

**AMENDED AND RESTATED
ARTICLES OF ASSOCIATION AND BYLAWS (2017) OF
SISTERS IN CRIME, INC., CROAK & DAGGER (NEW MEXICO) CHAPTER**

ARTICLE I

Articles of Association and Bylaws—Name

Section 1. Name. The name of this organization shall be Sisters in Crime, Inc., Croak & Dagger (New Mexico) Chapter (hereinafter, “the Chapter”). Its seal, if desired, shall be a design adopted by its Board of Directors (hereinafter, “the Board”). The Chapter may also, if desired, re-adopt and/or modify its Chapter logo. Its principal location shall be at Albuquerque, New Mexico.

Section 2. Amended and Restated Articles of Association and Bylaws. These Amended and Restated Articles of Association and Bylaws shall constitute the governing document of the Chapter as a New Mexico nonprofit social association. They shall become effective and completely replace all prior Articles and Bylaws upon approval by the Board, by Sisters in Crime, Inc. (hereinafter, “SinC”), and by a majority of the Chapter members voting on them. They shall continue in effect until amended by the procedures set out herein.

ARTICLE II

Purpose

The purpose of the Chapter is to implement and advance the mission of SinC, which is to promote the ongoing advancement, recognition and professional development of women crime writers.

ARTICLE III

Membership

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

Section 1. REGULAR Membership. A Regular member of the Chapter is a paid-up individual member of both the Chapter and SinC. A Regular member of the Chapter may be either a Professional member or an Active member of SinC.

Section 2. HONORARY Membership. An Honorary member is an individual who is elected as such by a two-thirds majority vote of the Board. An individual may be nominated for election as an Honorary member by any Regular member of the Chapter. An Honorary member is exempt from paying dues to the Chapter or to SinC.

Section 3. INSTITUTIONAL Membership. An Institutional member is an organization such as an educational institution, business firm, or other group that demonstrates ongoing support for the Chapter. An organization may be nominated for election as an Institutional member by any Regular member of the Chapter. An Institutional member is exempt from paying dues to the Chapter or to SinC.

Section 4. Expansion of Membership Categories. Additional or amended categories of membership may be added by a majority affirmative vote of the Board, followed by a majority affirmative vote of the Regular members voting on the proposal.

ARTICLE IV

General Management

Section 1. Board of Directors. The general management, control, and direction of the affairs, funds, and property of the Chapter shall be vested in the Board. The Board shall consist of the Executive Committee and Standing Committee Chairs and At-Large Representatives as defined herein. Each board member shall have one vote on all matters before the board, unless such member sits as a non-voting advisory member, as provided for herein. All votes by the Board shall be by simple majority, unless otherwise provided herein.

Section 2. Annual General Meeting. The Chapter shall hold its annual general meeting of the membership at the November meeting. The annual general meeting shall include the election of officers pursuant to the nomination procedure set out herein, and such other business of the Chapter as the Board shall find necessary. Agenda items for the annual general meeting may be submitted by Regular members at least one week prior to the October meeting, and the agenda for the annual general meeting shall be announced to the membership at that meeting.

Section 3. Rules of Order and Procedures. Every meeting of the Chapter and of the Board shall be conducted in accordance with the current edition of Robert's Rules of Order or such other generally accepted procedure agreed upon by the Board and announced to the members.

Section 4. No Financial Benefit. No part of the net earnings of the Chapter shall inure to the benefit of any member, director, or officer of the Chapter, or to any private individual, provided, however, that reasonable compensation may be paid for services rendered to or for the benefit of the Chapter.

Section 5. Cash Surplus. The Chapter shall operate on a calendar year for financial and tax purposes. If there is a cash surplus at the end of the year, it shall be retained in the Chapter treasury to be used to further the Chapter's purposes.

Section 6. No Political Activity. No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate in, or

intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements) except as authorized under the Internal Revenue Code of 1954, as amended.

ARTICLE V

Officers (the “Executive Committee”)

Section 1. Executive Committee; Term Limits. The Officers of the Chapter shall be a President, a Vice-President, a Secretary, and a Treasurer. Each Officer of the Chapter shall be a Professional or Active member of SinC and a Regular member of the Chapter. The Officers shall constitute the Executive Committee of the Board.

An individual may serve three (3) one-year consecutive elected terms in the same capacity. No member may serve on the Executive Committee for more than five (5) consecutive years. However, a member excluded from the Executive Committee by such term limits may thereafter serve on the Board as a Standing Committee Chair, or may be appointed by the Board to serve in a specific non-voting advisory position.

Section 2. President. The President shall preside (or delegate a representative to preside) at all Chapter meetings and shall call and preside at all Board meetings. The President sets goals and assigns responsibilities, serves as ad hoc member of all standing and special committees, polls the members on major decisions, keeps members informed, serves as group spokesperson, acts as liaison with SinC and with other SinC chapters and related organizations, leads the Board in planning special events, and performs such other duties as the Board may from time to time determine.

Section 3. Vice President. The Vice-President shall substitute for all or part of the above if the President is unable to fulfill her obligations, shall attend all Board meetings, and may be appointed by the Board as chair for a special event. The Vice President shall assist the President in any Chapter support activities to which the President appoints her.

Section 4. Secretary. The Secretary shall take minutes reflecting the substance of discussions and disposition of all agenda items at Board meetings, shall handle correspondence in coordination with the President, shall keep a file of publications and publicity, and shall perform such other duties as may be directed by the Board.

Section 5 Treasurer. The Treasurer, or any person or persons designated by the Board to assist the Treasurer, shall be responsible for all financial activities of the Chapter, including the collection of dues and other income and prompt payment of suitably documented expenses. The Treasurer shall maintain bank account(s), keep accurate financial accounts, and prepare and submit a financial statement whenever the Board or general membership requests it. The Treasurer shall file in a timely manner the IRS Form 990-N information return and any other report or return required by law to confirm the Chapter’s status as a New Mexico non-profit social organization. The Treasurer shall coordinate with the Membership Chair to maintain current, accurate records of paid memberships.

Section 6. Vacancy. 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 elected office shall be filled by a vote of the Board and the successor shall hold office until the next annual election.

Section 7. No Compensation. None of the officers of the Chapter, or any other members of the Board will receive a salary or compensation for services rendered except for reasonable reimbursement of expenses incurred with their service on behalf of the Chapter, provided such expenses have been approved by the Board.

Section 8. Impeachment or Other Discipline. Officers may be removed from office by impeachment, or may be suspended or expelled from the Chapter, or made subject to other disciplinary action, for dereliction of duty or malfeasance. Such disciplinary action must be determined under the procedure set out herein, by a 2/3 majority vote of the Regular members voting on the action. Members may vote in person or by proxy (including by email) at a regularly or specially scheduled Chapter meeting.

Section 9. Disciplinary Procedure: Impeachment or other discipline of an Officer requires the following:

(a) A written accusation by the complainant must be filed with the Secretary, stating specifically and in detail the charge(s) against a specific officer.

(b) After prompt consultation by the remaining Board members, written notice shall be sent by the Secretary to the accused officer, notifying the officer of the specifics of the charge(s) and by whom they were made, as well as confirming the filing of the specific statement of the charge(s) with the Board. Upon receipt of the written accusation, the accused officer shall cease to vote on any Board business, pending the outcome of the impeachment investigation.

(c) The President or other presiding officer shall promptly contact the remaining Board members to obtain appointment of an investigating committee of members, none of whom is a member of the Executive Committee. The investigating committee will be selected by a majority vote of the Board. The committee shall be chaired, if possible, by a former president or other former Chapter officer.

(d) Following a prompt and reasonably thorough investigation of the charge(s), if the investigating committee determines that the charge(s) were not well founded, the committee shall thereupon file its written report to that effect with the Secretary and disband.

(e) If a 2/3 majority of the investigating committee votes to proceed, the committee will hold a full and open hearing of both sides under circumstances that will give the accused officer(s) ample opportunity to present a defense. Upon concluding the hearing, the investigating committee shall confer and its chair shall prepare a report to the Board stating its decision to dismiss the charges or recommend impeachment or other discipline.

(f) If the investigating committee's report to the Board recommends impeachment or other discipline by a 2/3 vote, notification of the call for impeachment or other discipline will be sent by expeditious means to the accused officer by the Secretary at the direction of the President or other presiding officer, together with a statement summarizing the conclusions and recommendations of the investigating committee.

(g) The President or other presiding officer shall direct the Secretary to send a notice to all Regular members setting the date and time of the impeachment vote, which shall be held after at least 10 days notice. The meeting notice shall include a brief summary of the statement of the investigating committee to the Board.

(h) At the impeachment meeting of the membership, the President or other presiding officer shall present the conclusions of the investigating committee and the recommended discipline. Voting shall be by secret ballot, and requires a 2/3 affirmative vote of the members voting for the recommended discipline. The votes, whether

cast in person or by proxy (including those submitted by email) shall be tabulated by the Secretary and the result announced forthwith. The number of votes for and against the recommended discipline shall be entered in the minutes of the meeting. Unless an immediate announcement of a voting irregularity (such as a vote by a delinquent member) is made by the Secretary, the vote of the membership shall be final upon the announcement of the tally by the Secretary.

(i) In the event the investigating committee recommends dismissal of the charges, the President shall announce to the membership at the next Chapter meeting that accusations were made, investigated and dismissed by the investigating committee, and the officer remains on the Executive Committee.

ARTICLE VI

Committees

Section 1. Standing Committees. Standing Committees shall be established by the Board, as needed. Chairs of the Standing Committees shall be appointed by the Board from the Regular members. Chairs shall serve at the pleasure of the Board. Chairs shall serve on the Board with the Executive Committee.

Standing committees may include:

- (1) Membership Committee to keep a computerized spreadsheet or list of all current Regular members. The committee chair shall coordinate with the Treasurer to confirm receipt of annual chapter dues with current contact information, and to confirm before dues are accepted that membership in SinC is current. Membership shall also maintain the Chapter's membership group listing on SinC's website.
- (2) Program Committee to work in conjunction with the Board to plan the Chapter's monthly open/free program meetings, member workshops, and speaker or author support at book signing events. The committee chair shall coordinate with local and regional media, SinC news outlets, and the Website/Social Media/Blog Committee chair to publicize Chapter activities.
- (3) Social Events Committee to plan non-recurring social events for Regular members, such as relevant facilities tours and entertainment.

Section 2. Technical Support Advisory Committees. The Nooseletter Committee and the Website/Social Media/ Blog Committees require specialized skills and equipment/software. The committee chairs shall be technical non-voting advisors to the Board, and are not required to be members of either the Chapter or SinC. The Nooseletter Committee shall produce the Chapter's newsletter in print and/or electronic form at such intervals as determined by the Board. The Website Committee shall maintain the Chapter's website, moderate its blog, and advise the Board concerning technical media issues.

Section 3. Special Committees. Ad Hoc and Pro Tem Committees shall be appointed by, and report to the Board as needed, in connection with special events. The committee members shall be Regular members.

Section 4. At Large Advisory Representatives. The Board may appoint one or more individuals, especially former officers, to the Board to represent the at-large and historical interests of the Chapter. At-Large Representatives are non-voting advisors to the Board. They are encouraged but not required to be Regular members of the Chapter or SinC.

ARTICLE VII

Meetings

Section 1. Monthly Chapter Meetings. The Chapter shall meet at least once a month (except December) at a designated location, or on another schedule as determined by the Board. The meeting shall include such business items as the Board finds appropriate, in addition to the program prepared by the Program Committee. With the exception of monthly Chapter meetings, which shall be free and open to the public, all Chapter-sponsored activities shall be for Regular members only.

Section 2. Annual General Meeting. The November meeting shall be the annual general meeting of the Chapter, at which election of officers shall be conducted as set out in Article VIII. Any Regular member may propose items for the agenda of the annual general meeting by written notice to the Secretary.

Section 3. Board Meetings. Board meetings may be held at times and locations as the Board chooses. Board members may be present in person, by written proxy directed to the President or by conference call or other media access. Two thirds of the Board members shall constitute a quorum.

Section 4. Board Action Between Board Meetings. The Board may use electronic mail to consider time-sensitive issues between regularly scheduled Board meetings. The President shall count the votes on any motion related to such issue, and shall forward the motion(s) and associated vote tally to the Secretary for inclusion in the permanent records of the Board.

ARTICLE VIII

Elections

Section 1. Nominations. Nominations for Officer positions may be suggested by any Board member. A Nominating Committee shall be appointed by the President to prepare a slate of nominees to be proposed by the Board.

Nominations for officers in addition to the slate proposed by the Board may also be made by Regular members. Such nominations must be made in writing, signed by at least two (2) Regular members in addition to the nominee. The nominating members shall not have signed the nomination of any other person for the same position. The deadline for submission of such nominee petitions to the Secretary is one week before the October meeting. All nominations, including the Board slate, shall be announced by the Nominating Committee at the October chapter meeting.

Section 2. Elections. Officer elections will take place at the annual general chapter meeting each November. The vote may be made by a show of hands, or by secret ballot if such method is requested prior to the meeting by a Regular member. The Secretary shall provide an absentee ballot on request to members who are unable to attend the meeting, in order for those members to vote by proxy. The deadline for returning the absentee ballot to the Secretary is at least one week before the election. Only Regular members may vote. In the event of a tie, a run-off election will be held immediately after the confirmation of the other election results by the Secretary. Chapter governance will change hands the following January 1st.

ARTICLE IX

Dues

Section 1. Calendar Year Dues. Every member shall pay Chapter dues to the Treasurer annually in January. If a new member joins in October or later, dues paid will cover the following year as well.

Section 2. Dues Increases. The amount of Chapter dues shall be set by the Board after consideration of the Chapter's financial condition and activities planned by the Board for the upcoming year. Any increase in dues proposed by the Board shall be announced to the members at or before the annual general meeting of the Chapter.

Section 3. Dues Separate from SinC. Members of the Chapter are also required to be members of SinC. SinC's dues are collected separately by SinC. Collection of these dues is not the responsibility of the Chapter, but the Membership Committee of the Chapter is responsible for confirming that SinC dues have been paid prior to allowing a member to pay Chapter dues.

Section 4. Non-Payment of Dues. Chapter membership may be terminated if current year dues have not been paid by March 31st.

ARTICLE X

Discipline

Member Discipline for Misconduct. "Misconduct" is defined as conduct by a member which is inimical or harmful to the purposes and/or good repute of SinC and/or the Chapter. The Board of Directors may suspend or expel a member for misconduct, but may do so only after a full investigation has been made. The investigation shall include (a) 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 regarding discipline 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 XI

Bylaws and Amendments

Section 1. Bylaws. These Amended and Restated Articles of Association and Bylaws shall constitute the organization document and bylaws pro tem of the Chapter upon approval by a majority of the Board. They will continue as bylaws pro tem until the Chapter receives notice that they have been approved by SinC, and until approved by a majority of the Regular members in attendance in person or by absentee ballot at a Chapter meeting. These Amended and Restated Articles of Association and Bylaws shall be distributed to the members

at least 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 Regular members by the Secretary upon request. Approval of the bylaws requires an affirmative vote of a majority of the Regular members participating in the vote.

Section 2. Further Bylaws Amendment. 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 Regular members. Such proposals must also be approved by SinC prior to submission to the Regular members for approval. To be effective, a proposed amendment to the bylaws must be distributed to all Regular members and follow the approval process outlined above.

Section 3. Availability. The bylaws of the Chapter shall be posted on the Chapter's website or otherwise made available to all current and prospective members by request directed to the Secretary.

ARTICLE XII

Dissolution

Section 1. Procedure. After an affirmative vote of two-thirds (2/3) of the Board to terminate the existence of the Chapter, notice of such vote must be submitted to SinC by the President for its approval and instructions. Upon receipt by the President of such approval and instructions, the Board shall notify all members in writing of the time and place of the membership vote on such dissolution proposal. Voting on the proposal shall take place at a monthly Chapter meeting or at a special meeting called by the Board. Members may vote in person or by proxy, including by email. Approval of the proposal to dissolve the chapter requires a two-thirds (2/3) affirmative vote by the members who participate in the voting. Upon approval of the dissolution by the membership, the Executive Committee members shall cease to be officers of the Chapter and shall thereafter function as fiduciaries to carry out the winding-up obligations set out below.

Section 2. Distribution of Chapter Property Upon Dissolution. Upon an affirmative vote of the membership to dissolve the Chapter, its property and assets shall be distributed by its former officers in their capacity as winding-up fiduciaries as follows:

(a) all liabilities and obligations of the Chapter, including ongoing website maintenance as described below, shall be paid, satisfied, and discharged, or adequate provision made for them, and documentation of such payment and satisfaction, or other terms, shall be placed in the former Chapter's records;

(b) assets which were held by the chapter but which belong to other individuals or organizations, including SinC, and which require return, transfer, or conveyance by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; and

(c) any remaining assets shall be distributed among such tax-exempt institutions or charities whose purposes are in whole or in part compatible with those of SinC, and pursuant to any instructions received by the Chapter from SinC in connection with the Chapter's dissolution. The tax-exempt institutions may be proposed by the Board but must be approved by two-thirds (2/3) vote by those members present in person or by proxy at a special meeting held for the purpose.

Section 3. Other Actions Upon Dissolution. Information about the dissolution of the Chapter shall be posted to the Chapter's website. Such information shall include the redirection of interested parties to the contact

information available on SinC's website and/or to other nearby chapters. The website's domain name shall be maintained until its next annual cycle or for at least six months after dissolution, at which time the website shall be removed from the Internet and the domain name returned to the public domicile. Upon completion of the final tasks to complete the dissolution and distribution of assets, the former Officers shall report to SinC that all assets and liabilities have been addressed, and all other instructions from SinC to the former Officers have been carried out. The former Officers shall thereupon be released from their fiduciary obligations to the former Chapter and to SinC.

ARTICLE XIII

Rules of Procedure

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 Chapter meeting; and/or published in the Nooseletter.

Accepted:

Ann Zeigler, President

Attest:

Margaret Tessler, Secretary

Approved by the Regular membership

And signed:

_____, 2017