as follows:
~~i~~
8696681.1

1. The President ~~shall~~may represent, or delegate another member of the Board to represent on the President's behalf, the Corporation in dealings with all other organizations and persons, and may speak for the Corporation on all matters on which the Board has ~~reached a~~acted and for which the Board has authorized the President to ~~consensus.~~speak on the Corporation's behalf. The President shall have the authority to sign contracts and to make and carry out agreements in the Corporation's name in the course of the Corporation's normal business~~, or~~ on matters in which the Board has ~~in matters subject to his or her discretion, without consultation with any other officer or authority.~~

~~ii~~

~~The President shall have the power to appoint committees not otherwise reserved for appointment by the Board.~~

~~iii~~

~~The~~ approved for the President ~~shall have the power to issue~~to represent the Corporation.

2. The President shall appoint a Lifetime Achievement Award committee chairperson each year.

3. The President may oversee the issuance of publications, conduct correspondence, call meetings, hold referenda, and perform such other duties as ~~are incident to the office~~needed.

~~iv~~

4. The ~~Board~~President shall ~~have~~oversee designated staff, including the authority to hire and dismiss ~~staff to be~~ employees or contract workers who are paid out of HWA funds~~.~~, subject to the budget and policies approved by the Board.

5. The President shall conduct performance reviews and assessments of all paid employees and contract workers at least once each year of their employment.

6. The President shall have the authority to appoint ~~unpaid staff~~volunteers from among the membership, with or without consulting the Board or other officers. Assignment of duties to HWA ~~paid or unpaid~~ staff or volunteers shall be made by the President in consultation with the Board. The Board may engage ~~paid~~ staff members on a contractual basis for not more than three years, and such contracts shall be binding upon successor administrations.

~~v~~

7. The President shall ensure that a reasonable record exists of his or her actions as ~~President.~~

~~vi~~

President.

8. Should the Board fail to act in any matter in which these Bylaws ~~gives~~give it authority to do so, or ~~requires~~require it to do so, the President may, by written ~~or verbal~~ demand, require the Board to ~~act~~

~~or, if~~consider the ~~Bylaws grant authority but do not require action, to state its refusal to do so. If~~matter at a meeting of the

Board ~~shall not act or state such a refusal~~to be held within thirty (30) days~~, the President may act in the~~ of such demand.

~~Board's stead.~~

~~vii~~

9. Should any other officer of the HWA fail to perform his or her duties, the President may take action in that ~~officer's~~officer's stead, or may appoint any Active Professional member to fulfill those duties~~.~~ on an interim basis, subject to

~~viii~~

~~If the President has a reasonable belief that any other~~ratification by the Board at its next meeting.

10. Any officer ~~is acting against~~may be removed from office, with cause, by the ~~interests~~affirmative vote of ~~the HWA, the President may, with the consent of~~ a majority of the ~~Board as defined in~~Trustees then in office, upon the recommendation of the President ~~Article VI, Section 1, remove~~or any Trustee; provided that ~~person from office. In~~ the ~~event of such~~officer subject to removal ~~there~~ shall ~~be no recourse during the balance of the term accruing to the officer so removed, but~~not vote on his or ~~any~~her own removal. Any person removed from office may still run for re-election to that office, or for election to another office for which he or she is eligible, or may be appointed to office.

~~ix~~

11. Unless specifically stated otherwise in these Bylaws or ~~in the subsidiary rules attendant upon~~required by law, the ~~Articles XI and XII, the final~~Board may, by majority vote, delegate authority ~~in all~~ over specified matters ~~within HWA shall be~~to the

8696681.1

President~~.~~, provided that the activities, property, and affairs of the Corporation shall
~~4~~
at all times remain under the ultimate direction of the Board.
E. The duties of the Vice-President shall be as follows:
~~i.~~
1. The Vice-President shall have the power to perform any duties delegated by the ~~President;~~ President, shall perform the duties of the President in the President's absence or disability, and ~~serves~~shall serve as Chair of the Publications Committee.
~~ii.~~
2. Unless otherwise instructed by the President, the Vice-President shall be responsible for
ensuring the production and distribution of the ~~Corporation's~~ Corporation's newsletter, which shall be sent
to all members on a regular and timely schedule.
The Vice-President may also oversee such
other publications as the Corporation
may produce, both within and without his or her duties
as the Chair of the ~~HWA~~
Publications ~~Board as set forth in Article XII, Section 2~~Committee.
~~5~~
F. The duties of the Secretary shall be as follows:
~~i~~
1. The Secretary shall have the authority to sign contracts and to make and carry out agreements in the Corporation's name in the course of the Corporation's normal business on matters in which the Board has approved for the Secretary to represent the Corporation.
2. The Secretary, either directly or through appointed voluntary or paid staff, shall ensure that
up-to-date records are maintained, including each member's classification, each member's
most recent known email and physical address; and
publish the latest Membership Directory, available only to members, at the ~~at the Association's~~Association's website at least once each month~~.~~, excluding the physical address or
~~ii~~
other personal contact information of any member who has not consented to its publication.
3. The Secretary shall keep the records of the Corporation, including its Articles of Incorporation, these Bylaws, membership records, and minutes of the proceedings of the members, the Board, and committees of the Board, in such manner that ~~information is~~ information is always readily available, shall maintain an adequate filing system, and, upon demand of
properly qualified persons doing business with the HWA,
shall supply all available information
relevant to the task in comprehensible form.
The Secretary may delegate record-keeping to an

Administrator or other staff member appointed by the President or Board. The Secretary will compile Minutes ~~at least quarterly~~ of each meeting of the Board and submit them to the Board for approval~~.~~ no later than its next regular meeting. On approval the Secretary will cause the Minutes to be published in a manner accessible by the HWA Membership. In compiling the Minutes the Secretary and the Board will be cognizant of matters of commercial-in-confidence; and matters of a personal nature relating to individual

members or
~~members or~~ genre figures; and are therefore authorized to compile a form of Minutes ~~that~~for publication that takes these matters into account~~.~~, provided that complete Minutes
~~iii~~
shall be maintained in the records of the Corporation.
4. The Secretary shall answer correspondence and address membership concerns of the HWA as directed by the President.
~~6~~
G. The duties of the Treasurer shall be as follows:
~~i~~
8696681.1

1. The Treasurer shall see that dues notices are ~~mailed~~communicated to members annually, before the end of the calendar year prior to that year in which the dues must be paid.
2. The Treasurer shall transmit to the person appointed to maintain the Membership Database the names of members who have not paid their dues by March 1 of each year, and notify the Secretary and/or the person appointed to maintain the Membership Database of new members accepted throughout the year. The Treasurer shall also transmit to the Secretary and/or the person appointed to ~~maintain the~~ maintain the Membership Database and/or the Board any other information relevant to a membership matter.
3. The Treasurer may, with the agreement of the President and/or the Board, delegate any of ~~their~~ the Treasurer's tasks to paid or unpaid staff of the ~~Association.~~Corporation, but ~~ii~~ shall remain responsible for their performance.
4. The Treasurer shall collect all fees, annual dues, and subscription monies, and keep an account of all monies received and expended for the use of the Corporation.
~~iii~~ The Treasurer shall make disbursements only on the written ~~order~~(including electronic) authorization of the President, or as otherwise authorized by the Board, in ~~check or money order countersigned~~accordance with internal financial controls approved by the ~~President~~Board. If the Treasurer believes the President is acting in violation of these Bylaws, in violation of the law, or against the best interests of the Corporation in requiring a given disbursement, the Treasurer may request that the Board ~~of Trustees~~ rule upon whether the disbursement shall be made, and shall act according to a majority vote of the Board.
~~iv~~
5. The Treasurer shall deposit all sums received in a bank or banks, or with the permission of a majority of the Board in other secure financial institutions or instruments, and shall make a financial report in June of each year, and at any other time when called upon to do so by the President or the Board. The Treasurer shall ~~President~~also present at the annual meeting of the members a financial statement of the Corporation meeting the requirements of Section 1702.38 of the Ohio Revised Code. If the Corporation employs the services of a paid accountant, the Treasurer may,

with the ~~President's~~President's consent, substitute the ~~accountant's~~accountant's report for his or her
own. This report
shall be made available to the membership.
~~7~~
6. The Treasurer shall be responsible for initiating and overseeing an independent audit or review at least once every two years or, with the advice and consent of the Board, annually, and shall ensure the timely filing of all required federal and state tax and information returns and charitable registrations.
H. In addition to those duties and powers described above, the officers of this Corporation ~~shall~~ shall have such authority and shall perform such duties as are customarily incident to their respective offices, and such other and further duties as may from time to time be required ~~of~~ of them by the Board.
~~VI *The Board; and Elections*~~
~~1~~
ARTICLE VI. THE BOARD AND ELECTIONS
A. There shall be a Board, consisting of the officers and seven elected trustees~~.~~, for a total of eleven (11) Trustees. The activities, property, and affairs of the Corporation shall be managed by or under the direction of the Board. Where these
~~ByLaws~~ Bylaws or any regulations of
the Corporation state that an action is to be taken by the Board
collectively, or by consent
8696681.1

of the Board, the following shall apply~~.~~: Actions ~~requiring written consent~~ taken without a meeting must be ~~carried by a unanimous vote of~~ authorized in a writing or writings (including authenticated electronic transmissions) signed by all ~~members~~ of the ~~Board~~Trustees then in office ~~[THIS IS STATE LAW];~~; unless otherwise specified in these ~~ByLaws~~Bylaws, actions ~~that do not~~

taken at a
~~require written consent~~ meeting will be carried by a majority of ~~a quorum of~~ the ~~Board~~Trustees present at a meeting of the Board at
~~meeting of the Board.~~which a quorum is present. A quorum of the Board shall consist of ~~four members~~a majority of the ~~Board.~~
Trustees then in office. All references to the Board elsewhere in these ~~ByLaws~~Bylaws shall mean
the Board as defined in this Section.
B. Only Active Professional and Lifetime members in good standing who have served for at least one year as a volunteer in the HWA in any capacity shall be eligible to serve as an officer or Trustee of the HWA. All Voting Members in good standing shall be eligible to make nominations for such positions and to vote in elections thereof. "In good standing" is defined as a Member having paid their Dues covering the period of any nomination period or election; not having resigned their membership; and not having been expelled.
C. The Board shall hold regular meetings at least quarterly, which may be held in person or through any communications equipment that permits all participants to communicate with each other, and which may be recorded as determined by the Board. Notice of each meeting of the Board ~~as defined in~~shall be given to each Trustee at least two (2) days in advance, and
may be waived in writing or by attendance.
D. Every member of the Board shall participate in at least one committee or hold a specialized post, based on the needs of the organization. Involvement on a committee or post shall be for the entirety of the elected term.
E. Trustees will be required to sign a Nondisclosure Agreement (NDA), which shall not restrict any Trustee from performing his or her fiduciary duties or from making any disclosure required by law.
F. The Board shall choose a Chair of the Board from the Trustees by majority vote of the Board.~~this Clause.~~
~~2~~
~~i.~~
The Chair of the Board's responsibilities shall include communicating the necessity to vote. The Chair of the Board shall work with the Secretary on setting the agenda for Board meetings. If the Secretary is unavailable, the Chair shall call meetings and keep a record of minutes, as needed. The Chair shall also consult with the Secretary on addressing member concerns.
G. An election for ~~the President and Secretary shall be held every even-numbered year; and an election for the Vice President and Treasurer shall be held every odd-numbered year. An election for~~ three trustees shall be held every even-numbered year; and an election ~~for four~~ for four trustees shall be held every odd-numbered year. Elected trustees shall serve terms of two years and until their successors are elected and qualified. Candidates will be determined in accordance
with the process described in ~~Clause~~Article VI~~: 3~~, Section B.
~~ii.~~
~~Only Active~~H. VACANCIES AND REMOVAL. Any vacancy among the Trustees or ~~Lifetime members are eligible~~officers, whether
by death, resignation, removal, or otherwise, may be filled by President appointment. Any

Trustee may resign by written notice to ~~be~~ the President or Secretary. Any elected ~~as Officers or Trustees.~~trustee may

~~iii.~~

~~The election is to occur by secure electronic means, between 1 August and 30 September, dates as shall~~ be ~~selected by a majority of the~~ removed from office in ~~Board.~~

~~iv.~~

~~In the case of Officers~~ the ~~results~~manner permitted by Section 1702.29 of the ~~election shall be determined by a plurality vote of~~Ohio Revised

~~those Active and Lifetime members who return their ballots according to the deadline indicated upon the ballots. In the case of Trustees the candidates with the highest number of votes shall be elected. In the case of a tie between two or more candidates, the President shall cause the names of the candidates so tied to be again submitted to the voting membership by ballot, and this process shall be repeated until no tie occurs.~~

~~v.~~

~~Ballots shall be provided to all Active and Lifetime members. There shall be no minimum number of votes required for election. Those members eligible to vote shall be all Active and Lifetime members in good standing two weeks before the ballot is despatched.~~

~~vi.~~

~~The distribution, collection,~~Code.

I. CONFLICTS OF INTEREST. Each Trustee and ~~counting of these ballots~~officer shall disclose to the Board any

material financial interest in any contract or transaction with the Corporation, and no such contract or transaction shall be ~~the supervised by an~~approved except in compliance with Section 1702.301 of

~~Election Committee of~~ the Ohio Revised Code and any conflict of interest policy adopted by the Board.

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J. COMMITTEES. The Board may create committees of the Board consisting of not less than three ~~members, appointed by the President and including no present officers or trustees. The President will appoint two members not on the Election Committee to serve as manual counters, who will also check any automated software ballot count. Any anomaly between an automated count and manual counts (or between manual counts) will be resolved by the Election Committee~~(3) Trustees and ~~the President (excepting in years where there the Presidential ballot is contested, in which case the Vice President will assist in any said resolution).~~

~~vii.~~

~~In the event that there is only one qualified candidate running for a position, a vote of the membership will not be required for that position and the President shall have the power to declare that candidate elected.~~

3
i
The President will appoint an Election Search Committee (comprised of three Active members), which shall be responsible for locating eligible candidates for Officer and Trustee positions open for election that year. The Committee must be appointed no later than 15 June and must report back to the Board no later than 15 July, with the names of candidates who have agreedmay delegate authority to such committees to stand for election, along with an Election Statement from each candidate. Thethe extent
Committee should make a call for candidates from the entire membership, as well making their own endeavours. They will seek candidates who offer appropriate experience that will add value to the Association, as well as geographic and gender diversity on the ballot, in so far as each is possible. While there is no requirement that each position be contested, the Committee should use its best efforts to attract multiple qualified candidates for each position. Candidates may only nominate for one vacant position in each election cycle. After receiving the Committee's report the Board may add further candidates to the ballot, where those candidates agree to serve.
ii
No Affiliate, Academic, Associate, or Supporting members may be nominated or serve as officers or trustees of the Corporation (see also clause VI: 2 ii).
4
Elected officers and trustees shall serve two year terms beginning on November 1 in the year they are elected. An officer or trustee chosen to fill any vacancy shall hold office for a term which shall be coincident with the term of the officer or trustee being replaced.
5
Should any trustee leave the Board, through death, disability, resignation, or other cause, before the completion of his or her term the President shall recommend to the Board a replacement to serve the balance of that trustee's term.permitted by Section 1702.33 of the Ohio Revised Code. The Board may approve oralso create
disapprove of this appointment by the vote of a majority of the Board then serving. If the replacement recommended fails to be approved by the Board any member of the Board advisory committees that may
recommend an alternate replacement trustee and the Board will vote on said replacements until one person receives such a majority vote.
If the President is called upon to recommend a replacement trustee to the Board, he or she shall give due consideration to those candidates who ran unsuccessfully in the most recent trustee election.
6
The Board include non-Trustees, which shall have general charge of the affairs, property, and assets of the Corporation. It
shall be the duty of the Board to carry out the aims and purposes of this Corporation, and to this end to manage and control all of its property and assets.
7
Newly-elected Officers and Trustees shall take office no later than November 1. During the month of October these incoming Board shall be considered officers in training, and shall be given whatever instruction and assigned whatever duties shall be mutually agreed upon by the incoming Board Members and their predecessors. Outgoing Officers may, if they wish,

~~the President consents and the newly elected replacement agrees, resign and turn all duties over to the incoming Officers at any time between October 1 and October 31.~~

~~8~~

~~Each year, at the first meeting of the Board after October 31, the President shall appoint one trustee to serve as Chair of the Board. If at any time any officer or member is required to~~

~~contact the Board for any reason, contacting the Chair of the Board shall constitute fulfilment of this requirement. If at any time the Board is required to act on any matter, it shall be the responsibility of the Chair of the Board to contact the other trustees to obtain the necessary votes to act. For avoidance of confusion the role of the Chair does not in any way supersede or override the powers of any officer of the organisation.~~

~~9~~

~~An annual meeting of the Board for the transaction of such business as may properly come before the meeting shall be held immediately preceding the annual meeting of the Active members each year. Special meetings of the Board may be called by either the Chair of the Board or the President, and shall be called upon the request of any two trustees.~~

~~10~~

~~The Board of shall be responsible for the appointment of the Grievance Committee.~~

~~11~~

~~i.~~

~~If no Vice-President or Secretary or Treasurer shall be elected or if, being elected, shall refuse to serve; or if any of those Offices shall become vacant by reason of resignation, death, disability, or any other reason; the President shall fill the vacancy by appointment.~~

~~ii.~~

~~If the office of President shall fall vacant the Vice-President shall be appointed President for the balance of the term. If the Vice President position is vacant or that person refuses to serve as President, the Board will hold a special election to fill the balance of the President's term as soon as is practicable after the vacancy occurs. In that case the Chair of the Board will become Acting President until a new President is elected.~~

~~12~~

~~Should the President fail to perform any office or duty required of him or her by these ByLaws or other rules of the Corporation, the Board may demand that such office or duty be fulfilled within two weeks, and should the President still have failed, at the end of two weeks, to have performed said office or duty, then the Board shall have authority to act in the President's stead.~~

~~13~~

~~If the Board believes the President to be acting against the interests of the Corporation, and if two-thirds of the members of the Board then in office (exclusive of the President) shall vote for the removal of the President from office, then the President shall be immediately removed from office, and the Vice President shall serve in his or her stead, as specified in Article VI, Section 11 ii.~~

~~14~~

~~The Board may meet in person, or via telephone or by other electronic means permitting the views of each Board member to be heard or read by the others participating in such meeting. Votes of the Board may be conducted in person, via telephone, or electronically (including via email); and said votes do not require a unanimous result unless specifically noted elsewhere in these ByLaws. Proxy votes of Board Members are specifically authorised by this Clause. However, proxies must be lodged in writing (including via email or other~~

~~electronic means) with the Chair of the Board, indicating which Board Member has the~~ authority to ~~cast the absent member's proxy vote.~~bind the Corporation.

ARTICLE VII ~~*Fiscal Year*~~. FISCAL YEAR

~~1~~

~~February.~~

A. The fiscal year of the Corporation shall be the twelve-month period ending on the last day of December.

ARTICLE VIII ~~*Amendments*~~. AMENDMENTS

~~1~~

A. These Bylaws may be amended, repealed, or altered in whole or in part by a vote of the ~~membership~~Voting Members, wherein at least one-~~fourth~~third of the ~~Active membership~~Voting Members shall have cast ballots, and a majority of those voting shall be in ~~favour~~favor of the proposed amendment, repeal, or alteration. Only ~~Active and Lifetime~~Voting Members may vote.

~~2~~

B. The President or the Board may call for a vote on any proposed amendment or revision ~~of~~ of these Bylaws at any time, but must notify every ~~Active member~~Voting Member by mail or by secure electronic means at his or her last known address no less than seven (7) nor more than sixty (60) days before any such vote shall occur~~.~~, which notice shall include the text of the proposed amendment or revision. Votes may be held by mail or by secure electronic means, or at any annual meeting or special meeting. If voting is held at a ~~physical~~ meeting, both mailed and electronic votes on the motion shall be counted, in addition to ballots completed at the meeting; and the ~~Rules~~rules as to the validity and passing of the motion as described in ~~Clause X (1)~~Article VIII, Section A, shall apply.

~~3~~

C. Any ~~Active member~~Voting Member may petition the President to call for a vote on any proposed ~~amendment~~ amendment or revision of these Bylaws. If any ~~Active member~~Voting Member shall present the President with a petition signed by a minimum of 10% of the ~~Active members~~ Voting Members then in good standing requesting such a vote, the President shall hold such a vote within sixty (60) days of receipt of such presentation.

~~IX *Awards*~~

~~1~~

~~The Horror Writers Association shall present annual awards to honor outstanding creative performance in the field of Horror and Dark Fantasy. These awards shall be known as the Bram Stoker Awards for Superior Achievement.~~

~~2~~

~~The recipients of the Bram Stoker Awards for Superior Achievement shall be chosen, and the Awards presented, in accord with procedures established by the Bram Stoker Award Rules. The Bram Stoker Award Rules for each year shall be set by the Board no later than 31 December for the subsequent year and publicly advised to all Members no later than 14 January for the year to which they apply.~~

~~3~~

~~In any year the Board may choose to present Bram Stoker Lifetime Achievement Awards to any individual. No more than three Lifetime Achievement Awards may be given in any one calendar year.~~

~~X *HWA Committees*~~

~~1~~

~~The President and/or the Board may establish committees to assist in the work of the HWA. These committees shall include the following standing committees: a Grievance Committee,~~

~~a Publications Committee, a Bylaws Committee and a Finance Committee. Additional committees may be established as required. Membership of all committees shall be communicated to the Membership on a regular basis. Except as otherwise specifically provided in these Bylaws or by the direction of the Board, all members of the Corporation shall be eligible to serve on committees.~~

~~2~~

~~Any monies received through the licensing or sale of HWA licensed publications created are to be recorded and banked to the Association's general funds. Arrangements will be put in place to pay: (1) payment of fees and royalties due to authors; (2) payment of fees and royalties due to editors; (3) payment of any other approved debts incurred by the HWA during the publication process.~~

~~XI *Indemnification*~~

~~1~~

ARTICLE IX. INDEMNIFICATION

A. The Corporation shall indemnify ~~or agree to indemnify~~ any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, ~~other than~~including an action by or in the right of the Corporation, by reason of the fact that the person is or was a ~~trustee~~Trustee, officer, employee, ~~or~~ agent ~~of~~, or ~~a~~ volunteer of the Corporation, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the ~~incurred by the~~ person in connection with such action, suit, or proceeding, to the maximum extent permitted by ~~Ohio Code §~~Section 1702.12(E~~),~~) of the Ohio Revised Code, as amended from time to time.

Expenses may be advanced prior to the final disposition of any such action, suit, or proceeding upon the terms and conditions set forth in Section 1702.12(E) of the Ohio Revised Code. Such indemnification shall continue as to a person who has ceased to be a ~~trustee~~ Trustee, officer, employee~~, member, manager~~, agent, or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person. ~~In the discretion of the Board, the Corporation~~

B. At the discretion of the Board, the Corporation may purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance, for or on behalf of any person who is or was a ~~trustee~~Trustee, officer, employee, agent, or volunteer of the Corporation against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against that liability under this ~~Clause~~Article.

~~XII *Dissolution*~~

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ARTICLE X. DISSOLUTION

A. This Corporation may only be dissolved by a vote of an absolute majority of the ~~Active and~~Voting ~~Lifetime members~~ Members in good standing~~.~~, in accordance with Section 1702.47 of the Ohio Revised Code.

Any such motion must be notified to the membership at least three (3) months in advance of the ballot opening, and the period the ballot remains open must be at least one (1) month.

To ensure the integrity of such a vote there must be at least five (5) members appointed by the serving President and/or Board to ~~manually~~ count ballots, made up of one member of the Board, two Active Professional members who do not serve on the Board, one Affiliate ~~Member~~Semi-Professional member, and one member from the Academic, Associate, or Supporting Ally class ~~or~~ of membership.

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B. In the event of the dissolution of this Corporation, ~~all~~after paying or making provision for the payment of all of the liabilities of the Corporation, all remaining assets, real and personal, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code to such organization or organizations as the Board shall determine that are qualified as tax exempt under Section 501(c)(3) of the ~~Internal Revenue Code of 1986, or the corresponding provisions of a future United States Internal Revenue law~~Code, or ~~regulation.~~to the ###federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine.

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