

BYLAWS OF THE
SPACE COAST WRITERS' GUILD, INC.
AS OF APRIL 15, 2017

Article I - Name

This organization shall be known as the Space Coast Writers' Guild, Inc (SCWG), a Florida corporation not for profit, hereinafter sometimes referred to as the "Guild."

Article II – Objective

The objective of the Guild is to provide year-round membership activities that may include: an annual conference, newsletters, membership rosters, critique group meetings, periodic speaker meetings, writing contests, and other activities and events to include support of community and educational institutions to advance member and community writing.

Article III - Membership

Section 1

Eligibility. Any person interested in active participation to further the objective of the Guild may apply to become a Member.

Section 2

There shall be the following classes of Members:

- (a) Regular Members. Any person whose application has been accepted and whose dues are current
- (b) Honorary Members. Any person may be elected as an Honorary Member by the unanimous vote of all Directors present at any meeting of the Board of Directors but shall have no rights, duties or obligations of Regular Members.
- (c) Lifetime Member, also known as Fellow. Any person who has served at least two (2) terms on the Board of Directors and has provided exemplary leadership and service to the Guild may be nominated by any member of the Board of Directors, and elected by the unanimous vote of all Directors present at any meeting of the Board of Directors but shall have all of the rights, duties or obligations of Regular Members without having to pay annual dues. Lifetime members (Fellows) shall also be exempted from paying registration at conferences and workshops.

Section 3

Membership may be terminated by resignation or action of the Board of Directors. The Board of Directors, by a two-thirds vote of those present at any duly constituted Board meeting, shall have the authority to terminate the membership of any Member when the conduct of such person is considered detrimental to the best interest of the Guild. The Member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges prior to the vote.

Article IV - Dues for Regular Members

Section 1

Dues for Regular Members may be fixed at such amounts as the Board of Directors shall determine for a particular calendar year.

Section 2

Members who fail to pay their annual dues within thirty (30) days after joining will not be entitled to the rights and privileges of membership.

Article V – Annual Business Meeting of the Membership

Section 1

A Business Meeting of the Membership will be held at least once per year for the purpose of elections of the Board of Directors and other business as required. Election of the Board of Directors will be held at a Business Meeting of the Membership called specifically for the purpose of the election during the month of April. A Director's term of office will be two years from the time of election. No Director may serve more than two consecutive terms, with the exception of the Immediate Past President.

Section 2

Notice of a Business Meeting of the Membership shall be delivered by email to each member at the last recorded address at least ten (10) calendar days prior to the meeting, setting forth the place, time and purpose of the meeting.

Section 3

At a Business Meeting of the Membership, the presence in person, representation by proxy or by electronic voting of one-fifth (20%) of the membership shall be necessary to constitute a quorum. If a quorum is not present, no official business/voting shall be conducted.

Section 4

Regular and Lifetime Members shall be entitled to make motions and vote at a Business Meeting of the Membership.

Section 5

The President or his or her designate, will present to the Membership Business Meeting a report, verified by the President and Treasurer, or by a majority of the Directors showing:

- (a) The overall condition of the Guild, and a general summary of funds received and expended for the previous year, the amount of funds currently in possession of the Guild, and the name of the financial institution in which such funds are maintained.
- (b) At the Membership Business Meeting, the Members shall determine the number of Directors to be elected for the ensuing year and shall elect such number of Directors. The number of Directors elected shall be not less than five (5) nor more than nine (9). If there is to be an increase in the size of the Board, only one (1) new Board member may be elected per year.
- (c) Following the election, the Board of Directors with its newly elected Officers, shall assume their duties. The Officers of the Board of Directors shall include, at a minimum, the President, Vice President, Treasurer, and Secretary. The Immediate Past President shall remain a member of the Board of Directors until the completion of the new President's first term. A Director will serve in a specific Officer position for no more than two consecutive years following election. By a two-thirds vote of all of the Directors, a person may serve an additional year in a given position.

Section 6

Special Business Meetings of the Members may be called by the Board of Directors, or by the President, or the Executive Committee at their discretion.

- (a) Upon the written request of ten (10) Guild Members, the President or Executive Committee shall call a Special Business Meeting to consider the subject specified in the request.
- (b) No business other than that specified in the notice of the meeting shall be transacted at any Special Business Meeting. Such Special Business Meeting shall be scheduled to take place not less than ten (10) days after the request is received by the President or Executive Committee.

Section 7

No business requiring a vote of the Regular Membership shall be conducted except at the Business Meeting of the Membership.

Section 8

The current edition of Robert's Rules of Order shall govern the proceedings of all Membership Business Meetings, and meetings of the Board of Directors, except where the same conflicts with the Articles of Incorporation, these Bylaws, or Florida Law.

Article VI - Board of Directors

Section 1

Authority. The management of the property and affairs of the Guild shall be vested in the Board of Directors.

Section 2

The number of Board of Directors so fixed at the Business Meeting of the Membership may be increased at any Special Business Meeting. If the number is increased, one additional Director may be elected per year at the meeting at which the increase is voted, or at any subsequent Special Business Meeting. All elections of

additional Directors shall be by a vote of all Regular Members present in person or representation by proxy of one fifth (20%) of the members shall be necessary to constitute a quorum.

Section 3

If any vacancy occurs on the Board of Directors, by death, resignation or otherwise, it may be filled by a vote of the Executive Committee and a majority of the remaining Directors at any regular Board meeting or at any Special Board Meeting called for that purpose.

Section 4

A meeting of the newly-elected Board of Directors shall be held immediately following the annual Business Meeting of the Membership to elect officers of the Board.

Section 5

Board Meetings. Notice of each Board meeting shall be given by an Officer of the Board of Directors personally, by mail, telephone, or email to each Director at least three (3) days before the date appointed for the meeting.

- (a) A simple majority of members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, no official business shall be conducted.
- (b) Only members of the Board of Directors may make motions and vote at Board meetings. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during Board meetings.

Section 6

The President or the Secretary may, whenever they deem it advisable, or the Secretary shall at the request in writing of four (4) Directors, issue a call for a Special Board Meeting. In the case of Special Board Meetings, such notice shall include the purpose of the meeting. No actions not included in the notice may be acted upon at the meeting.

- (a) Notice of each Board meeting shall be given by the Secretary personally, or by mail, telephone or email to each Director at least three (3) days before the date appointed for the meeting.
- (b) A simple majority of members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, no official business shall be conducted.
- (c) Only members of the Board of Directors may make motions and vote at Board meetings. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during Board meetings.

Section 7

The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Guild as it deems proper, provided such rules and regulations do not conflict with these Bylaws. The Board shall have the power by a two-thirds vote of those present at any regular Board or Special Board Meeting to remove any Officer or Committee Member from their respective office or committee position in accordance with the procedure set forth in Article III, Section 3.

Section 8

A Director shall be at least twenty-one (21) years of age and shall be a current member in good standing of the Guild. A candidate for Director must have an interest in the preservation and progress of the Guild and possess the ability and willingness to participate effectively in the discharge of the Board's responsibilities. A Director can be removed from office, without cause, by a recommendation of the Executive Committee and a majority vote of the remaining Directors, if deemed appropriate, or for three (3) unauthorized absences in a twelve-month period.

Article VII - Duties and Powers of the Board

Section 1

The Board of Directors shall have the power to appoint such other officers or agents, or Standing Committees, as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate. Appointed officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the membership or have been elected to fill a vacancy on the Board.

Section 2

The President shall:

- (a) Conduct the affairs of the Guild and execute the policies established by the Board of Directors.
- (b) Present a report of condition of the Guild at the annual Business Meeting of the Membership.
- (c) Communicate to the Board of Directors such matters, as deemed appropriate, and make such suggestions to promote the welfare of the Guild.
- (d) Designate in writing other officers, if necessary, to have power to make and execute for, and in the name of the Guild, such contracts and leases they may receive and which have had prior approval of the Board.
- (e) Investigate complaints, irregularities, and conditions detrimental to the Guild and report to the Board or Executive Committee as circumstances warrant.
- (f) Prepare and submit an annual budget to the Board and be responsible for the proper execution thereof.

Section 3

The Vice President shall:

- (a) Perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the President or Board to so act. When so acting, the Vice President shall have all the powers of that office.
- (b) Perform such duties as from time to time may be assigned by the President.

Section 4

The Secretary shall:

- (a) Be responsible for recording the activities of the Guild and maintaining appropriate files, mailing lists and necessary records.
- (b) Perform such duties as are customarily incidental to the office of Secretary or as may be assigned by the President.
- (c) Keep the Minutes of the Business Meeting of the Membership, the Board of Directors, and the Executive Committee and cause them to be recorded in a book kept for that purpose.
- (d) Conduct all correspondence specifically delegated and shall be responsible for carrying out all orders, votes, and resolutions, and shall record that a quorum is present whenever a vote is taken.
- (e) Notify Members, Directors, Officers and committee members of their election or appointment.

Section 5

The Treasurer shall:

- (a) Perform such duties as are customarily incidental to the office of Treasurer or may be assigned by the President.
- (b) Receive all monies and securities, and deposit same in a depository approved by the Board of Directors.
- (c) Keep records for the receipt and disbursement of all monies and securities of the Guild, and approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors.
- (d) Prepare an annual budget, under the direction of the President, for submission to the Board of Directors.
- (e) Prepare an annual financial report, under the direction of the President, for submission to the Board of Directors at the annual Business Meeting of the Membership.

Article VIII- Executive Committee

Section 1

The Executive Committee shall consist of not fewer than three (3) nor more than five (5) Directors, including the President, Vice President, Secretary and Treasurer. The fifth member shall be determined by the Officers of the Executive Committee.

Section 2

In no event will the Executive Committee have authority over the Board of Directors.

Section 3

The purpose of the Executive Committee shall be to consider policies and procedures to be recommended to the Board, periodically review the Bylaws and propose changes as needed.

Article IX - Other Committees

The Board of Directors shall appoint Committees as necessary.

Article X - Financial and Accounting

Section 1

The Board of Directors shall decide all matters pertaining to the finances of the Guild.

Section 2

DELETED.

Section 3

No Director, Officer, or Member of the Guild shall receive directly any salary, or compensation from the Guild for services rendered as Director, Officer, or Member. This will include speaking to the membership, producing a non-profit Guild product (such as the newsletter or membership directory.) If a project would normally compensate a non-member (a commercial magazine, for example), the Board by a two-thirds vote may allow a member to fill the compensated position and be paid. A member may be reimbursed for expenses on behalf of the Guild if the Board has approved the expenditure (newsletter supplies, etc.)

Section 4

All monies received, including grants and donations, shall be deposited to the credit of the Space Coast Writers' Guild, Inc. at a financial institution designated by the Board of Directors.

Article XI - Dissolution of the Corporation

Section 1

Dissolution of the Corporation. A vote of the Regular Members to dissolve the Space Coast Writers' Guild, Inc. must occur at a duly called Business Meeting of the Membership and the quorum for this action will be two-thirds (2/3's) of the entire membership either present or represented by authorized proxy.

Section 2

The Guild may not lease, sell, exchange, or otherwise dispose of all, or substantially all, of its property and assets unless the voting members of the Guild approve the sale, lease, exchange, or other disposition. The notice of the Meeting of the Board of Directors at which the matter is to be considered shall summarize the proposed transaction. Authorization for the transaction shall be made in the same manner as the Dissolution of the Corporation.

Section 3

Upon dissolution of the Space Coast Writers' Guild, Inc. and after all outstanding debts and claims have been satisfied, the Members shall direct disbursement of the remaining property in accordance with the Articles of Incorporation.

Article XII – Amendments

These Bylaws may be amended, repealed or altered in whole or in part by a majority vote at any duly called Business Meeting of the Membership provided notice of the proposed change is included in the notice of such meeting.