



P.O. Box 6502, Destin, Florida 32550

**BYLAWS OF THE
EMERALD COAST WRITERS, INC.**

(A Florida Nonprofit Corporation)

Original: November 22, 2002
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//signed //

President – Charles Germano

Vice-President – Charlene Grafton

Secretary – Laura Kerr

Treasurer – Mary Brown

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BYLAWS OF THE EMERALD COAST WRITERS, INC.

(A Florida Nonprofit Corporation)

ARTICLE I. NAME AND OFFICES OF THE CORPORATION

Section 1.1. NAME.

The name of this Corporation shall be "Emerald Coast Writers, Inc."

Section 1.2. OFFICES.

The registered address, Emerald Coast Writers, Inc. P.O. Box 6502, Destin, Florida 32550, shall be maintained as the registered office of the Corporation. The registered website address is: www.emeraldcoastwriters.org.

ARTICLE II. MISSION -VISION -PURPOSE

Section 2.1. MISSION AND VISION.

The Corporation (hereinafter referred to as Emerald Coast Writers) is committed to adult community writers of northwest Florida and is founded upon the premise of nurturing, educating, and promoting established and aspiring writers to showcase and publish their work. Goals of the Emerald Coast Writers include the production of quality work and the presentation of workshops and invitational seminars, featuring published writers of merit and others who may constructively contribute to the personal goals of writers.

Section 2.2. PURPOSE.

Emerald Coast Writers, Inc. (hereinafter called ECW) is organized for the charitable and benevolent support of the liberal arts specifically in northwest Florida, supporting and educating aspiring and established writers.

ARTICLE III. MEMBERSHIP

Section 3.1. CLASSES.

There shall be five (5) classes of membership:

a. General.

- (1) General membership shall be open to persons:
 - seriously pursuing a writing career
 - involved and/or interested in the writing business
 - supporting the mission and purposes of ECW
 - paying annual dues as set by the Board of Directors
 - living in northwest Florida
- (2) General members shall be eligible to:
 - serve on and/or chair committees
 - vote in General Membership Meetings
 - hold officer positions
 - hold appointed Board of Director positions (including voting positions)

b. Associate.

- (1) Associate membership shall be open to persons:
 - not meeting the requirements for general membership
 - paying annual dues as set by the Board of Directors
 - living in areas outside northwest Florida
- (2) Associate members:
 - can vote in General Membership Meetings
 - can serve on committees;
 - can chair committees that are not standing committees of the Board
 - cannot hold office or appointed Board of Director positions that are voting positions

c. Honorary.

Honorary membership shall be awarded at the discretion of the Board of Directors. The distinctive honor is held through the lifetime of the Honorary Member. Unless concurrently in general membership when awarded Honorary Members:

- do not pay dues
- cannot vote
- cannot hold office or appointed Board of Director positions that are voting positions

d. Charter.

Charter membership is available only to those members who were on the membership roster at the time that ECW was incorporated in the State of Florida in 2002, and who have maintained their membership status without interruption since then. Charter members must be either a General, Associate, or Honorary, subject to qualifications described in these Bylaws. The official list of Charter Members is maintained in the historical records of ECW and is held by the Secretary.

e. Affiliate.

- (1) Affiliate membership shall be open only to these dues-paying parties:
 - Employees of ECW
 - Contractors of ECW
 - Sponsors supporting ECW and its purposes
 - Booksellers and librarians
- (2) Affiliate members:
 - shall have no voting rights
 - cannot hold office or appointed Board of Director positions that are voting positions

Section 3.2. ELIGIBILITY.

Individuals who have attained the age of eighteen (18) and who abide by the mission, vision, and purpose of ECW and agree to faithfully observe and be bound by the Bylaws of ECW shall be eligible to apply for membership. The Board of Directors may adopt interpretations and guidelines consistent with these membership eligibility standards.

Section 3.3. CHANGES IN MEMBERSHIP CLASSIFICATION.

Any change in a member's classification shall be deemed effective for all purposes immediately except that no duly elected Officer or member of the Board of Directors of ECW shall be denied the right to serve the remainder of his/her term because of a change in their membership classification caused solely by an amendment to these Bylaws after the date of his/her election. Nominees prior to an election, whose membership classification changes solely by an amendment to these Bylaws, and is no longer eligible to hold office or a Board position, cannot run for an office or position on the Board.

Section 3.4. DETERMINATION OF MEMBERSHIP DUES and OBLIGATION TO PAY.

The Board shall fix the amount of annual membership dues and/or assessments for all membership classes except Honorary Members, who shall pay no membership dues. Such dues and/or assessments shall be paid in accordance with a schedule approved by the Board. Membership in ECW carries a definite obligation to pay membership dues as well as any assessments established by the Board. Dues and assessments are not refundable for any reason.

Section 3 5 TERMINATION OF MEMBERSHIP.

Section 3.5.1. Payment of Dues:

The ECW Board of Directors, by affirmative vote of two-thirds of all voting members of the Board of Directors, may suspend or expel a member, and may, by a majority vote of those present at any regularly constituted Board of Directors' meeting, terminate the membership of any member who becomes ineligible as defined by these By Laws or expel any member who shall be in default in the payment of dues.

Section 3.5.2. Cause:

The ECW Board of Directors may, by the unanimous, affirmative vote of the entire Board of Directors (including the President and Immediate Past President), terminate a member's membership for cause. The Board of Directors shall determine grounds constituting "cause" in its sole discretion. Such member shall be given reasonable notice thereof, and if the member requests it, shall be entitled to a hearing before the Board of Directors at the next regularly scheduled meeting of the Board of Directors.

Section 3.5.3. Death, Resignation, Non-Renewal:

Membership in ECW shall also be terminated by the death of a member or by the timely (as determined by the ECW Board of Directors) submission of written notice of membership resignation or non-renewal. However, termination of membership shall not extinguish such members' financial obligations, if any, as described in these Bylaws.

Section 3.6. VOTING RIGHTS.

Only General Members shall be entitled to vote on all matters submitted to a vote of the membership, including, without limitation, the election of Officers, with each member entitled to one (1) vote on each such matter. The voting member must be present to vote. There shall be no voting by proxy.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1. RESPONSIBILITY.

The Board of Directors (hereinafter known as "Board") is the policy-making body for Emerald Coast Writers, Inc. Individual members of the Board (hereinafter called "Directors") work as a team to implement the mission, vision, and purposes of ECW. The Board may exercise all powers of ECW except as otherwise reserved in these Bylaws, the ECW Articles of Incorporation, and the law.

Section 4.2. COMPOSITION.

The Board shall be comprised of the four (4) elected Officers (President, Vice-President, Secretary, and Treasurer) plus two (2) appointed directors. Directors will be appointed by the elected Officers at their first formal board meeting by a majority vote of the four (4) elected officials. After such appointments are made, each Director will have one (1) vote in all board-related matters.

The President shall abstain from voting on all matters unless a tiebreaker vote shall be required. The Immediate Past President shall serve as an ex-officio, non-voting member. The President, with Executive Committee approval, may appoint additional board members from time to time, but no such appointed ex-officio member shall be entitled to a vote on board matters. As stated in 3.5.2, the entire board (including the President and Immediate Past President) must participate in any vote to expel a member for cause..

Section 4.3. QUALIFICATIONS.

A general member who seeks to be elected to the Board as an Officer or appointed to the Board as a voting Director must meet the following requirements:

- be a resident of northwest Florida when elected and throughout the duration of their term on the Board
- hold a general membership status in good standing (see positions for tenure)
- demonstrate a genuine interest in the community and the value ECW brings to the community
- have no material conflict of interest that would, in the sole determination of the Board, disqualify the person from holding such office

Section 4.4. ELECTION AND TERM.

Section 4.4.1. Election Schedule.

Elections shall be conducted during the fourth quarter of ECW's fiscal year, and Officers, Directors, and Board Liaisons shall take office on the first day of the new fiscal year. Those selected shall serve their specified terms as determined by the Board or until their successors are selected. A schedule for submission for nominations for officers and appointees and voting

information will be submitted to the general members at a time to be determined by the Board.

Section 4.4.2. Term.

All officers shall hold office for terms to be determined by the Board. The term limitation shall only apply to each particular office: nothing shall prohibit an individual from seeking a different office after completing a term in another office. A person may officially hold only one (1) position on the ECW Board at any time, and no candidate may run for more than one (1) position at a time. However, a Director may run for office or submit an application of interest for an appointed position while serving on the Board. The length of term has been specified by the Board to be two years.

a. Officers. Officers shall serve no more than two (2) consecutive terms in their respective offices. The President shall serve in a follow-on position as Immediate Past President for the duration of the newly elected President's term. The Immediate Past President shall be an ex-officio member of the Board without vote (except as noted in 3.5.2).

b. Directors. All appointed Directors shall hold the directorship for terms to be determined by the Board. The appointment will be made each year through a unanimous vote of the voting board. Approval of Directors by the Executive Committee shall be one of the first orders of business at the January meeting. Directors abstain from voting in this Executive decision. The term limit for Directors shall be no more than four (4) consecutive years. Directors may be removed from the Board at any time during the year as determined prudent by the remaining voting members of the Board of Directors and replaced by another qualified member.

Section 4.5 RESPONSIBILITIES.

Section 4.5.1. President.

The President of ECW shall, in general, supervise and have charge of all the affairs of ECW, pursuant to the direction and oversight of the Board. The President shall represent ECW in the community, raising awareness of the organization and its educational and benevolent purposes for writers. The President shall preside at all meetings of the Board and shall, with the approval of the Board, appoint committee members and chairs, and shall chair the Executive Committee. The President serves without a vote as an ex-officio member of all committees. Organizational skills are important for the person holding the office of President. Excellent verbal and written skills are an advantage.

Section 4.5.2. Vice-President.

The Vice-President shall be a voting officer/Director member of the Board. The Vice-President shall act as chair in the absence or inability of the President of the Board to act, and when so acting, shall perform the duties and exercise the powers and authority of the President. The Vice-President shall serve as Chair of the Board of Directors Bylaws Committee. The Vice-President shall also oversee over the Education and Marketing Committees. The Vice-President shall also perform such other duties as the Board may prescribe. Excellent verbal and written skills and an eye for detail are an advantage.

Section 4.5.3. Secretary.

The Secretary shall be a voting officer/Director member of the Board. The Secretary

shall be responsible for the recording and preserving of the minutes of the Board, Executive Committee, and General Membership meetings, maintaining a complete copy for ECW archives. The Secretary will provide a completed copy of the minutes of the general meeting to the President within 10 days after the meeting for approval. Once approved, the Secretary will post the minutes to the ECW Board approved web site. In the absence of the Secretary at any meeting of the Board or the membership, the President shall appoint a temporary Secretary from among the remaining members of the Board. The Secretary shall oversee over the Newsletter Committee .The Secretary shall perform such other duties as assigned by the President or the Board. Good organization skills and experience with word processing or short hand a plus.

Section 4.5.4. Treasurer.

The Treasurer shall be a voting officer/Director member of the Board. The Treasurer shall maintain an accurate accounting of financial activities of ECW for the purpose of tracking the corporation's finances and annual audit as a non-profit corporation. The Treasurer, at the direction of the Board, shall collect annual dues and other assessed fees from ECW members maintaining records of receipt of fees, an up-to-date membership roster, payments on accounts, and bank deposits. All financial activities shall be exercised under the direction and control of the Board, and the Treasurer shall fulfill the responsibilities and obligations as outlined by the Board, working closely with the Executive Committee to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation. A monthly financial report shall be provided to the Board and reports to General Meetings as directed by the Board. The Treasurer will work closely with the accountant to assure proper procedures and timely tax and corporate filings. The Treasurer shall oversee the Membership Committee. The Treasurer shall perform such other duties as assigned by the President or the Board. Experience with spreadsheets, accounting, computerized software, and prior experience as a bookkeeper or treasurer elsewhere is a plus.

The Treasurer shall be bondable. If he/she is not bondable, then, at the discretion of the Board, the Treasurer may be deemed ineligible for the position. In such cases, the acting Treasurer will be asked to step down and the remaining Board members shall choose either to appoint an eligible member for the duration of the term or to hold a special election to fill the position.

Section 4.5.5. Immediate Past President.

The Immediate Past President shall serve on the Board in an advisory capacity for a term at the end of their presidential term. The Immediate Past President shall remain in this capacity until the next election cycle is held for the position of President, at which time he/she will be replaced by the outgoing President This position shall have no vote on the Board except as noted in 3.5.2. The Immediate Past President shall perform such other duties as assigned by the President or the Board. The Immediate Past President will serve as the Chair of the Nominating Committee for the next year In the event that the Immediate Past President shall not be able to fulfill his/her duties by participating in board meetings and other duties as assigned, the current Board shall continue to function normally without disruption.

Section 4.5.6. Director of Operations.

The Director of Operations is an appointed position on the Board of Directors. This position is a voting member of the Board of Directors and shall have oversight of day-to-

day operations of the following committees: Conferences and Workshops, Adult Literary Journal (e.g. Sand Script), Youth Literary Journal (e.g., Sandy Feet, and any other committees as may be assigned from time to time. Responsibilities include assisting committee chairs with establishing processes and procedures, resolving internal conflicts within the committees, project planning, budgeting, and overall responsibility for the successful execution of such projects once approved by the Board.

The Director of Operations will report committee updates at the board meetings and more frequently as requested by the Board. This position requires excellent organizational skills and project management experience including budgeting scheduling and the management of people.

Section 4.5.7. Director of Publicity.

The Director of Communications is an appointed position on the Board of Directors. This position is a voting member of the Board of Directors and shall have oversight of day-to-day operations of the following committees: Public Relations, Websites, Publishing (e.g. Literary Journals) and any other committees as may be assigned from time to time. Responsibilities include assisting committee chairs with establishing processes and procedures, resolving internal conflicts within the committees, project planning, budgeting, timely and successful dissemination of information (to the public, the membership and the sponsors), and overall responsibility for the successful fulfillment of the committees' responsibilities as approved by the Board.

The Director of Publicity will report committee updates at the board meetings and more frequently as requested by the Board. This position requires excellent organizational and management skills, and more importantly, a solid foundation in using the technical tools available (computers, variety of software products, web technologies).

ARTICLE V. MEETINGS AND COMMITTEES

Section 5.1. GENERAL MEMBERSHIP MEETINGS.

Meetings of the general membership shall be monthly and held at such time, date, and place as designated by the Board for the purpose of transacting any business as may come before the meeting. The President with the approval of the Board shall call special meetings of the membership. The President may fix any time, date, and place for the special meeting.

Section 5.1.1. Notice.

Notice of meetings of the membership shall be given to each member of record entitled to vote at such meeting personally, by mail, by fax, or by electronic mail not less than ten (10) days before the date of such meeting. Each notice shall include the time, date, place, and purpose of such meeting.

Section 5.1.2. Quorum.

A majority of all of the members present at a duly called meeting shall constitute a quorum for the transaction of business at any meeting of the General Membership. Each General member in good standing shall have one (1) vote unless there is an obvious conflict or a declared conflict of interest.

Section 5.1.3. Minutes.

Minutes of each meeting of the General Membership shall be recorded by the Secretary, containing results of the deliberations of the Membership. The minutes shall be submitted to the Board for approval. Following such approval, the minutes shall be available to all members of ECW for inspection.

Section 5.2. BOARD OF DIRECTORS.

Regular meetings of the Board shall be held at such time, date, and place as set by the President. Special meetings of the Board may be called by or at the request of the President or a majority of the voting Directors.

Section 5.2.1. Notice.

Notice of meetings of the Board shall be given to each member of the Board entitled to vote at such meetings personally, by mail, by fax, or by electronic mail not less than ten (10) days before the date of such meeting. Each notice shall include the time, date, place, and purpose of such meeting.

Section 5.2.2. Quorum.

A majority of the entire voting membership of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. Each Officer and Director, except the President shall be entitled to one (1) vote on matters submitted for vote of the Board, except that the President may vote in the event of a tie. Proxy voting at a duly called meeting of the Board is prohibited.

Section 5.2.3. Meetings by Telephone Conference or Other Remote Communications Technology.

Members of the Board may participate in a meeting of the Board by means of the following: (i) conference telephone or similar communications equipment; or (ii) another suitable electronic communications system, only if the system provides access to the meeting in a manner or using a method by which each participant in the meeting can communicate concurrently with each other participant. Such participation in a meeting shall constitute presence in person at such meeting for purposes of a quorum in a vote.

Section 5.2.4. Unanimous Written Consent.

Any action required by law to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the voting membership of the Board.

Section 5.2.5. Action Without a Meeting.

As provided for in the Articles of Incorporation of ECW, certain voting by the Board may occur by mail, fax, or electronic ballot.

Section 5.2.6. Minutes.

Minutes of each meeting of the Board shall be recorded by the Secretary, containing results of the deliberations of the Board. The minutes shall be submitted to the Board for approval. Following such approval, the minutes shall be filed in the archives.

Section 5.2.7. Rules of Succession.

The Board may appoint an eligible member to fill a Board vacancy for an interim period extending to the first day of the new fiscal year. Appointments shall be made by a majority vote of all remaining Board members. Any position held for an interim period shall not qualify as an elected term and may be coupled with a maximum of two consecutive terms.

Section 5.3. COMMITTEES.

The Board may designate one or more standing or special committees, each of which to the extent provided in such resolution(s), the Articles of Incorporation of ECW, or these Bylaws, shall have and exercise the authority of the Board in the governance of ECW except as otherwise provided in such resolution(s), in the Articles of Incorporation of ECW, or these Bylaws, the President shall appoint the Chair of such committees, subject to the approval of the Executive Committee, and shall approve the members for such committees.

Section 5.3.1. Term.

Each chairperson of a committee shall serve for the appointed term or until a successor is appointed, whichever is later. In the event a chairperson steps down and is not immediately replaced, the Director of Operations will serve as interim chair. Committee members will serve for a one-year period and may serve on multiple committees if needed.. They may also serve unlimited terms on committees unless otherwise directed by the Board.

Section 5.3.2. Quorum.

A majority of all of the members present at a duly called committee meeting shall constitute a quorum for the transaction of business. Each committee member in good standing shall have one (1) vote unless there is an obvious conflict or a declared conflict of interest.

Section 5.3.3. Notice.

Notice of meetings of the Committee shall be given to each member entitled to vote at such meeting personally, by mail, by fax, or by electronic mail not less than ten (10) days before the date of such meeting. Each notice shall include the time, date, place, and purpose of such meeting. The appropriate Board member having oversight of the committee shall be included in all notices of meetings as a courtesy.

Section 5.3.4. Meetings by Telephone Conference or Other Remote Communications Technology.

Members of the Committee may participate in a meeting of the Committee by means of the following: (i) conference telephone or similar communications equipment; or (ii) another suitable electronic communications system, only if the system provides access to the meeting in a manner or using a method by which each participant in the meeting can communicate concurrently with each other participant. Such participation in a meeting shall constitute presence in person at such meeting for purposes of a quorum in a vote.

Section 5.3.5. Meeting Records and Correspondence.

The Committee Chair shall be responsible for maintaining appropriate records for all committee meetings and decisions. This includes, but is not limited to, notices of meetings, meeting minutes,

quotes received from vendors, proposals and budget records and approvals, receipts for approved expenditures for which chair expects reimbursement, etc. The appropriate Board member having oversight of the committee shall be included in all correspondence as a courtesy.

Committee Chairs shall be responsible for submitting monthly committee activity reports to the appropriate Board member by a specified date as determined annually by the Board. The format of monthly reports will be determined by the Board and distributed to the Committee Chairs for consistent usage and reporting.

Section 5.4. EXECUTIVE COMMITTEE

The Executive Committee is a standing committee of the Board. The President chairs the committee. The President, Vice-President, Secretary, and Treasurer shall constitute the voting membership of the Executive Committee and shall have any and all responsibilities that the Board may assign. To the extent provided in these Bylaws, the Executive Committee shall exercise the authority of the Board in the management of the Corporation. The Immediate Past President shall serve as a non-voting, ex-officio member of the Executive Committee. The committee shall have the responsibility to annually review the policies and functions of the corporation, including financial and corporate management and accomplishment of goals. The Executive Committee shall be responsible for choosing and electing the Directors.

Section 5.5. NOMINATING COMMITTEE.

The Nominating Committee is a standing committee of the Board. The Immediate Past President Chairs the Committee. The Chair shall appoint three (3) members to serve as committee members during the fourth quarter of the fiscal year: two members from the membership-at-large and one member of the Board. The three (3) committee members require approval from all of the Executive Committee. The Nominating Committee shall make available to the membership a list of those positions open for election and appointment no greater than 60 days prior to the date of election, requesting nominations for officers and recommendations for board appointments. Nominations and recommendations may be self-made or third party. Officers will be installed at the annual meeting of ECW.

Section 5.6. BYLAWS & PROCEDURE COMMITTEE.

The Bylaws & Procedure Committee is a standing committee of the Board. The Vice-President Chairs the Committee. The Committee is responsible for reviewing and revising the corporate Bylaws, policies, and procedures as needed, forwarding recommendations to the Board for review and approval and informing members as required. The Chair archives revised and current documents.

Section 5.7. EVENTS COORDINATOR COMMITTEE.

The Events Coordinator is a standing committee of the Board. The Vice-President oversees this committee. The purpose of the Education Committee is to lead the processes of planning and coordinating monthly programs for the general membership, coordinating the various specialty critique forums, and organizing at least one annual workshop. The schedule of speakers and associated budget will be prepared and submitted to the Board for approval. Knowledge of local artisans and communications skills are assets for the chair of this committee.

Section 5.8. MARKETING COMMITTEE.

The Marketing Committee is a standing committee of the Board. The Vice-President oversees this committee. The purpose of the Marketing Committee is to secure financial sponsors for ECW through promotional opportunities for the sponsors (advertising on the website, pamphlets, etc), and to generate marketing materials for the Corporation. This includes, but is not limited to, letterhead, business cards, advertising campaigns and other collaterals. Marketing will also be a main conduit for distribution of published products (e.g., *Sand Script*) through local stores. The marketing plan and budget will be prepared and submitted to the Board for approval.

Section 5.9. NEWSLETTER COMMITTEE.

The Newsletter Committee is a standing committee of the Board. The Secretary oversees this committee. The primary responsibility of the Newsletter Committee is to provide the general membership with an avenue to stay in step with ECW events and to highlight members and their accomplishments. The committee's budget will be prepared and submitted to the Board for approval.

Section 5.10. MEMBERSHIP COMMITTEE.

The Membership Committee is a standing committee of the Board. The Treasurer oversees this committee. The primary responsibility of the Membership Committee is to campaign for new members as well as to coordinate worthwhile events to help retain existing members. This committee will maintain an active membership roster and coordinate the annual billing of dues and member status changes with the Treasurer. The committee's budget will be prepared and submitted to the Board for approval.

Section 5.11. WRITERS CONFERENCE COMMITTEE.

The Conference Committee will be formed at the discretion of the Board based upon factors such as appropriate levels of participation, funding and other dynamics in place at the time.

When convened, this committee is responsible for coordinating the activities surrounding the community wide literary conference. This includes determining the scope and vision of the planned activities, dates, guest speakers and providing the board a detailed budget for approval. The Director of Operations oversees this committee and works closely with the Committee Chair to ensure proper planning and budgets are maintained. This committee will receive assistance from all other committees as needed for communicating and staging the event.

The committee will be responsible for all facets of the conference to include procurement of facilities, speakers, equipment, food and beverages, marketing items, bookstore facilities and more. The committee shall maintain a written procedure book of knowledge on publication information, sources and prices, to be passed on to subsequent Committee Chairs.

All conference records will be maintained for a period of two (2) years, At the beginning of the 25th month after the conference was held, the records shall be properly destroyed. Prior to destruction, the Committee Chair shall request and subsequently receive from the board, approval to destroy said records.

Section 5.12. ADULT LITERARY JOURNAL COMMITTEE.

The Adult Literary Journal Committee will be formed at the discretion of the Board based upon factors such as appropriate levels of participation, funding and other dynamics in place at the time.

When convened, this committee is responsible for coordinating the activities surrounding the community wide literary contest leading to the publication, within budget, of ECW's literary journal, *Sand Script* and/or any other adult publications approved by the Board.

The Director of Operations oversees this committee and works closely with the Committee Chair to ensure appropriate contest rules, schedules and budgets are maintained.

The committee will be responsible for all facets of the competition to include establishing the contest period, selection of qualified and impartial judges, notifications, recordkeeping and announcement of winners.

Recordkeeping of contest entries, and judging results will be maintained in strictest confidence, solely by the chair of this committee. Announcement of winners will be made at an appropriate time as approved by the Board. Members of this committee are prohibited from participating in ECW contests, unless the contest is an ECW-only contest.

All contest records will be maintained for a period of two (2) years, At the beginning of the 25th month after publication of the journal (or the 25th month after the announcement of contest winners if there was no formal publication) , the contest records shall be properly destroyed. Prior to destruction, the Committee Chair shall request, and subsequently receive from the board, approval to destroy said records. The committee shall maintain a written procedure book of knowledge on publication information, sources and prices, to be passed on to subsequent Committee Chairs.

The committee will be responsible for providing adequate cover content, whether by contest or selection, for the eventual production of the publication(s). The committee will work closely with the Publishing Committee for a successful and timely production of the finished products.

Section 5.13. YOUTH LITERARY JOURNAL COMMITTEE.

The Youth Literary Journal Committee will be formed at the discretion of the Board based upon factors such as appropriate levels of participation, funding and other dynamics in place at the time.

When convened, this committee is responsible for coordinating the activities surrounding the community wide literary contest for young adults, leading to the publication, within budget, of ECW's youth literary journal, *Sandy Feet* and/or any other youth-based publications approved by the Board.

The Director of Operations oversees this committee and works closely with the Committee Chair to ensure appropriate contest rules, schedules and budgets are maintained.

The committee will be responsible for all facets of the competition to include establishing the contest period, selection of qualified and impartial judges, notifications, recordkeeping and announcement of winners.

All contest records will be maintained for a period of two (2) years, At the beginning of the 25th month after the publication of the journal (or the 25th month after the announcement of contest winners if there was no formal publication) , the contest records shall be properly destroyed. Prior to destruction, the Committee Chair shall request and subsequently receive from the board, approval to destroy said records. The committee shall maintain a written procedure book of knowledge on publication information, sources and prices, to be passed on to subsequent Committee Chairs.

Recordkeeping of contest entries, and judging results will be maintained in strictest confidence solely by the chair of this committee. Announcement of winners will be made at an appropriate time as approved by the Board. Members of this committee are prohibited from participating in ECW contests.

The committee will be responsible for providing an adequate cover, whether by contest or selection, for the eventual production of the youth publications. The committee will work closely with the Publishing Committee for a successful and timely production of the finished products.

Section 5.14. PUBLIC RELATIONS COMMITTEE.

All public events conducted by ECW will be publicized through the efforts of the Public Relations Committee. Maintaining a public presence for ECW is accomplished primarily through submission of timely press releases to the media and scheduling of media events such as radio talk shows, television interviews and book signings. The committee will serve as an educational adjunct to the community and schools and will be responsible for attending local artisan events, business meetings and workshops. The Director of Communications oversees this committee and will assist the chair in presenting an annual plan and budget to the Board.

Section 5.15. WEBSITE COMMITTEE.

All interactive communication activities for ECW will be coordinated and maintained through the Website Committee. This includes, but is not limited to, maintaining all websites, assisting committee chairs in posting their shared information, assisting with the scheduling of events on the ECW calendar, maintaining memberships within the private sections of the websites, etc. The Director of Communications oversees this committee and will assist the chair in presenting an annual plan and budget to the Board.

Section 5.16. PUBLISHING COMMITTEE.

The Publishing is a standing committee and works closely with the Adult Literary Journal Committee and the Youth Literary Journal Committee. The Director of Communications oversees this committee and works closely with the Committee Chair to ensure timely and professional production of the results of the contests conducted by ECW. Concepts of the journals are to be approved by the Board and final draft before publication will be approved by the Director of Communications and one other Board member at a minimum.

The committee chair will be responsible for all facets of publication layout and design, production scheduling and registration with the Library of Congress on all finished products. A detailed record of the inventory of ISBN numbers will be maintained by the committee chair and passed on in good form to the subsequent committee chair from year to year. The committee shall maintain a written procedure book of knowledge on publication information, sources and prices, to be passed on to subsequent Committee Chairs.

Section 5.17. INDEMNIFICATION.

The Corporation shall indemnify, reimburse and defend any present or former director, officer, or agent of the Corporation in the manner and to the extent provided in the Corporation's Articles of Incorporation. The Corporation shall maintain Errors and Omissions insurance for the purposes of covering any member acting in an official capacity for ECW in the event of a liability lawsuit.

ARTICLE VI. CONTRACTORS and EMPLOYEES

Section 6.1. Contractors and Employees

ECW may from time to time hire independent contractors and/or employees within general budgetary guidelines as determined by the Board. Selection of independent contractors and employees, and approval of the distribution of funds, is the responsibility of the President with final approval resting with the Board.

Section 6.2. Interns

ECW may recruit individuals from various academic or technical organizations to serve as unpaid interns within the ECW organization. The intern position is used by ECW to provide a level of semi-skilled or unskilled labor for use by our committees and/or internal functions. Interns will be sought primarily from the area student population. Specifically, individuals striving to enter the fields that ECW espouses can thus receive real-world experience and a network for his/her future use. A formal written agreement must exist between ECW and the institution prior to any agreement with interns from said institution. The decision to utilize interns will be voted upon by the Board from time to time during the year as projects evolve. Once agreed upon, the responsibility for engaging with the appropriate institutions for said purpose shall be the Vice President. Placement of these individuals will be the responsibility of the Vice President for board-level assistance and by the appropriate Director for major ongoing projects for which he/she has oversight.

ARTICLE VII. COMPENSATION AND REIMBURSEMENT OF EXPENSES

Section 7.1. Compensation and Reimbursement.

No officer or director or committee member, except as shall be employed by the Corporation, shall receive any salary or compensation for their services; however, ECW may reimburse certain ECW related expenses incurred by officers, directors, and committee members, as determined by the Board.

ARTICLE VIII. INUREMENT

Section 8.1 Customary Practice.

No part of the net earnings of ECW shall inure to the benefit of, or be distributable to, its officers,

directors, committee members, or other private persons, except that ECW shall be authorized and empowered to pay reasonable compensation for services rendered by employees and independent contractors and others, and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE IX. FINANCES

Section 9.1. YEAR.

The corporation shall operate on fiscal year basis beginning on the first day of January and ending on the 31st day of December of the same year.

Section 9.2. OPERATING BUDGET.

Each year, the Treasurer shall oversee the preparation of the ECW operating budget for the ensuing fiscal year. Upon review and approval by the Executive Committee and the full Board, the membership shall be informed of the annual budget. The budget may be amended by the Board when necessary.

Section 9.3. CONTRACTS.

The Board may authorize any officer or officers, or agent or agents of ECW, in addition to the officers so authorized by these bylaws to enter into any contract or execute or deliver any instrument in the name of and on behalf of ECW. Such authority may be general or confined to specific instances.

Section 9.4. FINANCIAL AUDIT.

The external financial statements of ECW shall be audited when necessary by an independent certified public accountant or certified public accounting firm who/which shall be determined from time to time by the President with the approval of the Board.

Section 9 5 LOANS, CHECKS. DEPOSITS, AND FUNDS.

Section 9.5.1. Loans.

No loan shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 9.5.2. Check, Drafts, and Funds.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by an officer of the Corporation authorized to do so in accordance with resolutions of the Board then in effect, or in the absence such resolution by any two of the President, Vice-President, or Treasurer. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 9.5.3. Contributions, Gifts, Bequests.

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 9.5.4. Loans to Directors and Officers Prohibited.

No loans shall be made by the Corporation to its directors or officers and any director or officer who assents to or participates in the making of such loans shall be jointly and severally liable the Corporation for the amount of the loan if it is not repaid by the borrower. For the purposes of this section, any director who votes against the making of a loan shall be deemed not to have assented to or participated in the making of the loan.

ARTICLE X. BOOKS and RECORDS

Section 10.1. Books and Records.

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board.

ARTICLE XI. DURATION and DISSOLUTION

Section 11.1. Duration and Dissolution.

The duration of ECW shall be perpetual, except that it may be dissolved in the manner provided by the Act; provided, however, that no dissolution of ECW shall be affected unless approved by the Board of Directors and the General Membership of ECW as required by the Act. At the point of dissolution of ECW and after paying or making provision for the payment of all the liabilities of ECW, all remaining assets of ECW shall be distributed to such tax-exempt organization(s) as may be determined by the Board of Directors and as otherwise required by the applicable provisions of the Internal Revenue Code.

ARTICLE XII. AMENDMENTS

Section 12.1. Amendments.

Subject to laws of the State of Florida, these Bylaws may be altered, amended, or repealed from time to time by the Board of Directors only upon receiving (i) at least two-thirds (2/3) of the votes of the voting members of the Board of Directors.

Notwithstanding anything herein to the contrary, no amendment shall be made which would change the objects and purposes of the Corporation to include objects and purposes which would not be exclusively charitable, educational, or which would permit net earnings of the Corporation to inure to the benefit of any person, donor, or private individual, or which would permit any transaction or activity not permitted to be conducted or carried on by an organization exempt under Section 501-C (3) of the Code and its regulations as they now exist or as they may hereafter may be amended.