

Florida Writers Association, Inc.

RESOLUTION 2022-01

Adoption of Revised and Restated Bylaws

WHEREAS, the Board of Directors of the Florida Writers Association, Inc. has determined that it is in the best interest of the Corporation to revise and restate the Bylaws at this time; and

WHEREAS, the provisions of F.S. 617 (the Florida Not For Profit Corporation Act) give the Board of Directors the power to so amend and restate the Bylaws in the Board's discretion; and

WHEREAS, written notice has been given to each member of the Board of Directors for consideration of such Revision and Restatement, with review and discussion thereof to be held at the regular Board meeting scheduled for January 23, 2022, commencing at 9:00 am in Altamonte Springs, Florida; and

WHEREAS, such Revised and Restated Bylaws shall be adopted by the Association upon receiving at least a majority of the votes of directors present at such meeting.

NOW THEREFORE, the Board of Directors hereby resolves as follows:

1. The Board adopts each "Whereas" clause set forth above as though fully set forth herein.
2. The Board hereby approves adopts the Revised and Restated Bylaws of the Florida Writers Association, Inc. in the form attached hereto.
3. The Secretary is hereby requested to place these Revised and Restated Bylaws with the corporate documents at this time.

DULY ADOPTED ON THIS 23RD DAY OF JANUARY, 2022, UPON A MOTION BY Chrissy Jackson AND
SECOND BY Bill Opperman AND APPROVED BY AN AFFIRMATIVE VOTE OF 10 DIRECTORS.

Duly submitted by:

Mary Ann de Stefano
Secretary

January 23, 2022
Date

FLORIDA WRITERS ASSOCIATION
AMENDED AND RESTATED BYLAWS:

Adopted January 23, 2022

ARTICLE I. NAME, FORM, OFFICE, AND REGISTERED AGENT

Section One. Name and Form. This organization shall be known as the Florida Writers Association (“Association”). It is a not-for-profit corporation pursuant to Florida law and shall be a business league, as such is defined as Section 501(c)(6) of the Internal Revenue code.

Section Two. Principal Office. The Board of Directors (“Board”) shall designate the address of the Association’s Principal Office. It shall be within the State of Florida, but may change from time to time. The Principal Office shall be the repository of all Association books and records. The Board may have additional offices within the State of Florida in its discretion.

Section Three. Registered Agent and Registered Agent Address. The Association’s registered agent shall be located within the State of Florida and have an address within the State of Florida. The registered agent shall perform the duties set forth in Florida law.

Section Four. Fiscal Year. The fiscal year of the Association shall commence on January 1 and end on December 31.

ARTICLE II. ASSOCIATION PURPOSE AND POWERS

Section One. Purpose. The Association shall advance the literary arts by providing opportunities inside and outside Florida for authors, aspiring authors, and related industry professionals to learn, network and find resources to improve their craft and navigate the publishing industry. This purpose shall be advanced through sponsoring events, communicating with members, disseminating ideas through a newsletter/magazine, providing other fora for discussion of matters of common interest and providing networking opportunities between members; and other activities within the scope of Florida and federal law.

Section Two. Powers. The Association shall have all of the powers granted under the Florida Not for Profit Corporation Act (as amended from time to time), including, but not limited to, 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; to hold such property as is necessary to accomplish its purposes as set forth herein; and perform such other acts as are permitted by Florida Law.

ARTICLE III. MEMBERSHIP

Section One. Membership. Any individual person may become a general member in good standing upon payment of membership dues. Membership may not be transferred or assigned to a third party. Members shall not be entitled to vote. There shall be an annual membership meeting, with the place, date and time of such meeting determined by the Board of Directors.

Section Two. Dues and Waiver. The Board shall set the amount of dues from time to time. The Board shall have the ability to waive the requirement of payment of dues for individual members

and may, but is not required to, establish criteria for such waiver from time to time in its sole discretion.

Section Three. Suspension and Rescission of Membership. Any member who fails to pay any sum due to the Association (dues, ad costs or otherwise) within 60 days of its due date shall automatically be suspended from membership. This membership shall be restored upon paying of all outstanding sums to the Association. In addition, the Board may rescind the membership of any person for good cause shown, in its sole discretion by majority vote of the Board. Readmission shall be at the discretion of the Board.

ARTICLE IV. DIRECTORS

Section One. Duties, Powers and Emergency Powers. The management of the Association shall be vested in the Board of Directors, who shall have all the powers set forth under Florida law, including but not limited to emergency powers, as enumerated on Exhibit "A" hereto (which is attached hereto and hereby incorporated by reference), as such may be amended from time to time. The Board is responsible for legal governance, policy setting, and strategic planning and may delegate day-to-day management of the Association to its officers and others. Other than the approvals set forth elsewhere herein for the President and Executive Board and emergency approvals set forth on Exhibit "A," the Board shall approve all contracts. Each Board member shall have one (1) vote and such vote shall not be delegated to any other person or entity. No proxy voting is allowed.

Section Two. Qualifications. All directors shall be Association members in good standing and eighteen years of age or older. A majority of the Board must have their primary residence within the State of Florida. Any Association member in good standing shall be eligible to apply for election to the Board.

Section Three. Minimum and Maximum Number of Directors; Term Limits. There shall be no less than three (3) and no more than twenty-one (21) Board members. All Director terms shall commence on January 1 and end on December 31 each year, except as provided below. Each term shall automatically renew for another year, absent resignation or removal. There shall be no limits on the number of terms a Director may serve.

Section Four. Board Meetings; Notice; Minutes. The Board shall have an annual meeting and at least one (1) additional meeting per year. Additional meetings may be called by the President, Executive Vice President or any two (2) Directors upon at least 48 hours' notice. This notice requirement shall not apply to emergency meetings which may be called upon such notice as is practicable under the circumstances. Minutes shall be taken of all meetings and provided to the Board (and others as directed by the President) as quickly as possible.

Section Five. Quorum; Meeting Participation; Member Attendance. Directors may participate electronically or telephonically in all meetings, as permitted by Florida Statute (as such is amended from time to time). A quorum shall consist of fifty (50%) percent of Directors in good standing plus one(1). Once a quorum is established, a majority of those present shall be able to vote on any pending matter. General members in good standing may attend Board meetings; however, the Board may elect to consider sensitive matters in a closed session without the attendance of general members. The Meetings shall generally follow Robert's Rules of Order.

Section Six. Approval of Board Matters Outside Board Meetings. Any action permitted or required to be taken at a Board meeting may be taken without a meeting as provided by Florida law, as amended from time to time. The Secretary shall maintain a record of all such approvals. Unless specifically required by Florida law, the Board shall not be required to ratify such action at a regular or special Board meeting. A record of such approvals shall be kept with the regular and special Board minutes.

Section Seven. Board Compensation and Expense Reimbursement. Members of the Board shall serve without compensation for their duties but may be reimbursed for expenses incurred (including but not limited to travel expenses) in the performance of their duties. Such reimbursement must be approved in advance by the Executive Committee and shall be in the Executive Committee's sole discretion.

Section Eight. Election of Board Members. Upon resignation, removal or end of term of a Board member, the President may appoint a Nominating Committee to select new Board candidates. The Committee shall create a Board Qualification Application and cause the Board opportunity to be advertised on the Member Section of the website for at least 7 days. The names and qualifications of the applicants, along with the recommendations of the Committee, shall be provided to the Board for its consideration at a regular Board meeting. Any Board member may propose additional candidate(s) for the position(s) at that time. New members shall be approved by a majority vote of the Board members present following establishment of a quorum. The new Board member(s) shall be seated at the next following regular or special Board meeting and their term shall commence at that time and end on December 31 of that year.

Section Nine. Removal of Board Members. A Director must be in good standing as a general member at all times. Any Director may be removed from the Board for cause (including but not limited to failure to pay dues or other financial obligations) at any regular or special meeting of the Board, upon vote of the majority of Directors present, following establishment of a quorum. Failure of a Director to remain productive and active for the Association shall constitute a ground for removal from the Board.

Section Ten. Director Conflict of Interest. A Director must disclose a substantial financial or other conflict of interest to the President and Secretary in writing promptly upon discovering it and must refrain from voting on that matter. The President may disclose this conflict to the Board in their discretion but is not required to do so.

Section Eleven. Confidentiality of Corporate Matters. Board members are required to maintain confidentiality of all corporate matters as required or permitted by Florida statute.

Section Twelve. The Board shall have the ability to require a financial audit of Association funds at any time upon majority vote of Directors after establishment of a quorum.

ARTICLE V. OFFICERS AND EXECUTIVE COMMITTEE

Section One. Executive Committee. The Executive Committee consists of the President, Executive Vice President, the Vice President for Administration and Membership (who also serves as Secretary), and the Vice President of Finance (who also serves as Treasurer). The Special Advisor, if appointed, shall also serve on the Executive Committee as a non-voting member.

Section Two. Duties of the Executive Committee. The Executive Committee consults with and advises the Board as to management matters and shall exercise such powers of the Board as can be lawfully delegated by the Board. The Executive Committee may approve any expenditure up to \$4,000 for proper corporate purposes without Board approval and the President shall direct the Secretary to retain details thereof with other corporate records. It may obtain the assistance of paid clerical, accounting, administrative or additional help as needed.

Section Three. President/Chief Executive Officer. The President/Chief Executive Officer presides at all meetings of the Board and the membership. In the absence or incapacity of the President, the Executive Vice President may so preside. The President or their designee shall prepare the Board agenda after consultation with the Executive Vice President; provide general direction and supervision of the Board and its activities; appoint special committees (including ad hoc committees) as needed with the approval of the Executive Committee and oversee the actions of such committees; and perform other duties as the Board may delegate or Florida law may require. The President shall report to the Executive Committee and/or the Board, as appropriate as to all actions taken on behalf of the Association between Board meetings. The President may approve any expenditure up to \$1,500 for proper corporate purposes without Board or Executive Committee approval and shall direct the Treasurer to provide details thereof to the Secretary for retention with other corporate records.

Section Four. Executive Vice President. The Executive Vice President shall perform the duties and have the authority to exercise the President's powers in the absence, resignation or incapacity of the President. The Executive Vice President shall perform such duties and have such additional authority as the President or Board may delegate.

Section Five. Vice President of Administration and Membership/Secretary. The Vice President of Administration and Membership/Secretary shall maintain all records and membership lists, conduct correspondence, record and distribute Board minutes and perform other duties customary to the position or as requested by the President. In the absence, resignation or incapacity of both the President and Executive Vice President, this officer shall perform the duties and have the authority to exercise the President's powers.

Section Six. Vice President of Finance/Treasurer. This Officer is the financial officer of the Association and oversees financial and risk management issues under the supervision of the President. They shall record dues and receive/deposit funds; pay invoices of \$1,500 and less as directed by the President and up to \$4,000 as approved by the Executive Committee, and over \$4,000 if approved by the Board of Directors; and perform such other duties and have such other authority as delegated by the President or the Board. In the absence, resignation or incapacity of all three (successively) of the President, Executive Vice President, and Vice President for Administration and Membership, this officer shall perform the duties and have the authority to exercise the President's powers.

Section Seven. Special Advisor. The President shall have the ability, but not the requirement, to appoint an FWA member to this position in their discretion. The Special Advisor must be a member in good standing. They may attend all Executive Committee meetings and shall not have the ability to vote on Executive Board members. This person shall perform duties as requested by the President. The term of this position shall coincide with the term of the appointment President. Only one Special Advisor may serve at a time.

Section Eight. Additional Executive Committee Officers. Upon recommendation of the President, the Board may create additional Vice President and/or Assistant Vice President positions, with duties specified at the time of creation. Elections for such person(s) shall be handled in the same manner as elections for other Executive Committee positions.

Section Nine. Terms. Each Executive Committee member shall be elected for a term of two (2) years and may serve a total of two (2) consecutive terms of two (2) years each. Thereafter, for a period of one (1) year, such person is not eligible for election to that same position, but this shall not bar their eligibility for election to another Executive Committee position. All terms shall start on January 1 of the applicable year. The terms shall be staggered so that the President and Vice President of Finance shall be up for election in a year different from the year that the Executive Vice President and Vice President of Administration and Membership are elected. If any member of the Executive Committee resigns or is removed prior to the expiration of their term, the President shall appoint a replacement, utilizing the services of a current Board member if possible.

Section Ten. Exceptions to Term Limits. The Board may override any provision of Section Nine by unanimous vote. In addition, if an Executive Committee member cannot complete their term of office, the duly appointed replacement shall complete the replaced officer's term and it shall not count towards the 2-term limit in Section Nine.

Section Eleven. Election of Officers. Upon resignation, removal or expiration of term of an Officer, the President (or the Executive Vice President, if the President's initial term is up) may appoint a Nominating Committee to select new Officer candidate(s). The names and qualifications of the prospective Officer(s), along with the recommendations of the Committee, shall be provided to the Board for its consideration at a regular Board meeting and any Board member may propose additional candidate(s) for the position(s) at that time. New officers shall be approved by a majority vote of the Board members present following establishment of a quorum. The new Board member(s) shall be seated at the next following regular or special Board meeting and their term shall be as set forth above.

ARTICLE VI. AD HOC AND STANDING COMMITTEES

Section One. Ad Hoc Board Committees The President or the Board may establish ad hoc Board committees as needed. Each such committee shall have at least one (1) Board member. The President, after consultation with the Executive Committee, shall determine its members. The term of each such committee shall not exceed one (1) year from the date of commencement without Board approval. Each such committee shall provide a written report with recommendations as appropriate regarding its activities as requested by the President or a Board member.

Section Two. Standing Committees The President or the Board may propose one or more standing committees, which shall be created upon approval by a majority of the Board members following establishment of a quorum. Each such committee shall have at least one (1) Board member. The President, after consultation with the Executive Committee, shall determine its members. Any standing committee shall continue in perpetuity unless abolished by a majority vote of the Board. The membership, recommendations and accomplishments of each such committee shall be reviewed annually.

ARTICLE VII. REGIONAL DIRECTORS AND WRITERS GROUPS

Section One. Regional Directors. Regional Directors may be, but are not required to be, Board Members. They oversee the activities of the Writers Groups within their regions; communicate, electronically or in person, with the Writers Group Leaders in their Regions; 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.

The Board of Directors elects Regional Directors as needed and may establish new regions as required by the growth of the Association.

Section Two. Writers Groups. The President has the authority to appoint members in good standing to lead a local chapter of the Association, known as a "Writers Group." Two types of Writers Group meetings shall be recognized: general and critique groups. 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.

ARTICLE VIII. DISSOLUTION

Section One. Distribution of Assets. 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, 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, and (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. Any assets not disposed of pursuant to the foregoing shall be distributed as provided by Florida law and as set forth in the Internal Revenue Code.

ARTICLE IX. PROHIBITIONS

Section One. 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 is authorized and empowered to pay compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association as set forth elsewhere.

Section Two. 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.

Section Three. Additional Limitations. Notwithstanding any other provision herein, 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 X. INDEMNIFICATION

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.

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.

Section 3. Limited Liability of Volunteers. Each individual 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 Florida Law, as amended from time to time, 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 XI. MISCELLANEOUS PROVISIONS

Section 1. Amendments These Bylaws may be amended, altered, or repealed by a simple majority of the Board. The Board's interpretation of the Bylaws shall be presumptively correct.

Section 2. Contact with 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.

Section 3. Effective Date. These bylaws shall become effective immediately upon adoption by the Board.

Exhibit "A"

§ 617.0303. Emergency powers, Florida Statute.

- (1) In anticipation of or during any emergency defined in subsection (5), the board of directors of a corporation may:
- (a) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; and
 - (b) Relocate the principal office or designate alternative principal offices or regional offices or authorize the officers to do so.
- (2) During an emergency defined in subsection (5), unless emergency bylaws provide otherwise:
- (a) Notice of a meeting of the board of directors need be given only to those directors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio;
 - (b) One or more officers of the corporation present at a meeting of the board of directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum; and
 - (c) The director or directors in attendance at a meeting, or any greater number affixed by the emergency bylaws, constitute a quorum.
- (3) Corporate action taken in good faith during an emergency under this section to further the ordinary affairs of the corporation:
- (a) Binds the corporation; and
 - (b) May not be used to impose liability on a corporate director, officer, employee, or agent.
- (4) An officer, director, or employee acting in accordance with any emergency bylaws is only liable for willful misconduct.
- (5) An emergency exists for purposes of this section if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event.
- (6) To the extent not inconsistent with any emergency bylaws so adopted, the bylaws of the corporation shall remain in effect during any emergency, and upon termination of the emergency, the emergency bylaws will cease to be operative.