

# Amended and Restated Bylaws of Florida Writers Association, Inc.

Modified **October 17**, 2013

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## ARTICLE I. NAME

The name of this organization shall be Florida Writers Association, Inc. (hereafter sometimes referred to as “the Association”).

## ARTICLE II. OFFICES

### II. Section 1. Principal Office

The principal office of the Association shall be within the State of Florida. The Board of Directors shall designate a location to be the repository of all records, files, papers, and documents pertaining to the business of the Association. The Association may have such other and additional offices in the State of Florida as may from time to time be designated by its Board of Directors.

### II. Section 2. Registered Office and Agent

The Association shall have a registered agent whose address is located in the State of Florida in accordance with the requirements of the Florida Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association, and the address of the registered agent may change from time to time as designated by the Board of Directors.

## ARTICLE III. PURPOSE AND POWERS

### III. Section 1. Form of Organization

The Association is a not-for-profit corporation organized as a business league within the meaning of section 501(c)(6) of the Internal Revenue Code.

### III. Section 2. Purpose

The purpose of Association is to work for the advancement of the literary arts by providing opportunities for authors, aspiring writers, and related industry professionals within and outside of Florida to learn, network, and find resources to improve their craft and navigate the publishing industry.

**III. Section 3. Outreach Activities**

The Association shall further its purposes through such initiatives as sponsoring events, communicating with members electronically or on paper, disseminating ideas through a newsletter/magazine, providing a forum for the discussion of matters of common interest by and between members and other similar organizations, or other activities sanctioned by the Board of Directors within the parameters of these Bylaws.

**III. Section 4. Powers**

In furtherance of the purposes described herein, but not in limitation thereof, the Association shall have all of the powers of corporations organized under the Florida Not for Profit Corporation Act, including, without limitation, the power to accept grants, gifts, and donations; to collect and disseminate statistics and other information; to conduct research; to engage in fundraising activities; to conduct promotional activities, including advertising and publicity in and by any suitable manner or media; and to hold such property as is necessary to accomplish its purposes as set forth in the Articles of Incorporation and these Bylaws.

**ARTICLE IV. MEMBERSHIP AND DUES****IV. Section 1. Membership**

Any individual may become a member of the Association upon payment of annual dues as set by the Board of Directors of the Association and by adherence to these Bylaws and the policies and rules established by the Board of Directors of the Association.

**IV. Section 2. Member Categories**

The Board of Directors may establish categories of membership with differing dues, responsibilities, and benefits.

**IV. Section 3. Voting Rights**

General members shall not have any voting rights.

**IV. Section 4. Dues****Section 4.1. Dues Requirements**

Dues are payable annually for an annual membership or upon the anniversary specified by the member's membership agreement. For instance, dues for a two-year membership would be due two years after the enrollment date. Members in arrears more than sixty (60) days after payment is due shall be dropped from membership and shall not be entitled to any membership benefits. The dollar amount of the annual dues shall be determined by a majority vote of the Board of Directors of the Association.

**Section 4.2. Waiver of Dues**

The Executive Committee is authorized to waive the payment of membership dues and registration fees for members who have provided extraordinary services to the Association or whose participation with the Association is expected to provide promotional or other benefits to the Association. This is at their sole discretion.

**IV. Section 5. Transfer of Membership**

Membership in the Association may not be transferred or assigned to another person.

**IV. Section 6. Sanctions**

The Board shall have the ability to apply sanctions up to and including expulsion of members for conduct that it considers damaging to the Association. The Board can expel a member from the Association with a majority vote. An expelled member can reapply for membership after a year and can be re-instated with a majority vote of the Board. If an expelled member is not re-instated by a majority vote, that member must wait one year from the time of the vote before reapplying again.

**ARTICLE V. BOARD OF DIRECTORS****V. Section 1. Board of Directors**

The management of the Association shall be vested in a Board of Directors. The Board is responsible for legal governance, policy setting, and strategic planning. Members of the Board shall serve without compensation but may be reimbursed for expenses incurred in the performance of their duties when approved by the Executive Committee. The Board may delegate day-to-day management to its officers and to volunteer or paid staff, as approved by the Board.

**V. Section 2. Qualifications**

Only Association members in good standing are eligible for election as members of the Board of Directors.

**V. Section 3. Residency**

A majority of Board Members must have their primary residence in the state of Florida. Any travel reimbursement to Board meetings must be approved by the Executive Committee.

**V. Section 4. Board Membership**

The Board of Directors shall consist of members elected pursuant to Article VI of these Bylaws and Regional Directors specifically designated as Board Members. At no time shall the Board contain more than twenty (20) members.

**V. Section 5. Executive Committee**

The Executive Committee of the Association shall consist of the President, the Executive Vice President, the Vice President for Administration and Membership (who serves as secretary), the Vice President of Finance (who serves as treasurer), and Director Emeritus, if applicable.

The Executive Committee shall consult with and advise the Board of the Association in the management of its business, and shall have, and may exercise, except to the extent otherwise provided in the resolution of the Board of Directors creating such Executive Committee, such powers of the Board of Directors as can be lawfully delegated by the Board. The Executive Committee may unanimously approve any expenditure of up to \$2,500 for proper corporate purposes without Board of Directors approval.

**Section 5.1. President**

The President shall be the principal Executive Officer and shall be responsible to the Board of Directors for the general supervision of the business of the Association. The President should preside at meetings of the Board of Directors and at meetings of the membership of the Association. In the event of the President's absence, the Executive Vice President may preside over meetings. The President shall:

- a) Prepare the Board agenda with the assistance of the Executive Vice President
- b) Provide general direction and supervision of the Board and its activities
- c) Appoint Special Committees as needed with the approval of the Executive Committee
- d) Oversee the actions of such Special Committees

The President shall perform other duties and have other authority as the Board may from time to time delegate. The President shall report to the Executive Committee and/or Board, as appropriate, all actions taken on behalf of the Association between Board meetings.

**Section 5.2. Executive Vice President**

The Executive Vice President shall, in the absence, resignation, or incapacity of the President, perform the duties and have the authority to exercise the powers of the President. The Executive Vice President is specifically charged with overseeing executive and Board projects, Bylaws management, and liaison with other organizations. The Executive Vice President shall perform other duties and have other authority as the President or the Board may from time to time delegate.

**Section 5.3. Vice President of Administration and Membership**

The Vice President of Administration and Membership is the recording officer (secretary) of the Association and the custodian of its membership records. The Vice President of Administration and Membership shall record minutes of Board of Directors meetings, keep a file of all records, maintain up-to-date membership lists, and conduct correspondence.

The President may appoint additional volunteer help as needed to ensure the duties of this position are fulfilled. The Vice President of Administration and Membership shall perform other duties and have other authority as the President or the Board may from time to time delegate.

**Section 5.4. Vice President of Finance**

The Vice President of Finance is the financial officer (treasurer) of the Association and oversees the financial and risk management of the Association. The Vice President of Finance shall:

- a) Record dues and receive funds directed to the Association
- b) Deposit funds

- c) Pay bills \$500 and under as directed by the President, up to \$2,500 if approved by unanimous vote of the Executive Committee, and over \$2,500 by a majority vote of the Board of Directors
- d) Prepare budgets and financial reports
- e) Facilitate financial audits when requested by the Board of Directors

The Vice President of Finance shall perform other duties and have other authority as the President or the Board may from time to time delegate. The President may appoint additional volunteer clerical help as needed to ensure the duties of this position are fulfilled.

#### **Section 5.5 Director Emeritus**

An immediate Past President of the Association may serve as an advisory member of the Board of Directors if the Board of Directors so votes. The Director Emeritus will advise the President, perform duties requested by the President, vote on Board issues, and be considered part of the Executive Committee. The tenure of the Director Emeritus is two years, with a limit of two terms, and only one Director Emeritus may serve at a time and at the pleasure of the Board of Directors.

### **V. Section 6. Other Board Offices**

#### **Section 6.1 Vice Presidents**

The Board in its discretion may create additional positions to address the need for leadership in specialized areas requiring such leadership for an extended duration. The creation of said positions requires a majority vote of the Board. Nominations and elections of specific individuals shall be handled the same way as the nominations and elections of other members of the Board of Directors.

#### **Section 6.2 Board Members-at-Large**

Board Members-at-Large are voting members of the Board who represent the general membership on issues of interest or concern, conduct projects to further the goals of the Association, and develop services for the membership. Board Members-at-Large can serve as chairpersons for Special or ad hoc committees established by the Board. Board Members-at-Large are voting members of the Board.

#### **Section 6.3. Regional Directors**

Regional Directors who are Board Members oversee the activities of the Writers Groups within their regions; communicate, electronically or in person, with the Writers Group Leaders in their Regions; encourage their Writers Group Leaders to report their activities at least monthly to FWA Network; keep their Writers Group Leaders informed of Board activities pertinent to their respective Regions; recruit volunteers from among their membership; and provide support for Association activities. As members of the Board of Directors, they also focus on areas outside of their Regions, as appropriate, and serve as voting members of the Board of Directors. Not all Regional Directors are members of the Board of Directors. See Article V, Section 7.1.

The Board of Directors may establish new regions as required by the growth of the Association. The Regional Directors of new regions may be designated as Board Members or nonvoting leaders, as the Board of Directors directs.

#### **V. Section 7. Nonvoting Leadership**

The following positions are considered leadership positions, but are not part of the Board.

##### **Section 7.1. Regional Directors Who are Not Board Members**

Like Regional Directors who are Board Members, Regional Directors who are not Board Members oversee the activities of the Writers Groups within their regions; communicate, electronically or in person, with the Writers Group Leaders in their Regions; encourage their Writers Group Leaders to report their activities at least monthly to FWA Network; keep their Writers Group Leaders informed of activities pertinent to their respective Regions; and recruit volunteers from among their membership. Regional Directors who are not Board Members focus on issues regarding their respective Regions and are not expressly tasked to support general Association activities. They are not considered members of the Board of Directors and do not vote.

##### **Section 7.2. Assistant Vice Presidents**

The Executive Committee may designate Assistant Vice Presidents, as required, to manage specialized areas of interest or ongoing projects.

#### **V. Section 8. Terms**

All Board Members will be elected in the manner set forth in Article VI. Members of the Executive Committee are elected for staggered terms of two years. No member of the Executive Committee may serve for more than two consecutive terms in the same office without leaving the position for at least one year, unless there is a unanimous Board vote to do so. Except for the Vice President of Administration and Membership and the Vice President of Finance, who are members of the Executive Committee, there are no term limits for Vice Presidents, At-Large Board Members, or Regional Directors, though holders of these positions are expected to remain productive and active.

If a member of the Executive Committee cannot complete his or her term in office, the duly appointed replacement shall complete the term of the replaced officer, even if it means the replacement's term extends beyond the maximum term of two consecutive two-year terms as a member of the Executive Committee.

#### **V. Section 9. Voting**

All Board Members shall be voting members of the Board.

#### **V. Section 10. Vacancies**

##### **Section 10.1. Presidential Vacancy**

In the event of the resignation, incapacity, or removal of the President, the Executive Vice President shall assume the duties of the President. After the Executive Vice President, the succession is Vice President of Administration and Membership, Vice

President of Finance, other Vice Presidents, and At-Large Board Members. Vice Presidents and At-Large Board Members will be considered in order of seniority as determined by the number of years served in current term.

**Section 10.2. Executive Officer Vacancies**

In the event of a resignation, incapacity, or removal of any Executive Officer (other than the President), the President shall appoint a then-current Board Member to serve the unexpired term. If no then-current Board Member accepts such appointment, the President may appoint a member in good standing to fill the vacant office for the remainder of the officer's term. At the end of that term, the appointed member may be elected to a first term.

**Section 10.3. Regional Director Vacancies**

In the event of a resignation, incapacity, or removal of any Regional Director, the Board or President may fill the vacancy by appointing a member as a replacement Regional Director. If no suitable member is found, the Board or President may appoint a Board Member on a temporary basis until a new Regional Director is found. Board Members should not serve as temporary Regional Directors for more than ninety (90) days unless the Board of Directors approves an extension. Starting dates for newly appointed Regional Directors are specified in Article VII, Section 5, of these Bylaws.

**V. Section 11. Removal**

Any Board Member may be removed for cause at any regular or special meeting of the Board of Directors upon the vote of the majority of all members in attendance at the meeting in which a quorum is present. Nonvoting Regional Directors and Assistant Vice Presidents may be removed, with or without cause, by the Executive Committee.

**V. Section 12. Conflicts of Interest**

When a Board Member has a material conflict of interest in fact or appearance, that Board Member must disclose that conflict to the Board before any vote is taken on any related matter. The Board Member must then recuse himself or herself from any vote related to the conflict of interest. Failure to abide by this section could result in disciplinary action up to and including removal from the Board and the Association.

**ARTICLE VI. ELECTION OF BOARD MEMBERS**

**VI. Section 1. Nominating Committee**

A Nominating Committee appointed by the President shall select a list of candidates for each open Board seat. The Committee will present these lists to the Board not less than thirty (30) days prior to the meeting of the Board at a general or special meeting.

**VI. Section 2. Additional Nominations**

At any meeting of the Board in which one or more Board Members is to be elected, additional nominations may be made by Board Members.

**VI. Section 3. Nomination Statement**

Prior to the election, candidates nominated for office may present a “nomination statement” to the Board on the private FWA Board of Directors Group on the FWA Network.

**VI. Section 4. Voting**

Each member of the Board shall have one vote in the election of Board Members. Board Members shall be elected by a majority of the members of the Board in attendance at a meeting of the Board in which a quorum is present.

**VI. Section 5. Starting Dates**

All newly elected Board Members shall take office January 1 of the next calendar year after their election by the Board. Regional Directors who are not Board Members shall take office immediately upon appointment. Regional Directors who are Board Members may assume Regional Director duties upon appointment and will take office on the Board of Directors January 1 of the next calendar year after election.

**ARTICLE VII. BOARD OF DIRECTOR MEETINGS**

Meetings of the Board of Directors will be held at least twice a year at such times and manner as may be designated by the President. At least one meeting should occur in September or October (hereinafter to be referred to as the “Annual Meeting”). Board Members may participate electronically only if all Board Members participating may simultaneously hear one another during the meeting.

**VII. Section 1. Special Meetings**

Special meetings of the Board of Directors may be called by the President, Executive Vice President, or any two (2) Board Members upon at least forty-eight (48) hours’ notice or such shorter notice as may be agreed to in writing by each of the other members of the Board.

**VII. Section 2. Participation**

General members may attend regular meetings and most special meetings of the Board of Directors. However, the Board may elect to consider sensitive matters in a Closed Session, with no attendance by General members.

**VII. Section 3. Quorum**

At all meetings of the Board of Directors or any of the Board-designated Special Committees, a majority of the total number of members shall constitute a quorum for the transaction of business.

**VII. Section 4. Voting**

If a quorum is present when a vote is taken, the act of a majority of the members of the Board any Special Committee of the Board present at the meeting shall be the act of such committee unless otherwise specified in these Bylaws.



**VII. Section 5. Actions By Written Consent.****Section 5.1 Approval Prior to Physical Meetings**

Any action required or permitted to be taken by the Board at a directors' meeting may be taken without a meeting if the action is approved unanimously by all of the members of the Board of Directors. The written consent to action shall be evidenced by one or more written consents describing the action taken and signed by each member of the Board of Directors.

**Section 5.2 Electronic Consent to Action**

In order to conduct the business of the Board between regularly scheduled meetings, motions may be made and unanimously approved electronically via the private Board of Directors Group on the FWA Network or other electronic means agreed upon by all Board of Directors members. Any action approved in this manner shall be either (i) presented at the next Board of Directors Meeting for a vote to ratify such action by majority vote, or (ii) approved by unanimous written consent, as set forth in Fla. Stat. §617.0821 . An action which is unanimously approved by electronic consent is effective, before formal ratification at the next duly called meeting, in accordance with Florida law.

**VIII. Section 6. Minutes**

The Board of Directors and each Special Committee created by the Board of Directors shall present regular minutes of its proceedings to the Executive Board within two (2) weeks after every meeting. The President may grant one extension of two weeks when extenuating circumstances prevent timely posting of minutes. A member of the Executive Committee will post the report to the private Board of Directors Group on the FWA Network within one week of receipt.

**ARTICLE VIII. MEMBERSHIP MEETINGS****VIII. Section 1. Annual Meetings**

An annual membership meeting of the Association shall be held during the annual conference. The Executive Committee will ensure that copies of a written report of the previous year's activities and a year-to-date financial summary are provided to the membership. An Annual Report prepared by the Executive Committee shall be published in *The Florida Writer* each spring issue or electronically on the FWA Network, accessible to Association members.

**VIII. Section 2. Additional Meetings**

The Association may sponsor meetings and/or workshops.

**VIII. Section 3. Parliamentary Authority**

The President may appoint a Parliamentarian to advise and consult with the Board of Directors as to matters of procedure. The Board of Directors and presiding Officer shall consider the Parliamentarian's advice, but such advice shall not be binding.

## **ARTICLE IX. COMMITTEES**

### **IX. Section 1. Designation of Committees**

The Board of Directors shall designate an Executive Committee consisting of the Executive Officers of the Association listed in Article V, Section 5. The Board of Directors may also designate one or more other ad hoc or Special Committees, which shall include at least one (1) Board Member.

### **IX. Section 2. Dissolution of Special Committees; Removal of Committee Members**

Any ad hoc or Special Committee of the Board of Directors may be dissolved by the Executive Committee at any meeting or by electronic message; and any member of such Special Committees may be removed by majority vote of the Executive Committee, with or without cause.

### **IX. Section 3. Vacancies**

Vacancies on any Special Committee may be filled by appointment of the Board of Directors at any regular or special meeting, or by electronic communication.

### **IX. Section 4. Meetings**

Regular meetings of any Special Committee created by the Board of Directors may be held at such time and at such place as shall from time to time be determined by such Special Committee, and meetings of any such Special Committee may be called by any member thereof upon two (2) days' notice or on such shorter notice as may be agreed to in writing by each of the other members of such Special Committee, given either personally or in the manner provided in these bylaws for notice of meetings.

### **IX. Section 5. Alternates**

The Board of Directors may designate one or more Board Members as alternate members of any Special Committee of the Board of Directors, who may replace the original Member at any meeting of such Special Committee if the original Member is not able to attend.

## **ARTICLE X. LOCAL WRITERS GROUPS AND AFFILIATE GROUPS**

### **X. Section 1. Writers Group Leadership**

Members in good standing with FWA may be appointed by the President, upon their request and review of their qualifications, to lead a local chapter of FWA.

### **X. Section 2. Writers Group Meetings**

Two types of Writers Group meetings shall be recognized. General meetings shall be open to the public, subject to limitations applied by the hosting facilities, although membership shall be encouraged. Critique Group meetings may be limited to FWA members or members of the local FWA chapter. Variations on these models may be created by Writers Group Leaders with the approval of the appropriate Regional Director. The Regional Director must note variations in the next regional report posted to the FWA Network.

**X. Section 3. Funds Collected by Writers Groups**

Any funds collected by local groups must be collected for a purpose approved by the appropriate Regional Director and shall be part of FWA's treasury. Funds disbursed to local groups must be approved by the Executive Committee. These funds may be disbursed for a specific one-time purpose or provided as a petty cash fund maintained for specific purposes approved by the appropriate Regional Director.

**Section 3.1. Reports**

Regional Directors shall report funds held locally to the Vice President of Finance on a monthly basis, and receipts for expenses must be submitted in the manner the Board specifies. No local group shall hold more than \$300 without approval of the appropriate Regional Director. Any approval of funds over \$300 must be included in the Regional Director's next report.

**Section 3.2. Advances**

Regional Directors with active groups in their region may receive advances in such amounts as set by the Board of Directors.

**Section 3.3. Audits**

The Vice President of Finance, in conjunction with the appropriate Regional Directors and local Writers Group Leaders, may initiate or oversee periodic audits of local writers groups' accounts to assure these requirements are being met.

**X. Section 4. Affiliated Groups**

The Board of Directors may establish affiliate programs with other organizations as it deems appropriate.

**ARTICLE XI. FINANCIAL AUDITS****XI. Section 1. Members**

A financial audit shall be performed at the request of the Board of Directors at intervals determined by the Board, which shall appoint an Internal Audit Committee consisting of one (1) then-current member of the Board of Directors and two (2) or more Association members in good standing. Members of the Internal Audit Committee shall not be Executive Officers of the Association. Any Board Member can make a motion to hold an audit. If no there are no volunteers, that fact is documented in the minutes.

**XI. Section 2. Reports to Board**

When an audit is requested by the Board of Directors, the Internal Audit Committee shall examine all records of the Vice President of Finance as of the last day of the Association fiscal year and post a report on the private Board of Directors Group on the FWA Network of its findings for action not more than sixty (60) days after the conclusion of the audit.

An additional audit may be performed should a different individual assume the office of Vice President for Finance prior to the end of the fiscal year or at the request of the President or the

Board of Directors. The Board of Directors shall place the report of the Internal Audit Committee in the permanent records of the Association (in the minutes) and on the private Board of Directors Group on the FWA Network not more than sixty (60) days after the conclusion of the audit. A report of all consequential Board actions to resolve discrepancies in the books of the Association shall be posted on the private Board of Directors Group on the FWA Network either within ninety (90) days or within a time period determined by the Board, whichever is shorter.

The Internal Audit Committee report shall not be subject to Board approval; and when the report is presented to the Board, any recommended Board action to resolve discrepancies shall be made as a motion to the Board by the Internal Audit Committee Chairperson.

### **XI. Section 3. Responsibilities**

The Internal Audit Committee shall be responsible for recording all assets, office supplies and equipment, real estate, and capital equipment of the Association with a value of at least \$500 and a life expectancy of at least one year, matching all checks with receipts or bills and invoices, etc., and matching all checks and deposits to the bank register and statements, insuring accuracy with no unaccounted for checks or other documents. Discrepancies shall be recorded in the Internal Audit Committee report with an explanation and solution, or a recommendation for Board action.

## **ARTICLE XII. CONTRACTS, CHECKS AND DEPOSITS**

### **XII. Section 1. Contracts**

The Board of Directors of the Association may authorize any Board Member or Members or agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association; and such authority may be general or confined to specific instances. No contract shall be signed by anyone or binding on the Association without prior Board of Directors approval. Contracts proposed for approval must clearly specify dollar amounts, penalties, and other terms. Once a contract is approved by the Board of Directors, monies that come due in accordance with the terms of the contract need no further approval from the Board of Directors before payment.

### **XII. Section 2. Checks, Drafts, etc.**

All checks, drafts, and other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by such Executive Officer or Officers, agent or agents of the Association and in such a manner as shall be determined by the Board of Directors.

### **XII. Section 3. Deposits**

All funds of the Association shall be deposited to the credit of the Association in banks, trust companies, or other depositories as the Board of Directors selects and approves, with the exception of approved local funds to be kept by local Writers Group treasurers in cash.

### **ARTICLE XIII. DISSOLUTION**

The Association may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in Chapter 617, Florida Statutes. In the event of dissolution of the Association, no liquidating or other dividends and no distribution of property owned by the Association shall be declared or paid to any private individual, but the net assets of the Association shall be distributed as follows:

- a) All liabilities and obligations of the Association shall be paid, satisfied, and discharged, or adequate provision shall be made; therefore,
- b) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3), 501(c)(4) or 501(c)(6) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes.
- c) Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the Circuit Court of the county in which the principal office of the Association is located to one or more organizations described in Section 501(c)(3), 501(c)(4) or 501(c)(6) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as such court shall determine.

### **ARTICLE XIV. NOTICE AND WAIVER**

#### **XIV. Section 1. Notice**

Notice may be given in any manner permitted under Fla. Stat. 617.0141. Whenever these Bylaws require notice to be given to any Board Member, notice shall be sufficient if served personally or by email to an email address specified by the Board Member not less than three (3) days prior to such meeting.

#### **XIV. Section 2. Waiver**

Notice of a meeting of the Board of directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice and a waiver of any objections to the place of the meeting, the time of the meeting, or the manner in which it was called except when the director states, at the beginning of the meeting or promptly upon arrival any objection to the transaction of affairs because the meeting was not lawfully called or convened. A waiver of notice by return email from the Board Member, whether before or after the meeting to which the waiver pertains, shall be effective as a written waiver.

### **ARTICLE XV. LIMITATIONS ON OPERATIONS**

#### **XV. Section 1. Inurement**

No part of the assets of the Association shall remit to the benefit of, or be distributable to, its members, Board Members, or other 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 of the Association as set forth in Article III herein.

**XV. Section 2. Campaign Activities**

No substantive part of the activities of the Association shall be the carrying on of propaganda or attempt to influence legislation, and the Association shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**XV. Section 3. 501(c)(6) Limitations**

Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any further United States Internal Revenue Code) as amended.

**ARTICLE XVI. INDEMNIFICATION**

**XVI. Section 1. Indemnification**

Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the right of the Association by reason of the fact that he or she is or was a Board Member, employee, or agent of the Association, or is or was serving at the request of the Association as a Regional Director, Board Member, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Association against expenses (including reasonable attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such actions, suit, or proceeding, if the Board of Directors had no reasonable cause to believe his or her conduct was unlawful, to the maximum extent permitted by and in the manner provided by the Florida Nonprofit Corporation Code and, if applicable, the United States Internal Revenue Code of 1986 as amended.

**XVI. Section 2. Liability**

No person who is serving or has served as a member of the Board of Directors shall have any personal liability to the Association for monetary damages for breach of duty of care or other duty as a member of the Board; provided that this provision shall not eliminate or limit the liability of such person for any appropriation, in violation of his or her duties, of any business opportunity of the Association; for acts or omissions not in good faith of which involved intentional misconduct or knowing violation of the law; or for any transaction from which such person derived an improper personal benefit. The limitation of liability conferred in this Section shall be in addition to and not in lieu of all other limitations, immunities, and indemnities conferred by law and the Bylaws of the Association.

**XVI. Section 3. Limited Liability of Volunteers**

Each individual (other than an employee of the Association) who provides services to or on behalf of the Association without compensation ("Volunteer") shall be immune from liability to

any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, defined in Section 768.1355 of the Florida Volunteer Protection Act, and to the fullest extent provided by Section 617.0831 of the Florida Non-Profit Corporation Law or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted, or registered under state law and who is performing services to or on behalf of the Association without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit, or registration, unless otherwise expressly indicated to the Association in writing.

## **ARTICLE XVII. AMENDMENTS AND CONSTRUCTION**

### **XVII. Section 1. Amendments**

These Bylaws may be amended, altered, or repealed only by a vote of two-thirds of the members of the Board of Directors.

### **XVII. Section 2. Interpretation**

The Board of Director's interpretation of the Bylaws shall be presumptively correct. Written resolutions adopted by two-thirds of the Board of Directors, which are inconsistent with the provisions of these Bylaws, shall be construed as amendments to these Bylaws.

## **ARTICLE XVIII. MISCELLANEOUS**

### **XVIII. Section 1. Fiscal Year**

The fiscal year of the Association shall run from January 1 to December 31.

### **XVIII. Section 2. Books and Records**

The Association shall keep correct and complete books and records of account and shall also keep minutes of its membership meetings, Board meetings, and meetings of committees having any authority of the Board, and shall keep at its registered or principal office a record giving names of the members entitled to vote. Upon written request, all books and records of the Association may be inspected by a Board Member or his/her agent or attorney, for any proper purpose, as determined by the Board of Directors, at any reasonable time and place, excluding membership lists and Applications for Approval under the FWA Youth Program.

### **XVIII. Section 3. Members Under the Age of 18**

Any Writers Group Leader or other Association representative who has routine individual contact with an FWA member under the age of 18 years, or who is in charge of member(s) under the age of 18 years on behalf of FWA, shall complete the Application for Approval as FWA Youth Leader and undergo a Criminal History Record Check as a prerequisite to serving in such capacity. Such Applications shall be kept in a confidential file by FWA.

### **XVIII. Section 4. Accessibility of Bylaws**

Current Bylaws shall be accessible to all members through the FWA Network or other means determined by the Board.

**XVIII. Section 5. Effective Date**

These Bylaws shall become effective immediately upon adoption by the Board of Directors.