

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 or the Association).

Section 2. The Association shall be based in the City of Tallahassee in the State of Florida.

Article II Purpose

Section 1. The primary purpose of the Association is to support members of the local literary arts community by offering education, connection, outreach, promotion, and encouragement to members of the Association.

Article III Association Membership

Section 1. Eligibility. Anyone over 18 years of age 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. Anyone at least 13 years of age but under 18 years of age with the above interest is eligible for membership with consent of a parent or legal guardian.

Section 2. 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.

Section 3. Member in good standing. A member in good standing is a person whose application for membership in the Association has been accepted, who is current on payment of dues, and whose membership has not been revoked in the previous 12 months.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 their membership will be revoked. Any member so removed may rejoin upon accepted application and 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. The decision of the Board is final without recourse.

Section 4. Voting. Each 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 in good standing represented at a meeting shall be the act of the Association.

Article IV Board of Directors

Section 1. Composition. The Board of Directors (BOD) shall consist of seven officers and the chairs of all standing and ad hoc committees. The officers are the President, President-Elect, Immediate Past President, Secretary, Treasurer, and two At-Large members. The officers are voting members. The committee chairs are non-voting members.

Section 2. Duties and Powers. 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 represents the Association in social, cultural, and community activities.

A. 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 duties of the officers are described in detail in the Policies and Procedures document, which is incorporated by reference into these bylaws.

1. President. The President provides the leadership and coordination required to fulfill the mission and goals of the Association. The President, or President-Elect in the absence of the President, shall preside at meetings of the BOD.
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.
3. Immediate Past President. Serves as an advisor to the current President and President-Elect.
4. Secretary. The Secretary keeps an accurate record of Association business. Duties include recording in writing and distributing the minutes of all TWA BOD meetings and preparing correspondence on behalf of the Association upon request by the Board.
5. Treasurer. The Treasurer ensures the Association complies with all financial reporting requirements including state and federal regulations and laws. The Treasurer performs all the functions required to keep the Association in good financial standing. With Board approval, the Association may hire a financial professional to assist the Treasurer with the responsibilities of this position.
6. 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.

B. Duties of committee chairs. Standing and ad hoc committee chairs shall regularly attend and/or provide reports at BOD meetings and shall regularly participate in other meetings and functions of the Association.

C. Delegation of Duties. In the prolonged absence of any officer 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. 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. Proxy votes may not be used to establish a quorum. 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, including electronically, by all members before or after the action is taken, and if a record of such action is filed in the BOD minutes.

Section 4. Telephone and Electronic Meetings. BOD members may participate in meetings of the BOD through use of a telephone, email, teleconference, or any other electronic means if such can be arranged so that all members of the BOD can participate. The use of telephone, email, teleconference, or other electronic participation shall constitute presence in person.

Section 5. 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.

Section 6. Resignation. Any BOD member may resign at any time by giving written notice via email to the voting members of the BOD. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the BOD, and the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Removal. Any member of the BOD may be removed with cause by a majority vote of the remaining voting members of the BOD. The decision of the Board is final with no recourse.

- 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 in 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 8. Number and Term.

- A. The BOD shall consist of seven officers as listed in Article IV, Section 1, and committee chairs. The 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. Each officer shall hold office from January 1 - December 31 of the year following the election. BOD officers may be elected to additional terms.

Section 9. Elections.

- A. The President-Elect, Secretary, Treasurer, and two At-Large directors shall be elected by a vote of the Association membership at the Association's annual meeting. At the end of his/her term as President-Elect, The President-Elect assumes the office of President, 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. There are no term limits for Secretary, Treasurer, and At-Large directors. They may run for re-election as long as they are members in good standing.
- 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 Association 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 or as soon as possible thereafter, the 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.
 - 1. 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 shall be sent via email to the Membership Committee Chair at the official email address noted on the Association website. Nominations must be received at least five days 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. Members will have the opportunity to make nominations from the floor prior to the election for write-in candidates.

2. Any member of the Association in good standing shall be eligible for nomination to the BOD, provided that such member has participated in Association activities in ways that reflect their commitment to the Association.
3. 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 two 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 winning candidate will be determined by the flip of a coin.

Section 10. 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 Governance. The BOD may create, revise, or dissolve any ad hoc committee upon a majority vote. The BOD may revise any standing committee upon a majority vote. Creation or dissolution of standing committees requires a change to these Bylaws. Any member of the Association in good standing may chair or serve on a committee.

Section 2. Committee Chairs. Committee chairs are approved by the BOD. Each committee chair presides over the activities of their respective committees to provide the functions of the committee. The duties of committees and committee chairs are briefly described in these Bylaws. They are defined in more detail in the Policies and Procedures document.

Section 3. Standing Committees. The standing committees shall include: Contests, Hospitality, Marketplace, Membership, Newsletter, Programs, Publicity & Outreach, and Website. Standing committee chairs are approved by the BOD after the election but prior to January 1. Committee responsibilities are described in detail in the Policies and Procedures document.

- A. Contests Committee. This committee administers all the Association's contests, including determining the scope, rules, prizes, and deadlines; coordinating with other committees for marketing and promotion; recruiting readers and judges; and other duties to ensure contests are run smoothly and efficiently and have benefits for members. The committee is also responsible for selecting a publisher and overseeing the formatting and publication of the annual *Seven Hills Review*, which features winning entries from the Seven Hills Literary/Penumbra Poetry and Haiku Contest.

- B. Hospitality Committee. The purpose of the Hospitality Committee is to greet members and guests and organize hospitality at all face-to-face Association functions to ensure that members and guests feel welcome and valued.
- 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.
- D. Membership Committee. This committee promotes membership in the Association and provides information and assistance to Association members, including new and potential members. Committee members work with the Website Committee to ensure the membership registry is current, complete, and functional.
- E. Newsletter Committee. This committee produces and distributes the Association's monthly e-newsletter. The newsletter keeps members informed of upcoming events, meetings, and opportunities; celebrates member successes; and provides up-to-date information about the BOD and committee representation. The Committee 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.
- F. Programs Committee. This committee is responsible for planning presentations at the monthly membership meetings, except for the Holiday Party, which is the responsibility of the Hospitality Committee. The program schedule should extend through January of the subsequent year.
- G. Marketing & Outreach Committee. This committee publicizes the Association's activities, and member benefits, and promotes its members' events and successes, and develops and maintains programs for writers in the community.
- H. Website Management Committee. This committee maintains the Association website, including members-only content and information for nonmembers, making the website a vital source of information for the writing community. The committee advises the Board of any services requiring payment to the content management system manager.

Section 4. Ad Hoc Committees. The BOD may create ad hoc committees, including a Conference Committee if the BOD votes to hold a conference. The President shall appoint, and the BOD shall approve, a chair for each ad hoc committee.

Section 5. 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. Although encouraged to attend meetings of the BOD, committee chairs are not required to attend BOD meetings unless requested by a voting member of the Board.

Article VI Meetings

The Association shall hold regular and special meetings according to a schedule set by the BOD.

Section 1. Monthly Membership Meetings. Unless otherwise determined by the BOD, the Association shall hold monthly meetings to provide valuable information on literary topics of interest to members, as well as networking opportunities.

Section 2. Annual Meeting. The annual meeting of the BOD shall be held in November of each year 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 3. Special Meetings. Special meetings of the Association, for any purpose or purposes, unless otherwise prescribed by statute, may be 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. A special meeting may be called 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 Board of Directors a written request 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 4. Place of Meeting. The BOD will determine the date, time, and place for all the Association's meetings.

Section 5. Notice of Meeting.

- A. The schedule of monthly membership meetings and BOD meetings for the calendar year shall be posted on the Association website by January 1 of each year.
- B. Notice of any special meeting shall be posted on the website at least three days prior to the meeting date and shall also be delivered electronically (telephone, email, text, etc.) to each director at least three days prior to the meeting date.
- C. Notice of any change in a BOD meeting shall be posted on the Association website at least three days prior to the original or rescheduled date, whichever is earlier, with the exception noted in Article IV, Section 2.

Section 6. Quorum and Adjournments. A quorum is required at BOD meetings and any special meeting where a vote is taken. A quorum is not required at the Annual meeting.

- A. Board of Directors Meetings. At all meetings of the BOD, the presence of a majority (greater than 50%) of the voting members of the BOD shall be necessary and sufficient to constitute a quorum for the transaction of business. A proxy shall not be accepted for establishing a quorum. If a quorum is not present at any regular or special meeting of the BOD, the meeting may be adjourned.
1. In the event that a quorum of the BOD is not available when a time-sensitive decision must be made, the President has the authority to make such decisions 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 at the next BOD meeting.
 2. For votes that come before the 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, 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 or President-Elect.
 3. 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. General Membership Meetings. A quorum of members is not required to hold a vote. A vote is passed if greater than 50% of the votes cast are in favor of the motion. Votes by proxy shall not be accepted at general membership meetings.

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. Political Activity. The Association shall refrain from partisan or political activity including, but not limited to, serving as a forum for any political campaign. The Association shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the Association.

Section 4. Indemnification. The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to

any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

- A. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.
- B. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.
- C. This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

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. Paid Staff. Upon majority vote of the BOD, an Executive Director, financial professional, or other paid staff may be hired to carry out the day-to-day operation of the Association.

- A. If the BOD votes to hire paid staff, the following terms shall apply.
 - 1. Paid staff 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. Paid staff 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. Paid staff are not required to be a member of the Association and shall not be a member of the BOD.
 - 3. Payment of the paid staff shall be determined and approved by the BOD prior to advertising or filling the position.
 - 4. As directed by the BOD, the paid staff 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. If the Board votes to hire an Executive Director, the primary functions 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 the 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.
- C. The primary functions of other paid staff shall be determined by the BOD.

Section 7. Dissolution. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose.

Article VIII Parliamentary Authority

Section 1. Procedures. 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. Process for Adopting Amendments. The BOD or a group of five or more Association members in good standing may propose one or more amendments or revisions to these Bylaws. The new version of the Bylaws, incorporating the proposal language and including a summary of all substantial changes, shall be provided electronically and/or by hard copy to all members in good standing at least five days prior to the date called for voting on the proposal. Upon request, a red-lined version will be provided that shows specific changes. Such proposal shall be voted upon either by electronic balloting or by vote at a meeting of Association members called for the purpose.

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

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

Article X Certification

Certified to be the Bylaws of the Tallahassee Writers Association, Inc. adopted by the Association at the annual general membership meeting on November 13, 2025.

Signature on File

President
Tallahassee Writers Association

11/13/2025
(DATE)

Signature on File

President-Elect
Tallahassee Writers Association

11/13/2025
(DATE)

Signature on File

Immediate Past President
Tallahassee Writers Association

11.13.2025
(DATE)