

Bylaws of the Tallahassee Writers Association, Inc.

Article I Name and Location

Section 1. The name of the organization is the Tallahassee Writers Association, Inc. (TWA) (the Association).

Section 2. The principal office of the Association shall be in the City of Tallahassee and the State of Florida.

Article II Purpose

Section 1. Purpose. The primary purpose of the Association is to support the literary arts by offering professional and novice writers education, connection, and encouragement.

Article III Association Members

Section 1. Eligibility. Anyone with an interest in developing their involvement in the literary arts, including but not limited to novice and professional writers, editors, and educators, shall be eligible for membership.

Section 2. Member in good standing. A member in good standing is a person who has applied for membership to the Association, who is current on payment of dues, and whose membership has not been revoked in the previous 12 months.

A. Members who are more than one quarter (three months) late in payment of dues will no longer be considered in good standing and will be removed from the membership of the Association. Any member so removed may rejoin upon payment of dues.

B. Only members in good standing are entitled to vote, and only members in good standing shall be counted in determining a quorum.

C. The BOD may, upon majority vote, revoke membership in the Association of any member whose actions defame or otherwise cause harm to the Association, any of its members, or its reputation.

Section 3. Annual Meeting. The annual meeting of the Association shall be held in November on the date and at the time designated by the BOD, for the purpose of electing Directors and for the transaction of such other business as may come before the membership. The BOD may reschedule the meeting if necessary.

Section 4. Special Meetings. Special meetings of the Association, for any purpose or purposes,

unless otherwise prescribed by statute, may be called by resolution of the BOD or by the President at the request of a majority of all the members of the Association in good standing, provided said members sign, date and deliver to the Association Secretary one or more written requests for the meeting describing the purpose or purposes for which it is to be held. Only business within the purpose or purposes described in the meeting notice required by Article III, Section 6 of these By-Laws may be conducted at a special meeting.

Section 5. Place of Meeting. The BOD will determine the date, time, and place of the Association's meetings.

Section 6. Notice of Meeting. Notice stating the location, day, and hour of any meeting shall be posted on the Association website at least five days prior to the date of the meeting.

Section 7. Voting. Each association member in good standing shall be entitled to one vote upon each matter submitted to a vote at a meeting of the Association. The affirmative vote of a majority of the members entitled to vote represented at a meeting at which a quorum is present shall be the act of the Association.

Article IV Board of Directors

Section 1. Composition. The Board of Directors (BOD) shall consist of five officers, two at-large members, and the committee chairs. The officers are the President, President-Elect, Immediate Past President, Secretary, and Treasurer. The committee chairs are non-voting members.

Section 2. Duties and Powers.

A. The BOD shall be responsible for the control and management of the affairs, property, and interests of the Association and may exercise all powers of the Association, except as limited by Chapter 617, Florida Statutes or the Association's Articles of Incorporation or these Bylaws. The BOD shall approve all contracts to which the Association may become a party. The BOD shall approve all press releases and similar communications with the media or the public. All members of the BOD shall regularly attend and participate in BOD, special, and general membership meetings. Each officer and at-large member of the BOD shall be a member of at least one standing committee on which he or she represents the BOD. Each standing committee shall include at least one voting BOD member.

1. In the event that the BOD is not available when a time-sensitive decision must be made, the President has the authority to make such decision without BOD approval, but must notify the BOD in a timely manner. Furthermore, any such decision must be ratified by the BOD at the earliest possible time, either by electronic vote or by vote of the BOD at the next BOD meeting.

B. Dues and fees. Annual Association membership dues will be determined by the BOD. Any

change in annual dues shall take effect upon application for membership by new members and upon renewal of membership for current members. Fees for conferences, workshops, and other events shall be proposed by the appropriate committee and will be determined by the BOD.

C. Duties of Officers. The officers of the BOD shall, unless otherwise provided by the BOD, each have such powers and duties as generally pertain to their respective positions. The President, or President-Elect in the absence of the President, shall preside at meetings of the BOD. The BOD represents the Association in social, cultural and community activities.

1. President. The President provides the leadership and coordination required to fulfill the mission and goals of the Association. The President, subject to the control of the BOD, shall in general supervise and control all of the business and affairs of the Association. The President shall, when present, preside at all meetings of the Association and of the BOD. The President works with the Treasurer and other members of the BOD to establish an annual budget and secure funding. The President shall be listed on the Signature card with the Association's operating account. The President works with the President-Elect and the Immediate Past President to assure continuity of operations.

2. President-Elect. Assists the President in fulfilling the mission and goals of the Association. Stands ready to assume the duties of the President when necessary. Duties include:

- (1) Presides over BOD and General Membership meetings in the absence of the President.
- (2) Assumes the responsibilities of the President if this office is vacated before the term naturally expires.
- (3) If the BOD votes at its July meeting to have a conference during the following calendar year, serves as liaison to the Conference Committee.
- (4) Assists with publicity, policy development, and long-range planning.

3. Immediate Past President. Serves as an advisor to the current President.

4. Secretary. Prepares, maintains, and disseminates the Association's records and correspondence. The Secretary shall:

- (1) Record in writing the minutes of all TWA BOD meetings and other meetings designated by the BOD to be recorded.
- (2) Distribute minutes to the other members of the BOD at least two days prior to the next BOD meeting.
- (3) Submit all minutes to the Website Manager to post on the Association website within two

weeks after approval by the BOD.

(4) Make written records available for inspection by the Association members when a request is made to the Secretary or other BOD member.

(5) Maintain a hard copy and back-up electronic copy of all minutes, correspondence, grant applications, and all other Association records in his or her home or other appropriate location as approved by the BOD.

(6) Prepare and send correspondence, as required, on behalf of the BOD and the Association. Obtain a copy of official correspondence from other BOD members for permanent record.

(7) At the conclusion of his or her term, provide all records to the incoming Secretary.

5. Treasurer. The Treasurer shall chair the Finance Committee and shall be subject to the authority of the BOD in all matters. The Treasurer shall prepare and maintain the Association's budget and financial records, and review the Association's bank account in accordance with uniform, accepted accounting practices. The Treasurer shall be proficient in Excel or other spreadsheet programs and QuickBooks or a similar small business or not-for-profit accounting program. Any expenses of the Association must be included in the budget prepared by the Treasurer and approved by the BOD. Any expenses not in the BOD-approved budget must be pre-approved by a majority vote of the BOD. The Treasurer shall keep correct and current financial records of the Association, according to accepted accounting practices for private, nonprofit corporations. At any reasonable time, all accounts and records may be inspected by any member. Duties include:

(1) Purchases and renews appropriate Directors and Officers liability insurance coverage on behalf of the Association.

(2) Presents to the BOD, at least two days prior to the BOD meeting, a list of disbursements and contracts authorized or executed during the year to date.

(3) Writes checks and/or makes other arrangements for payments to third parties or to reimburse members as approved in the budget or by the BOD. Charges all such expenses to the appropriate account and/or budget line item. All checks drawn on the Association's accounts shall bear the signatures of the Treasurer and the President or his or her designee. Credit card purchases shall require the approval by the BOD and shall be documented in the minutes.

(4) Along with the President, signs all contracts approved by the Association. No contract shall be entered into that does not include the signatures of both the Treasurer and the President or their designees.

(5) Invoices members for annual dues payments.

- (6) Oversees the collection of all monies received. Arranges for deposit of all funds into the Association's checking account (or other account approved by the BOD). Credits all income to the appropriate account and/or budget line item.
- (7) In conjunction with the BOD and relevant committee members, prepares and maintains an annual budget for the Association, as approved by the BOD. BOD approval of the budget at the start of the year, or as amended, will provide the Treasurer and committees with authority to expend monies as provided for in the budget.
- (8) Reconciles bank accounts monthly and prepares monthly year-to-date financial reports. Submits the current financial report to the BOD at least two days prior to each BOD meeting, and presents the current financial report at each BOD meeting. The monthly report shall include a report of all income and expenditures, and the current account balances and liabilities of the Association.
- (9) At year end, in conjunction with the incoming Treasurer, prepares the annual financial report and submits it to the BOD at least two days prior to the January BOD meeting. The outgoing Treasurer shall present the annual financial report to the BOD jointly with the incoming Treasurer at the January BOD meeting.
- (10) Provides other financial information and reports to the BOD as needed. This includes, but is not limited to, assisting with the financial aspects of all grant preparation and reporting.
- (11) Advises the BOD when proposed expenditures are outside the scope of the approved budget, requiring additional BOD action.
- (12) Prepares and files State of Florida Sales Tax reports quarterly (or as otherwise required by the State).
- (13) Prepares and files annual IRS income tax return for non-profit organization (due May 15 of each year).
- (14) Prepares and files annual State of Florida Charitable Contribution reports (due July of each year).
- (15) Prepares and files annual Corporation registration with the State of Florida Department of State between January 1 and May 1.
- (16) Maintains copies of financial records for at least 7 years and delivers them to the incoming Treasurer by December 31.
- (17) Ensures the Association's financial records are professionally audited prior to March 1,

2018, and every four years thereafter. The BOD may approve a more frequent audit if necessary or advisable. This audit requirement is subject to the Association having sufficient funds to perform an audit.

D. Duties of Directors-at-Large. Directors-at-Large contribute to the operational and policy decisions of the Association and participate in programs or activities on an ad hoc basis. Duties of directors-at-large include:

1. Regularly attend and participate in BOD, General Membership, and special meetings.
2. Participate in at least one ongoing activity for the benefit of the Association, such as critique group formation, tent sales, annual holiday gathering, etc.
3. Serve as liaisons between Association members and the BOD. Bring concerns and needs of members to the attention of the BOD.

E. Delegation of Duties. In the prolonged absence of any officer or director of the BOD, a majority of the remaining BOD members may delegate that officer's or director's duties or powers to any other BOD member.

Section 3. Resignation. Any BOD member may resign at any time by giving written notice via mail or electronic means addressed to the BOD or to the President. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the BOD or President.

Section 4. Removal. Any member of the BOD may be removed, with cause, by a majority vote of the remaining voting members of the BOD.

A. Cause for Removal. Any of the following are cause for removal:

1. Misappropriation of funds;
2. Egregious dereliction of duties as described in Article IV, Section 2 or Article VI, Section 7;
3. Usurping or attempting to usurp power from the BOD;
4. Failure to follow the Bylaws of the Association; or
5. Absence from two or more consecutive BOD meetings without due and reasonable notice to the President.

B. In the event that the President is removed, the President-Elect shall fill the remainder of the term.

C. In the event that the Immediate Past President is removed, the position shall remain vacant until the election, when the current President shall move into the role.

D. In the event that any member of the BOD other than the President or Immediate Past President is removed, a successor shall be elected by a majority vote of the remaining voting members of the BOD to fill the remainder of the term.

Section 5. Number and Term.

A. The BOD shall consist of five officers, two directors-at-large, and standing committee chairs. The standing committee chairs are ex-officio members of the BOD, are not counted to establish a quorum, and do not have a vote by virtue of being a standing committee chair, but may be a voting member of the BOD by virtue of another position on the BOD.

B. A member of the BOD shall not hold more than one office at a time, but may be both an officer and a committee chair. The officers and directors-at-large shall be elected by the Association membership at the Association's annual meeting. Each officer shall hold office from January 1 - December 31 of the year following the election. BOD members may be elected to additional terms.

Section 6. Elections.

A. The President-Elect, Secretary, Treasurer and two at-large directors shall be elected by a vote of the Association membership. The Secretary, Treasurer, and two at-large directors may be re-elected for two additional one-year terms, but shall not be eligible for a fourth consecutive term in the same position. The President-Elect assumes the Presidency and the current President assumes the position of Immediate Past President. At the conclusion of his or her term as Immediate Past President, the Immediate Past President may run for President-Elect or any other position on the BOD.

B. If the position of President-Elect is vacant when the annual election is held, the current President and current Immediate Past President may, with approval of a majority of votes cast by members in good standing, continue their positions for one calendar year. A candidate for President-Elect shall be identified as quickly as possible and shall be elected according to Article IV, Section 8 of these Bylaws.

C. By October 1, the Chair of the Membership Committee (or in the absence thereof, the Association President or another member of the BOD) shall notify all Association members in good standing of the procedure for nominating members of the BOD, as described below.

D. Any Association member in good standing may submit nominations for the BOD. In any election, no member may nominate more than one person for each position on the BOD.

Nominations from Association members shall be sent via mail or email to any member of the BOD and must be received by the BOD at least two weeks prior to the annual membership meeting. The Membership Committee (or in the absence thereof, two members of the BOD appointed by the President) shall review all nominations received on or before the deadline. All nominees whose interest and qualifications are verified shall appear on the ballot.

1. Any member of the Association shall be eligible for nomination to the BOD, provided that such member:

(1) Has been a member of the Association in good standing for a minimum of the previous 12 months; and has either:

(a) Participated in a minimum of six Association meetings in the previous 12 months; or

(b) Volunteered in a minimum of three Association events in the previous 12 months.

E. Voting shall be conducted during the annual general membership meeting. Each member in good standing shall have one vote for each open position. The ballot shall include space for write-in candidates. The ballot shall be sent by electronic means at least seven days prior to the general membership meeting to all Association members in good standing. Only members present at the general membership meeting, and those whose ballots are received by 5:00PM Eastern Time on the date of the election, shall be counted. The candidate with the largest number of votes cast shall be deemed elected. In case of a tie, a recount of ballots shall be undertaken. If a tie remains after such recount, the names of the two candidates will be placed for a vote before the membership at a subsequent meeting as decided by the BOD. The candidate receiving a majority of the votes cast at that meeting will be considered the winning candidate.

Section 7. Terms. The terms of all members of the BOD shall expire December 31.

Section 8. Vacancies. Any vacancy on the BOD shall be filled for the unexpired portion by a majority vote of the remaining voting members of the BOD at any regular meeting or special meeting of the BOD called for that purpose. A vote to fill a BOD vacancy may be accomplished via electronic means if a majority of the remaining voting BOD members participates.

Article V Committees

Section 1. Committee Chairs.

A. Committee chairs are approved by the BOD, with the exception of the Finance Committee, which shall be chaired by the Treasurer. Any member of the Association shall be eligible for appointment to chair a committee, provided that such member has been a member of the Association in good standing for a minimum of the previous six months and has participated in a minimum of three Association meetings and has volunteered at one or more Association events,

or a combination totaling a minimum of four such meetings or events, in the 12-month period immediately prior to appointment.

1. The President-Elect shall solicit standing committee chairs for his or her term as President for approval by the voting members of the BOD. Terms of the standing committee chairs shall commence at the same time as the President-Elect assumes the office of President. Committee chairs shall be appointed for terms of one year, and may be re-appointed for an unlimited number of terms. If a committee chair vacancy occurs, the President shall solicit a replacement and the BOD shall approve a replacement for the remainder of the term.

B. At any time after the election, but prior to January 1 of the following year, the BOD shall appoint chairs of the standing committees who shall assume responsibility January 1, with the exception of the Conference Committee Chair. This chair shall be appointed by the BOD on or before June 30 for a conference to be held in the next calendar year. The BOD may decide at any time, by majority vote of the voting BOD members, to cancel or to not have the conference if the BOD determines that such decision is in the best interest of the Association.

C. Committee chairs shall report their activities in writing to the BOD at least two days prior to the day of the monthly BOD meeting or as requested by the BOD.

D. Each committee chair presides over the activities of their respective committees to provide the functions outlined below. Each committee chair:

1. Regularly attends and actively participates in all BOD, General Membership, and other special meetings of the Association.
2. Is responsible for the implementation of committee functions listed in this Article.
3. Reports on these activities to the BOD by two days prior to the day of the monthly BOD meeting or as requested by the BOD and, as necessary, reports to the General membership.
4. Recruits sufficient help from members to fulfill the requirements of the committee.
5. Prior to November 1 of each year, submits a proposed budget for the committee for the subsequent year to the Treasurer. The current committee chair will work with any new incoming committee chair in developing the budget for that committee.

E. Each committee chair shall appoint members of his/her committee and shall make appointments to fill any vacancies that occur during his/her term of office. The membership of each standing committee shall include one voting member of the BOD. Each committee appointee shall be a member in good standing of the Association at the time of appointment or shall be appointed provisionally, contingent upon becoming a member at the next opportunity. Committee members shall be appointed for terms of one year, and may be re-appointed for an

unlimited number of terms.

Section 2. Standing Committees. The standing committees shall include: Contests, Finance, Marketplace, Membership Hospitality, Newsletter, Programs, Publicity/Outreach, and Website Management. Committee chairs are approved by the BOD after the election but prior to January 1, with the exception of the Conference Committee Chair as noted in Article V, Section 1.B.

A. Contests Committee. This committee is responsible for any and all contests administered by the Association, including but not limited to the following:

1. Penumbra Poetry and Haiku Contest. Plans, coordinates, and, in conjunction with the Publicity/Outreach Committee, publicizes the annual Penumbra Poetry and Haiku Contest, National Poetry Month events, and other poetry programs and activities.

(1) Determines the contest scope, deadlines, rules, and prizes to be awarded.

(2) In conjunction with the appropriate committees, solicits contest entries.

(3) Recruits preliminary screening and contest finals judges.

(4) Collects, records, and collates entries.

(5) Following the deadline, screens poetry and haiku entries to volunteer readers for preliminary ranking and opens access to finals judges for ranking.

(6) Composes appropriate form letter to notify entrants. Coordinates with Treasurer and mails prizes to winners.

(7) Composes Winners' List and mails to all winners. Sends Winners' List to appropriate committee chairs for posting on Association website and in Association newsletter.

(8) Provides judges with honoraria and thank-you letters.

(9) Collects and edits selected entries and contributor biographies; collects and edits judges' biographies; ensures these items are included in the Seven Hills Review.

2. Seven Hills Literary Contest. Plans, coordinates, and in conjunction with the Publicity/Outreach Committee, publicizes the annual Seven Hills Literary Contest for Writers. The Committee:

(1) Determines the contest scope, deadlines, rules, and prizes to be awarded to the winners. Prepares judging criteria for the use of preliminary screeners.

- (2) In conjunction with the appropriate committees, solicits contest entries.
- (3) Recruits preliminary screening judges and contest final judges.
- (4) Sets up the contest categories and preliminary screening judges online.
- (5) Following entry deadline, arranges for preliminary screening of entries and opens access to finals judges for ranking.
- (6) Provides finalist judges with honoraria and thank-you letters.
- (7) Notifies Treasurer to prepare checks for winners. Mails prizes to winners. Notifies all entrants of the contest results. Notifies appropriate committees to post winners on Association website, in Association newsletter, and media outlets.
- (8) Collects and edits selected entries and contributor biographies; collects and edits judges' biographies; submits these items to the Contests Committee Chair for inclusion in the Seven Hills Review.

3. Seven Hills Review publication. Oversees all aspects of publication, including interactions with Amazon or other printers/publishers, to ensure timely, accurate, and professional publication. In conjunction with Treasurer, ensures collection and deposit of sales receipts. The Committee:

- (1) Collects and edits selected Penumbra and Seven Hills Literary Contest entries and contributor biographies.
- (2) Collects and edits judges' biographies.
- (3) Arranges cover design.
- (4) Selects publisher(s) and, if appropriate, printer(s).
- (5) Edits book contents.
- (6) Publicizes and fills orders for books.

B. Finance Committee. The Chair of the Finance Committee is the Treasurer. The Finance Committee assists the Treasurer in performing duties listed in Article IV, Section 5.

C. Marketplace Committee. The Marketplace is a mobile book store featuring professionally published books (traditional, indie, and self-published) written or published by Association

members. The primary purpose of the Marketplace and the Marketplace Committee is to raise the Association's visibility in the region and to promote its authors and programs. The Committee:

1. Solicits, coordinates, schedules, and supervises volunteers, including scheduling adequate coverage of Marketplace events/venues (e.g., Downtown Marketplace, Word of South). Members with books promoted through the Marketplace are expected to volunteer according to rules established by the Committee for Association members' participation in Marketplace events.
2. Reserves venues and ensures payments for operation of the Marketplace according to the approved committee budget.
3. Serves as primary liaison with venues.
4. Ensures the timely and safe pick-up and delivery of books to event venues and the return of unsold books to storage at close of the event.
5. Communicates with authors selling books in the marketplace tent to ensure adequate stock and coverage.
6. Ensures accurate accounting and bookkeeping for the Marketplace, including quarterly payments to authors.
7. Coordinates inventory management tasks.
8. Ensures accurate record keeping for transactions and book sales, including daily inventory of books sold.
9. Ensures professional display of books and promotional materials.

D. Membership Hospitality Committee. The Membership Hospitality Committee oversees membership and provides hospitality to members and guests at Association functions. The Committee:

1. At each meeting of the Association, sets up and takes down a Greeters Table, greets all attendees, signs them in, and provides name tags for each.
2. Maintains, manages, and updates the Association member database. Includes updated figures in report to BOD.
3. Upon approval of the BOD, notifies members of their renewal or expired status.

4. Facilitates new member recruitment and membership renewals.
 5. Provides new members with basic Association materials and information including, but not limited to, a welcome package, member benefits, meeting schedules, upcoming events, and contact information for committee chairs for volunteer opportunities.
 6. Secures and maintains a TWA Membership Application and provides adequate membership supplies at all monthly meetings and other functions such as workshops.
 7. Follows up with non-members who attend Association meetings.
 8. Records the attendance at monthly General Meetings and reports this to the BOD for inclusion in the minutes.
 9. Works with the Publicity/Outreach Committee to attract student members of all ages.
 10. Sets up and takes down necessary tables and chairs for Association meetings and returns space to its original order.
 11. Working with the Program Committee, ensures that speaker tables and public address system are set up, taken down, and put away.
 12. Greets visitors, introduces them to others, and answers questions or directs them to those who can.
 13. With other members and committees, including Publicity/Outreach, plans and arranges for special occasions, such as the Holiday Party.
- E. Newsletter Committee. Prepares and distributes the monthly newsletter of the Association. The Chair serves as the newsletter editor and must have computer and email access as well as the ability to use hardware and software to compose and prepare files. The Committee:
1. Writes and collects information on future meetings, conferences, workshops and other activities; and member news, contests and other notifications of interest to members. Writes and collects features dealing with the craft and business of writing.
 2. Requests and acquires input from members and other sources of material for inclusion in the newsletter. Edits submissions for size, content, stylistic consistency and accuracy. Determines suitability of submissions for inclusion, consulting with the President as required.
 3. Maintains and updates the distribution list for electronic delivery of the newsletter to subscribers in formats they can access.

4. Prepares pages of the newsletter. Proofreads with assistance of member copyeditors. Distributes electronic newsletters to members on the first day of each month. Sets deadlines for submission of articles and other information to be published in the newsletter.

5. Makes current and past copies of newsletter available for access through the Association's website by submitting a copy to the Website Manager.

F. Programs Committee. Responsible for planning and publicizing all programs, workshops, clinics, and special events, exclusive of the Conference, for which there is a separate committee. The Committee:

1. Schedules monthly and special programs. Recruits speakers/presenters sufficiently in advance to permit effective publicity for each program. Provides members with a balanced program to include information relating to various genres, the business of writing and elements of writing craft. The program schedule should extend through January of the subsequent year.

2. Makes sure meeting facilities are arranged for all General Membership meetings, BOD meetings, and special events, excluding the Conference. Sees that needed audiovisual and other equipment is on hand.

3. Submits Program Previews to the Newsletter Editor and Website Manager. The information should include a listing of all upcoming meetings and events as well as detailed previews of the next monthly program.

4. Submits program information to the BOD for approval, after which the BOD forwards to the Publicity Committee.

5. Following each program, provides gifts to speakers as authorized by the BOD. Follows up with thank you notes and correspondence with speakers to maintain a cordial ongoing relationship.

6. Maintains a permanent record of each program, including follow-up correspondence with speakers. This record, and contact information for speakers, shall be shared with the Secretary. All such records shall be transferred to the incoming Program Committee Chair by December 1 of each year.

G. Publicity/Outreach Committee. Publicizes the Association and develops and maintains programs for writers in the community. The Committee:

1. Works with area middle-school and high-school teachers to develop programs and to encourage area middle and high school students to participate in the Teen Authors Guild (TAG).

2. Works with area institutions of higher learning to involve students and faculty in the

Association.

3. Facilitates meetings of the TAG.
4. Arranges for Association members to participate in activities sponsored by area schools that promote and encourage reading and writing.
5. Prepares news releases and articles promoting Association activities, contest results, and other Association achievements.
6. Places news releases and articles in appropriate media
7. Develops a publication schedule for posts on the TLH Books blog which is part of Tallahassee.com. Collects reviews and other articles written by Association members for the blog. Posts accepted submissions as soon as the publication schedule allows.

I. Website Management Committee. Maintains content of the Association website. The Committee:

1. Posts approved meeting minutes to the Association website within two weeks after receipt, as view-only documents. Regularly posts new materials and updates data to the Association website to keep it current.
2. Posts the monthly speakers and topics as soon as secured.
3. Posts announcements of new books by Association members for approximately six weeks after publication. It is the responsibility of individual writers to submit the information on their titles.
4. Keeps the website organized by posting information in appropriate sections.
5. Adds selected information not specific to the Association but of interest to writers.
6. Publishes Association members' book events.
7. Posts a link to the current newsletter and archives previous issues.
8. Works with the Treasurer to be sure the Association domain names and website hosting service remain current and are paid for in a timely fashion.

Section 3. Ad Hoc Committees. The BOD may create ad hoc committees. The President shall appoint, and the BOD shall approve, a chair for each ad hoc committee.

Section 4. Duties. Committees shall have such functions as delegated by the BOD and outlined in these Bylaws. Committee meetings shall be held at such time and place as determined by the committee Chairs. All committee chairs shall report their committee activities in writing to the BOD at least two days prior to the day of the monthly BOD meeting or as requested by the BOD.

Section 5. Authorization and Discontinuance. The BOD may create and dissolve all ad hoc committees upon a majority vote. Creation or dissolution of standing committees requires a change to these Bylaws.

Article VI Meetings

Section 1. Regular and Annual Meetings. The BOD will meet monthly according to a schedule set by the BOD. The annual meeting of the BOD shall be held in November of each year unless rescheduled by the BOD.

Section 2. Special Meetings. Special meetings of the BOD shall be held whenever called by the President or by at least three members of the BOD, at such time and place as may be specified in the respective notice or waivers of notice thereof.

Section 3. Notice and Waiver. Notice of any special meeting shall be given at least five days prior by written, telephone, or email notice delivered to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid. Any director may waive notice of any meeting, either before, at, or after such meeting, by signing a waiver of notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened. The schedule of monthly BOD meetings for the calendar year shall be posted on the Association website by January 1 of each year. Notice of any change in a BOD meeting shall be posted on the Association website at least five days prior to the original or rescheduled date, whichever is earlier, with the exception noted in Article IV, Section 2.

Section 4. Quorum and Adjournments. At all meetings of the BOD, the presence of a majority of the voting members of the BOD shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is not present at any regular or special meeting, the meeting may be adjourned. A quorum is achieved as follows:

A. For votes that come before the Board of Directors (“BOD”), a majority of the voting members of the BOD must be present in person or via electronic means. At the discretion of the Association President or President-Elect (formerly known as the Vice President), the BOD may also vote via electronic means in lieu of a face-to-face meeting. In such circumstances, a quorum is achieved if a majority of the voting members of the BOD submit votes via electronic means prior to the date and time designated by the Association President. A proxy shall not be accepted

for establishing a quorum. Votes by proxy on specific motions shall be accepted. No member of the BOD shall hold the proxy for more than one other voting member on any one motion.

B. For votes that come before the Association membership, a quorum shall be achieved if 40% of Association members in good standing either are present or have voted via official electronic ballot prior to the meeting. A proxy shall not be accepted for establishing a quorum. Votes by proxy shall not be accepted.

Section 5. BOD Action. At all meetings of the BOD, each voting member present shall have one vote. A voting member who is not present may, prior to the meeting, assign a proxy to a BOD member who is present. Except as otherwise provided by statute, the action of a majority of the directors present or voting by proxy at any meeting at which a quorum is present shall be the action of the BOD. Any action authorized in writing by all the directors entitled to vote thereon and filed with the minutes of the Association shall be the action of the BOD with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the BOD. Any action taken by the BOD may be taken without a meeting if agreed to in writing by all members before or after the action is taken, and if a record of such action is filed in the BOD minutes.

Section 6. Telephone and Electronic Meetings. BOD members may participate in meetings of the BOD through use of a telephone, email, or any other electronic means if such can be arranged so that all members of the BOD can participate. The use of telephone, email, or other electronic participation shall constitute presence in person.

Section 7. Resignation and Removal. Any director may resign at any time by giving written notice addressed to the BOD or to the President. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the BOD or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed with cause by the action of the BOD.

Section 8. Liability. No BOD member shall be liable for any debt, obligation, or liability of the Association, except where such debt, obligation, or liability was incurred without proper authority.

Article VII General Provisions

Section 1. Fiscal Year. The fiscal year for the Association is January 1 through December 31.

Section 2. Inurement. No part of the net revenue of the TWA shall inure to the benefit of or be distributable to its directors, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 3. Lobbying. No substantial part of the activities of the TWA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the TWA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Association.

Section 4. Indemnification. Any BOD member, volunteer, or employee of the Association shall be indemnified and held harmless to the full extent allowed by law.

Section 5. Insurance. The Association may, but is not required to, obtain insurance providing for indemnification of any BOD member, volunteer, or employee.

Section 6. Executive Director. Upon majority vote of the BOD, an Executive Director may be hired to carry out the day-to-day operation of the Association.

A. If the BOD votes to hire an Executive Director, the following terms shall apply.

1. The Executive Director shall be employed under contract for and on behalf of the Association by the BOD pursuant to such terms and conditions as established in the official position description, and shall report to the BOD. The Executive Director shall be a contracted employee and shall not be eligible for any benefits other than those detailed in the contract. The contract shall state the BOD's authority to hire, terminate, or extend the position.
2. The Executive Director is not required to be a member of the Association and shall not be a member of the BOD.
3. Payment of the Executive Director shall be determined and approved by the BOD prior to advertising or filling the position.
4. As directed by the BOD, the Executive Director ensures that the Association programs, activities, and services fulfill the needs and interests of the Association membership pursuant to the Association's Mission Statement, Bylaws, and other governing documents of the Association.

B. The primary functions of the Executive Director shall include, but not be limited to, the following:

1. Assists the BOD in formulating the organization's mission, goals, objectives and related policies and is responsible for their implementation.
2. Conducts the affairs of the Association and oversees the overall operations of the Association

at the direction of the BOD.

- 3. Interprets and applies policies of the Association.
- 4. Fulfills the duties set forth in the official position description within the limits of the Articles of Incorporation, the Bylaws, and any Policies and Procedures of the Association.
- 5. Executes and administers all contracts and agreements as authorized by the BOD.
- 6. Carries out other assignments as directed by the BOD.

Article VIII Parliamentary Authority

Section 1. Wherever these Bylaws make no specific provisions, the organization of and procedures in the Association shall be governed by the current edition of *Robert’s Rules of Order*, provided they are not inconsistent with the Association’s Articles of Incorporation.

Article IX Amendments

Section 1. The BOD or five or more members in good standing of the Association may propose one or more amendments or revisions to these Bylaws. Any such proposal shall be circulated in writing to all members in good standing at least seven days prior to the date called for voting on the proposal. Such written proposal shall be voted upon either by mail or electronic balloting or by vote at a meeting of Association members called for the purpose.

Any amendment so proposed shall be deemed adopted by a majority vote of the combined number of members voting by mail and electronic ballots and by hand count at such a meeting.

Section 2. The Bylaws shall be consistent with the Association’s Articles of Incorporation.

Certified to be the Bylaws of the Tallahassee Writers Association, Inc. adopted by the Association at the annual general membership meeting on November 11, 2021.

President, Tallahassee Writers Association	November 11, 2021
President-Elect, Tallahassee Writers Association	November 11, 2021
Immediate Past President, Tallahassee Writers Association	November 11, 2021