

BRAZOS WRITERS, INC.

BYLAWS

Adopted September 12, 1988, Amended September 1 and December 11, 1989, November 12, 1990, June 12, 2000, and June 9, 2003

Article I. Purpose

- 1.01 BRAZOS WRITERS is a not-for-profit professional organization for writers in the Brazos Valley, be they published or unpublished, full- or part-time.
- 1.02 The purpose of BRAZOS WRITERS is to provide leadership in filling the needs of writers in the Brazos Valley for information, cooperation, and moral support.
- 1.03 BRAZOS WRITERS is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. It is organized to meet the needs of writers and not to provide a literary agent or otherwise engage in creating a market or providing any other special benefit to any particular member and/or officer.
- 1.04 No part of the net earnings of BRAZOS WRITERS, INC. shall inure to the benefits of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth.
- 1.05 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in, (including the publishing or distributing of statements) any political campaign on behalf of a candidate or public office.

Article 2. Structure

- 2.01 BRAZOS WRITERS organization shall be composed of the General Membership, a Board of Directors elected from that membership, and any committees or sub-groups which are created from time to time to met member needs.
- 2.02 The Fiscal Year of BRAZOS WRITERS shall be from January 1 through December 31 of each year.

Article 3. General Membership

- 3.01 Any person of any age can become a member of BRAZOS WRITERS by payment of membership dues at a rate established by the Board of Directors and ratified by a majority vote of members in good standing (good standing being defined as having dues paid up to date).
- 3.02 The amount of such dues shall be recommended by the Board and change can be voted upon by

the membership at the Annual Meeting.

- 3.03 Each member has one vote at either annual meetings or interim meetings and can vote to
- (a) approve Bylaws and amendments
 - (b) elect and recall Board members
 - (c) approve or disapprove recommendations for activities and/or actions made either by the Board of Directors or members as stated in (d)
 - (d) An individual member may ask for a vote on an issue by requesting that some member of the Board of Directors place the item on the agenda of a membership meeting, OR, the General Membership through signatures of ten percent (10%) of the members in good standing may bring the issue to vote at such a meeting.
- 3.04 An Annual Meeting of the membership for the purpose of electing the Board of Directors and transacting other necessary business shall be held at least once a year in November. Other meetings can be held at intervals recommended by the Board of Directors and voted upon by the membership.
- (a) Voting quorums at such meetings shall be defined as at least fifteen percent (15%) of paid-up members, but no less than ten (10) persons.
 - (b) Election of the Board of Directors shall be by the following process:
 - (1) Formation of a nominating committee, appointed by the Board, in September of each year.
 - (2) Notification in writing (by mailing by the Corresponding Secretary) to all members in good standing of the recommendations of the Nominating Committee at least two weeks before the annual meeting (can be via the newsletter).
 - (3) Acceptance of additional nominations at the Annual Meeting (All nominees must give their consent before the ballot is cast).
 - (4) Voting on the nominees by secret ballot or by acclamation with a simple majority of members present required for election, provided a quorum is present.

Article 4. Board of Directors

- 4.01 The governing body of BRAZOS WRITERS shall be the Board of Directors (elected as defined in Article 3) that shall formulate policy and plan activities and expenditures for the membership's approval.
- 4.02. The Board of Directors is composed of the following officers elected for a term of one year and eligible for re-election to that or another office, except that of President and Past President in

that year. No person may run for more than one elected post at a time. Officers shall be nominated in October, elected in November, and take office on January 1 of the following year.

- (a) PRESIDENT whose duties are to preside at General Meetings and Board Meetings, to serve as liaison to outside agencies and to sign documents as approved by the Board of Directors on behalf of BRAZOS WRITERS
- (b) PRESIDENT-ELECT, who will become president the next year and whose duties are to discharge the responsibilities of the President in his or her absence and to plan the meeting programs of that year.
- (c) TREASURER, whose duties are to keep the accounts of the organization and report its financial condition at meetings as required, to collect and deposit incoming funds, and to disburse outgoing funds under the direction of the Board. The Treasurer shall maintain membership lists and provide them to the Newsletter as required for a mailing and e-mail distribution list.
- (d) RECORDING SECRETARY, whose duties are to record the membership, the meetings of the Board Meetings and to maintain the historical records of the organization.
- (e) CORRESPONDING SECRETARY, whose duties are to serve as liaison between the Board, the membership and the general public and to make other mailings as required.

- 4.03 The Board of Directors shall have regular meetings at intervals suitable to conduct organization business, at least once a year. Quorum at such a meeting shall be half (50%) of its composition or four (4) persons present, depending upon which number is greater.
- 4.04 Failure to attend more than two (2) consecutive Board Meetings *may* be grounds for replacement of a Director. The vacancy shall be filled by a majority vote of the Board Members and the individual will serve until the next election. The offices of President and Past President will not be filled. Should Board membership fall below four (4), the remaining officers shall call for a special election for the purpose of electing new officers or reorganizing. The senior remaining officer, seniority being defined by the officer's position in 4.02, will preside.
- 4.05 No member of the Board of Directors may receive any monetary compensation for performance of his or her duties, but may be reimbursed for appropriate expenses.

Article 5. Authority

- 5.01 The Board shall have the authority to accept contracts, gifts and donations.
- 5.02 The Treasurer shall normally sign checks disbursing organization funds. In the Treasurer's incapacity, the President or the President-Elect shall have this authority. All expenditures over fifty dollars (\$50) shall be authorized by the Board before being disbursed.

Article 6. Amendment and Dissolution Procedures

- 6.01 Amendment or repeal of the Bylaws may be proposed to the General Membership by the Board of Directors or by a petition signed by ten percent (10%) of the General Membership. At least one month's notice (by a mailing of the Corresponding Secretary) shall be given to the membership of a scheduled vote on amendment or repeal of the Bylaws.
- 6.02 Amendment or repeal will be passed by a two-thirds (2/3) vote of members present at such a meeting provided a quorum is present.
- 6.03 If the Organization is disbanded
- (a) all liabilities and obligations of the Corporation shall be paid, satisfied or discharged and assets held by the Corporation requiring return, transfer, or conveyance which condition occurred by reason of dissolution, must be returned, transferred, or conveyed in accordance with such requirements
 - (b) and after above requirements are met, any other remaining assets shall be distributed to the Bryan-College Station Public Library, a Texas nonprofit and tax-exempt organization which is organized and operated exclusively for the purpose specified in Section 501(c)(3) of the Internal Revenue Code. However, if the Bryan-College Station Public Library is no longer a qualified distributee, or unwilling or unable to accept the distributions, such assets shall be distributed to some other fund, foundation or exempt Corporation.