

# **CONSTITUTION – March 2012**

## **ARTICLE I - NAME AND PURPOSE**

Section 1. Name: The name of the organization shall be "Gulf Coast Writers Association, Inc." and shall be referred to as "GCWA."

Section 2. Purpose: The purpose of the GCWA shall be to provide a forum for fellowship, education and information among writers in the local area.

## **ARTICLE II - MEMBERSHIP**

Section 1. Qualifying Members: Professional and regular members who are in good standing and have paid their dues shall be members of GCWA. Members delinquent in their dues shall be removed from the rolls after three months of such delinquency, having been notified once of such action. Honorary GCWA members, so designated by the Executive Committee, shall be maintained on the membership roll and be exempted from paying dues for a maximum of two years, after which they may continue with GCWA as regular dues-paying members.

In addition, such persons as determined by the Executive Committee due to exceptional service to the association may be designated as Lifetime Members of the Association. Lifetime Members will have no further obligation to pay annual dues during their natural lifetime. Lifetime Members shall, in all other respects, share in the privileges of membership including the eligibility to serve as officers.

The Executive Committee may, under exceptional circumstances exempt certain individuals from the payment of annual dues. Such exemptions may be for a period of only one year, but the exemption may be renewed.

Section 2. Privileges: The voting power and privilege of office shall pertain to GCWA and will have no official bearing or authority with regard to any other association.

## **ARTICLE III - MANAGEMENT**

Section 1. Management: The general management of GCWA shall be constituted in its officers, who shall constitute the Executive Committee.

Section 2. Election and Duties: The manner of election of the officers and Executive Committee and their duties shall be defined in the Bylaws of GCWA.

## **ARTICLE IV - MEETINGS**

Section 1. The Executive Committee shall hold regular meetings of GCWA at a time and place to be recommended by one or more members of the Executive Committee with approval of the membership.

Section 2. Notification of the regular meetings shall be announced at each monthly meeting, published on the Web site and sent to members by electronic newsletter and distributed to area newspapers and other media as determined by the Chairman of Publicity with the concurrence of the Executive Committee.

Section 3. Special meetings shall be called by the President or by members of the Executive Committee as deemed necessary. The current edition of *Robert's Rules of Order Newly Revised, 10th Edition*, shall govern this organization in all cases where applicable, provided they are not inconsistent with GCWA Bylaws.

## **ARTICLE V - AMENDMENT**

The Constitution and Bylaws of GCWA may be amended by a two-thirds vote of dues-paying members at a regular or special meeting, provided that the proposed amendment has been submitted to the entire membership of GCWA in writing not less than thirty (30) days prior to the regular or special meeting, or in lieu of a separate mailed notification, to be published on the Web site not less than thirty (30) days prior to the regular or special meeting.

## **BYLAWS – March 2012**

### **ARTICLE I - OFFICERS**

Section 1. Nominations: The Nominating Committee shall make nominations for all officers at the February Executive Committee meeting. Ideally nominees will have previously agreed to serve in the designated positions.

Section 2. Election: All officers shall be elected at the March meeting by a majority vote of active members present. Other nominations may be made from the floor at the meeting provided nominees are dues-paying members of GCWA. The Vice President shall be elected from within the Executive Committee.

Section 3. Term of Office: The term for all elected officers, as defined in the Constitution of this Chapter Article III, Section 1, shall be one year, beginning April 1.

Section 4. Corporate Board of Directors:

A. The Corporate Board of Directors shall be elected at the annual meeting and serve as corporate officers required under IRS 501 (c) 3 regulations. Four officers will serve on the Board for three (3) year terms. One officer shall be elected Chairperson and shall serve as the registered agent.

B. Other corporation officers shall be elected within the board as needed. The corporate board will meet at least once a year to discuss matters pertaining to the GCWA Corporation. The corporate board will conduct an annual review of the financial records of the corporation. The corporate board will ensure that all reports and forms are filed with appropriate government agencies as required prior to annual deadlines.

Section 5. Officers/Executive Committee:

A. President: The President shall preside at all meetings of GCWA, and the Executive Committee; shall fill by appointment any vacancy which may occur among the officers of the Executive Committee (said appointees shall hold office until the next election); shall serve as ex-officio member on all committees of GCWA, except the nominating committee; shall perform such other duties beneficial to GCWA, and shall furnish for the March meeting, the President's Annual Report in the form of a summary letter giving highlights of the year, membership totals and any suggestions to improve the GCWA structure, programming and support.

B. Vice President: The Vice President shall be a member of the Executive

Committee and will be elected at the first Executive Committee meeting after the election of officers in March. The Vice President shall preside over all meetings of the GCWA in the absence of the President; assume the duties of the President in the event the President is temporarily incapacitated or otherwise unable to perform; fulfill any other obligations designated by the Executive Committee.

C. Secretary: The Secretary shall keep all minutes and records pertaining to GCWA business; shall prepare annually in March the report of election of new officers; and shall coordinate the annual reports of the President, Membership Chairperson, Treasurer and Secretary. The Secretary shall maintain the GCWA archives of minutes, business correspondence, bylaws and amendments.

D. Treasurer: The Treasurer shall account for all funds of GCWA and shall be the custodian of said funds, which must be deposited in a bank, approved by the Executive Committee; and shall present a financial report at each monthly business meeting of GCWA plus an Annual Report presented to the Executive Committee and to membership for approval. The Treasurer shall maintain the GCWA financial archives.

E. Membership Chairperson: Membership Chairperson shall plan and coordinate all efforts at recruiting and retaining members in GCWA; shall lead GCWA to set membership goals, promote fellowship and communication among GCWA members. The Membership Chairperson shall maintain an updated membership list, supply copies to Executive Committee members and maintain any membership files. This officer may recommend to the Executive Committee informal appointment of ongoing assistant (s) with related responsibilities.

F. Publicity Chairperson: Publicity Chairperson shall disseminate information about GCWA, its events and individual members of merit; and shall use other news sources in order to serve as a clearinghouse for information to area members as well as other writers' organizations. Methods may include newsletter, newspaper, website and e-mail notices, broadcast announcements and mailings, as well as special needs, such as brochures and member surveys. This officer may recommend to the Executive Committee informal appointment of ongoing assistant (s) with related responsibilities, and shall be the primary coordinator of members designated to receive phone inquiries on events.

G. Programming Chairperson: Programming Chairperson shall plan and coordinate all programs of GCWA. This officer may recommend to the Executive Committee informal appointment of one or more workshop coordinators as well as various event assistants.

H. Web Master: The Web Master shall be a member of the Executive Committee and shall plan, coordinate, maintain and update at least monthly, the Web site. The Web Master may recommend to the Executive Committee informal appointment of one or more assistant (s) to help with the Web site.

I. Special Projects Chairperson: The Special Projects Chairperson shall make available to the Executive Committee a calendar of all projects planned for the upcoming year, such as writing contests, writing workshops, banquets, writing classes, etc., for approval. This officer may recommend to the Executive Committee the informal appointment of one or more members to help with these activities.

Section 6. Authorized signatures: The President, Vice President and Treasurer are authorized to sign official documents pertaining only to GCWA.

## **ARTICLE II - ASSOCIATION COMMITTEES**

Section 1. Nominating Committee: The Nominating Committee shall be composed for four members. The members will include one member of the Corporate Board of Directors, one member of the Executive Committee and two members in good standing.

Section 2. Executive Committee: The Executive Committee shall consist of the President, Vice-President, Treasurer, Secretary, GCWA Corporate President, Membership Chairperson, Programming Chairperson, Publicity Chairperson, Special Projects Chairperson and Web Master.

## **ARTICLE III - FINANCE**

Section 1: The Executive Committee of GCWA shall determine the operating budget and distribution thereof and shall empower the Treasurer to issue payment for approved budget items. The Treasurer and President shall be authorized to sign GCWA checks.

Section 2: Fiscal Year: The fiscal year shall begin April 1 and end March 31.

Section 3: GCWA Dues: All dues collected and other income of the GCWA must be used for the purpose of the GCWA and shall not be to the financial benefit of any individual member. All members of GCWA shall be either paid-up members or designated honorary members in good standing. GCWA will levy its own local dues as required by its policies and needs, with each member contributing to maintain the needs of GCWA and his or her membership. Membership dues shall be collected annually at the beginning of the calendar year.

Section 4: Budget: Prior to the April meeting, the Treasurer shall draft a proposed annual budget, based on expected and past income and expenditures as furnished

by the outgoing Treasurer and incoming Executive Committee. The budget shall be approved by the Executive Committee for the ensuing fiscal year and the membership shall be informed of the approved budget at the April meeting. The budget may be amended by a majority vote of the Executive Committee when necessary.

Section 5: IRS Regulation: GCWA Corporation shall submit a 990 EZ form annually if the corporation shows an income in excess of \$25,000.

## **ARTICLE IV - GULF COAST WRITERS ASSOCIATION RULES**

Section 1. Policies and Procedures: Rules and Regulations embodying additional provisions for the GCWA, which agree with the Bylaws, may be adopted by the Executive Committee. Such rules and regulations shall be written and shall be the official Policies and Procedures.

Section 2: Liability: Actions, agreements and contracts taken or entered into by GCWA, its members, officers and/or the Executive Committee are not on behalf of or legally binding on any other organization, staff, or its Corporate Board of Directors.

Section 3: Dissolution: If GCWA, Inc. fails to have five members it will be dissolved.

A. In the Event of GCWA dissolution, all liabilities and obligations of the organization shall be paid, satisfied, and discharged, or adequate provision made thereof.

B. Assets held by GCWA requiring return, transfer or conveyance due to dissolution, shall be returned, transferred or conveyed accordingly.

C. All remaining funds and/or assets will accrue to programs supporting Southwest Florida's community of writers.

**History:** *The constitution and by-laws were ratified by charter members in 2003. GCWA incorporated on May 29, 2004. The Internal Revenue Service (IRS) granted GCWA 501(c)(3) status on January 18, 2006. The Bylaws were amended in 2004, 2007. Constitution and Bylaws amended March 15, 2008. Constitution and Bylaws amended March 17, 2012.*