

GCWA CONSTITUTION - April 1, 2016

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 GCWA shall be to provide a forum for fellowship, education and information among writers in Southwest Florida.

ARTICLE II - MEMBERSHIP

Section 1. Membership Categories. GCWA membership is open to persons with an interest in any aspect of writing and is not limited to any specific genre. Membership falls into the following categories:

- A. Full Membership. Qualifying adult (eighteen and older) members in good standing who have paid full annual dues or qualified for an exemption. Full Members shall share in the privileges of membership including voting rights and the eligibility to serve as officers or directors.
- B. Associate Membership. Qualifying youth (under the age of eighteen) members in good standing who have paid reduced youth-rate annual dues or qualified for an exemption. Associate Members shall share in the privileges of membership with the exception of the eligibility to serve as officers or directors.
- C. Affiliate Membership. Members in good standing of an affiliated organization that has a reciprocal agreement with GCWA. Affiliate Members shall share in the privileges of membership with the exception of voting rights and the eligibility to serve as officers or directors.

Section 2. Special Designations and Exceptions.

- A. Lifetime members may be determined by the Executive Committee due to exceptional service to the association. Lifetime Members will have no further obligation to pay annual dues during their natural lifetime.
- B. Honorary members, so designated by the Executive Committee, shall be exempt from paying dues for a maximum of two years, after which they may continue with GCWA as full or associate members.

- C. Executive Committee members shall be exempt from payment of dues for one year for each year of service on the Executive Committee.
- D. Exceptional Circumstances. 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 3. Membership Year. The membership year and corresponding deadlines shall be set by the Executive Committee.

Section 4. Dues. The amount of dues to be paid by Full Members and Associate Members shall be determined by the Executive Committee as needed to fulfill budget requirements. Changes in dues amount shall be voted on by the membership at a business meeting.

Full Members and Associate Members are required to pay membership dues annually at the beginning of each membership year. Any member delinquent in payment of dues shall be automatically suspended from membership and removed from the membership rolls after three months of such delinquency. Such suspension shall remain in place until the delinquency has been cleared. No privileges or benefits of membership shall be afforded to a suspended member.

Section 5. Expulsion of a Member. A member may be expelled from GCWA and concurrently from all directorships and offices held for any action that constitutes a threat to the physical or mental health of another member. A member may be expelled following conviction for a felony that represents a threat to the general public. Membership will be denied to registered sex offenders. In addition, a member may be expelled for actions that constitute a continuing pattern of disruption of programs or other activities of the association.

Expulsion shall require a three-fourths vote of the Executive Committee (which may meet in an emergency session for this purpose) and a three-fourths vote of the Board (which may meet in an emergency session for this purpose). An expelled member may request a reconsideration of the expulsion after thirty days, but neither the Executive Committee nor the Board is obliged to rehear the matter. Reinstate of an expelled member shall require a simple majority vote of both the Executive Committee and the Board.

Dues paid by an expelled member for the current membership year will be refunded on a pro-rata basis for any month or fraction thereof remaining in that year.

ARTICLE III – MANAGEMENT

Section 1. Structure. The management of the Gulf Coast Writers Association, Inc. is entrusted to two entities—a Board of Directors (the Board), the legal embodiment of the corporation, and an Executive Committee, responsible for the general management and operation of the association.

Section 2. Board of Directors. The Board represents the corporation in matters external to the day-to-day operation of the association, in formal relations with other organizations, or any action which changes the corporate structure. The Board has oversight responsibility for all actions performed by the Executive Committee on behalf of the association including an annual financial review.

Section 3. Executive Committee. The Executive Committee is responsible for the operational business of the association. The Executive Committee is empowered to contract for facilities, goods and services on behalf of the association. It is authorized to collect revenues and distribute disbursements in payment for the above and for awards and other expenses related to GCWA programs and activities.

Section 4. Communication. Communication between the two management entities is essential. Either entity may present proposals or recommendations and may present objections or complaints to the other entity. Each of these communications shall require formal action and response.

Section 5. Authorized Signatures. The Board Chairperson, President, Treasurer and any Vice President who is acting as President are authorized to sign official documents when appropriate to their office on behalf of GCWA.

ARTICLE IV - MEETINGS

Section 1. Board Meeting. The Board of Directors shall meet no less than three times per year to review actions undertaken by the association and to transact business that requires Board approval. Each meeting shall be open to any GCWA member, and the time and place of each meeting shall be announced at least three weeks in advance. A quorum for conducting business shall consist of 60% of the current membership of the Board; however, a meeting may take place without a quorum for discussion of any item. The Chairperson may call an emergency meeting of the Board without the usual advance notice when extraordinary circumstances require, provided a reasonable effort is made to notify all directors.

Section 2. Executive Committee Meeting. The Executive Committee shall meet no less than six times per year to plan and transact the business of the association. Each meeting shall be open to any GCWA member, and the time and place of each meeting shall be announced at least two weeks in advance. A quorum for conducting business

shall consist of 60% of the current membership of the committee; however, a meeting may take place without a quorum for discussion of any item. The President may call an emergency meeting of the Executive Committee without the usual advance notice when extraordinary circumstances require, provided a reasonable effort is made to notify all Executive Committee members.

Section 3. Business Meeting. The Chairperson of the Board shall convene a business meeting of the general membership at least once per year to elect officers to the Executive Committee, fill any vacancy on the Board, and vote on matters that require approval of the membership. The business meeting may be held concurrently with any program meeting; however, the time, place and agenda of the business meeting must be announced at least four weeks in advance. A quorum for conducting business shall consist of 10% of the current full and associate members. The Chairperson may call an emergency business meeting of the membership without the usual advance notice when extraordinary circumstances require, provided a reasonable effort is made to notify all members.

Section 4. Program Meeting. The President shall convene a program meeting of the general membership at least ten times per year for presentations that support the purpose of the association set out above. To the extent possible, these meetings should follow a regular pattern as to time and place; however, any deviation from the expected pattern should be announced at least four weeks in advance. As no business is transacted in a program meeting, there is no requirement for a quorum. The President may call an emergency program meeting when extraordinary opportunities arise for presentations that may be of interest to the membership.

Section 5. Workshops and Retreats. The Executive Committee may offer workshops and retreats to address any relevant topics in more depth. These meetings may be in lieu of a regular program meeting or may be offered separate from and in addition to a program meeting. When offered separate from a program meeting, these workshops and retreats may set limitations on the number attending and may charge an additional fee to cover materials, facilities and instructors.

Section 6. Critique Groups. Small groups of members are encouraged to form critique groups for the express purpose of sharing and critiquing works under development and for the general encouragement and improvement of writing skills. By their nature, critique groups operate as closed meetings and, once formed, a critique group may make its own determinations as to meeting frequency, location, agenda and membership.

Section 7. Other Meetings. Committees and work groups may be appointed as needed to facilitate the operation of the organization. In general these meetings are open to any GCWA member; however, there are no requirements for advance announcement of these meetings.

Section 8. Parliamentary Authority. The current edition of *Robert's Rules of Order Newly Revised*, shall govern the conduct of all meetings in which business is conducted, provided it is not inconsistent with GCWA Constitution and Bylaws.

ARTICLE V – NON-DISCRIMINATION

GCWA does not and shall not discriminate in any of its activities, operations or acceptance of members on the basis of race, color, ethnicity, national origin, ancestry, religion, creed, gender, sexual orientation, gender expression, age, physical or mental ability, veteran status, military obligations, or marital status.

As an association of writers, GCWA members trade in ideas. GCWA will not discriminate against any member on the basis of stated positions, beliefs or affiliations regardless of how unpopular they may be, except when these positions, beliefs or affiliations constitute overt threats to other persons.

The foregoing applies to the processes for election of directors and officers, the operation of contests, the selection of presenters and programs, and to dealings with the general public and other entities.

ARTICLE VI - AMENDMENT

The Constitution and Bylaws of GCWA may be amended by two-thirds of votes cast by full and associate members in attendance at any business meeting, provided the proposed amendment has been submitted to the entire membership of GCWA not less than thirty (30) days prior to the business meeting at which the vote is held.

GCWA BYLAWS April 1, 2016

Amended April 1, 2017

ARTICLE I – BOARD OF DIRECTORS

Section 1. Term of Office. The term for all elected directors shall be three years, except that a director elected to complete the term of a director will be limited to the remaining duration of that term. The full terms shall be staggered such that at least one three-year term will begin each year. The elected directors shall begin their term the first day of the month following their election.

Section 2. Officers. The Board of Directors shall consist of four directors elected at an annual business meeting. In addition the President of the Executive Committee shall be an *ex officio* voting member of the Board. One director other than the President shall be elected by the Board to serve as Chairperson and shall serve as the registered agent of the corporation. Other positions shall be filled within the board as needed.

Section 3. Government Requirements. The Board shall serve as the legal embodiment of the association. The Board shall ensure that all actions taken by the association are in accordance with both Federal and State laws and regulations. Though normally performed by an officer of the Executive Committee, the Board shall ensure that all reports and forms are filed with appropriate government agencies as required prior to annual deadlines.

Section 4. Removal of a Director. Any director, excluding the *ex officio* President, may be removed by the membership. Removal shall require a petition bearing the signatures of at least 10% of the full and associate members requesting a recall election for one director. The petition shall be presented to the President. The President shall call a special business meeting of the membership for the sole purpose of voting on the recall, and the President shall preside. For this special meeting a quorum shall be 20% of the full and associate members. A simple majority vote shall suffice for removal. If additional directors are to be removed, each shall require a separate petition and recall election; however, all recall elections may be conducted at a single meeting.

ARTICLE II – EXECUTIVE COMMITTEE

Section 1. Term of Office. The term for all elected positions on the Executive Committee shall be for one year. The elected positions shall begin their term the

first day of the month following their election. In the event of any vacancy in the Executive Committee, the position shall be filled through appointment by the President and the appointee shall serve the remaining term. In the event the Presidency is vacated, the First Vice President shall rise to the office of President and shall immediately move to appoint a member to the office thereby vacated.

Section 2. Officers.

A. President. The President shall serve as the chief executive officer of GCWA; shall preside at all Executive Committee and program meetings of GCWA; shall serve as an *ex officio* member of the Board of Directors; may serve as an *ex officio* member of all committees of GCWA except the nominating committee; shall perform such other duties as are beneficial to GCWA; and shall furnish for the annual business 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 GCWA structure, programming and support.

B. Secretary. The Secretary shall record minutes of Executive Committee meetings and business meetings of GCWA. The draft minutes shall be distributed to the Executive Committee within ten business days of the meeting. The Secretary shall prepare and distribute, following the annual business meeting, the report of election of new officers. The Secretary shall maintain GCWA archives of minutes, reports of other officers, business correspondence, Policies and Procedures, and amendments to the Constitution and Bylaws.

C. Treasurer. The Treasurer shall manage all GCWA financial accounts, which must be deposited in a bank or comparable financial institution approved by the Executive Committee; shall prepare and distribute a financial report at each Executive Committee meeting, said report to be posted on the website and presented in summary at each monthly program meeting of GCWA; and prepare an Annual Report presented to the Executive Committee and to membership at the annual business meeting. The Treasurer shall cooperate with the annual financial review conducted by the Board, and shall maintain GCWA financial archives.

D. Website Manager. The Website Manager shall plan, coordinate, and supervise the maintenance of the website of GCWA. The website manager will ensure the website is working properly. The Website Manager shall be the conduit between GCWA officers and members and the Website Editor who will be contracted as a vendor. The website should include postings of minutes, financial statements, notices of meetings, workshops and events, relevant news, member biographies and books, member prose and poetry, and writing resources. The site should include governing documents and contact information for current directors and officers. The Website Manager shall be responsible for vetting submissions to prevent abuse of the web resource. The Website Manager should coordinate with other officers to keep all material current, accurate, edited, and complete. *[amended April 1, 2017]*

E. Vice Presidents. Each person elected to the office of vice president will also manage a specific function as detailed below. Each vice president may be called upon to serve as the presiding officer if the President and all preceding vice presidents are absent. In addition the First Vice President may be elevated to the office of President in the event the office of President is vacant.

1. First Vice President for Programming. The Vice President for Programming shall present to the Executive Committee for approval all membership program meeting plans at least three months in advance, shall introduce speakers and assist with preparation of materials, and shall coordinate all additional programs in concert with the Vice President of Special Projects as appropriate. In the event the President is temporarily incapacitated or otherwise unable to perform, the First Vice President shall assume the duties of the President. As set out in Section 1, the First Vice President shall become the President in the event the office of President is vacated.

2. Second Vice President for Special Projects. The Vice President for Special Projects shall propose, organize and coordinate all extra-curricular GCWA programs and projects such as writing contests, workshops, classes, performances, ceremonies, etc., and shall coordinate all such special projects with the Vice President for Programming as appropriate.

3. Third Vice President for Membership. The Vice President for Membership shall maintain an updated membership list that shall be distributed to the Executive Committee and shall maintain a membership archive. The Vice President for Membership shall plan and coordinate all membership recruiting and retention efforts of GCWA, including setting membership goals and promoting fellowship among the members.

4. Fourth Vice President for Communications. The Vice President for Communications shall provide editorial oversight for GCWA publications; shall maintain Public Service Announcements (PSA) and classified notices of GCWA scheduled presentations; shall solicit appropriate community media and organizational outlets. The Vice President of Communications shall coordinate with the Webmaster to keep all material current and accurate.

F. Officer at Large. The Officer at Large shall serve as an officer without portfolio; shall be available to assume the role of any other officer except the President for a short term until said office can be filled by appointment or election. The person serving in this position shall have no specific responsibilities but shall provide advice and counsel to the rest of the Executive Committee and shall have voting rights. *[amended April 1, 2017]*

Section 3. Committees and Assistants. All officers of the Executive Committee may, with Executive Committee approval, secure appropriate assistance from other GCWA members in the performance of their duties. The Executive Committee continues to be responsible for and accountable for all activities.

Section 4. Board Representative. One member of the Board other than the President may attend meetings of the Executive Committee as the Board Representative. The representative may engage in all discussion and debate but may not vote on any issue or business at the meeting.

Section 5. Removal of an Officer. The Board of Directors may remove any Executive Committee officer. For this purpose the *ex officio* President may be present but may not vote. The votes of at least three of the remaining directors shall be required for removal.

ARTICLE III – NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. The Nominating Committee shall be composed of at least four members. The committee will be chaired by the Vice President for Membership. The members will include one member of the Board of Directors and two or more full members in good standing. Neither the Board Chairperson nor the Executive Committee President may serve on the Nominating Committee. The Nominating Committee will supply to each person nominated for an Executive Committee office a written description of the duties of that office. The committee will encourage each nominee for an Executive Committee office to attend at least one Executive Committee meeting before the election.

Section 2. Elections. Elections for vacancies on the Board of Directors and for all positions on the Executive Committee shall be held at the annual business meeting.

ARTICLE IV - FINANCE

Section 1. Fiscal Year. The fiscal year shall begin June 1 and end May 31.

Section 2. Budget. Prior to the April meeting of the Executive Committee, the incoming Treasurer shall draft a proposed annual budget, based on past and expected revenue and expenditures. The proposed budget shall be discussed and amended by the Executive Committee, taking into account anticipated changes in the association programs and initiatives for the ensuing fiscal year. The budget should be approved by the Executive Committee prior to the beginning of the fiscal year and made available to the general membership. The budget may subsequently be amended by a majority vote of the Executive Committee when necessary.

Section 3. Obligations. Expenditures included in the budget or approved separately by the Executive Committee shall be a valid obligation of GCWA. The Treasurer and President shall be authorized to sign for GCWA disbursements to cover these

obligations. Only one signature will generally be required, but the Executive Committee may establish a disbursement threshold requiring two signatures.

Section 4. Access to Accounts. Other officers may be granted access to GCWA accounts, including the ability to make deposits, as required by the duties of their office. However, no authorization for disbursement shall accompany such access.

Section 5. GCWA Dues. All dues collected and other revenue of the GCWA must be used for the purpose of the GCWA and shall not inure to the financial benefit of any individual member, except that a member may be reasonably compensated for specific services rendered to GCWA as approved by the Executive Committee.

Section 6. Reporting. The Treasurer shall maintain records of revenue received from all sources and expenditures disbursed to discharge GCWA obligations. A report shall be made at each Executive Committee meeting of said revenues and expenditures. In general the Treasurer will prepare any reports required by external entities including the annual Florida Corporate Report and the Internal Revenue Service reporting for not for profit corporations.

ARTICLE V – ADDITIONAL POLICIES AND PROCEDURES

Section 1. Policies and Procedures. Policies and Procedures embodying additional provisions for the GCWA, which are consistent with the Constitution and Bylaws, may be adopted by the Executive Committee. Such Policies and Procedures shall be written and shall be available to the general membership.

Section 2. 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 accordingly.
- 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 as provided in Article VIII of the GCWA Articles of Incorporation as amended.

History: *The original Constitution and Bylaws 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.*

The new Constitution and Bylaws presented here were ratified on January 16, 2016, replacing all prior governing documents. They became effective on April 1, 2016 Article II of the Bylaws were amended April 1, 2017