

## Article I

### **Name**

This Organization, formerly known as South Carolina Writers Workshop, shall henceforth be known as South Carolina Writers Association.

## Article II

### **Purpose**

The purpose of the South Carolina Writers Association shall be as follows:

- To develop, administer, and operate programs designed to foster and improve the writing talents of its Members and the literary arts communities of South Carolina.
- To provide a creative environment in which the Members can present on a regular basis manuscripts for critique by the Organization.

## Article III

### **Members of the Organization**

**Section 1. Composition:** The Membership shall consist of all Board Members, Honorary Members, and all other active Members as approved by the Board.

**Section 2. Term of Membership:** Members will remain on the roster of the Organization so long as they remain in good standing unless the Organization's Board of Directors deems that a person's Membership is no longer in the best interest of the Organization.

**Section 3. Honorary Membership:** Honorary Membership may be conferred by the Board of Directors as a mark of respect on persons who have rendered outstanding service in the literary field.

## Article IV

### **Eligibility for Membership**

**Section 1. Application for Membership:** Applicants must be eighteen (18) years of age and pay an annual Membership fee as set forth annually by the Board.

**Section 2. Membership Fee:** Unless the board implements a modified membership fee schedule membership is paid annually. One hundred (100%) percent of the fee must be paid at the time of joining or renewal. When a Member renews, 365 days shall be added to the term of the Member's Membership. Annual fees are non-refundable.

**Section 3. Membership Renewal:** Fees for Membership renewal are set by the Board of Directors and are payable yearly, within a thirty (30) day grace period. A Member failing to pay the annual fees shall be denied attendance at local Chapter Meetings, eligibility to serve as a local President or on the Board of Directors, eligibility for submission to or publication in SCWA's newsletter or literary journal, eligibility for the Members' discount on annual Conference registration, and any other privileges associated with Membership.

**Section 4. Failure to Pay Fees:** A Member failing to pay fees within thirty (30) days of expiration will be removed from the Organization's Membership roster.

**Section 5. Transfer of Membership:** Memberships in the Organization may not be transferred to any other individual for any reason.

**Section 6. Non-Discrimination:** No individual shall be denied Membership to the Organization for reasons of race, color, national or ethnic origin, religion, disability, sex, sexual orientation, gender identity and expression, veteran status or any other characteristic protected under applicable federal or state law.

**Section 7. Unaffiliated Members:** Individuals may join the statewide Organization without affiliating with a Chapter. Members are not required to reside within South Carolina.

## Article V

### Meetings of the Membership

**Section 1. Chapter Meetings:** The Organization's Chapters shall meet at regularly scheduled locations and at regularly scheduled times and dates as deemed appropriate.

**Section 2: Annual Conference, Retreat or Event:** An Annual Conference, Retreat or Event may be held for the entire Membership of the Organization.

**Section 3. Special Meetings:** Special Meetings of the General Membership may be called at the prerogative of the Board. A General Business Meeting shall be held annually during the fiscal year or within six months of the following year. All Organization Members shall be invited to participate in the Special Meeting or General Business Meeting. Special Meetings or the General Business Meeting may be scheduled to coincide with a regular Board meeting or another event. The General Business Meeting will provide information on SCWA business subjects including finances, membership, and operating plans and shall provide for discussion and input from the General Membership.

**Section 4. Notice of Special Meetings:** Notices of Special Meetings of the General Membership shall be sent not less than fourteen (14) days before the meeting.

**Section 5. Quorum:** No quorum of Members shall be required to conduct meetings of the General Membership.

## Article VI

### Chapters

**Section 1. Definition of a Chapter:** A Chapter of the Organization is any group of members of the statewide Organization who:

- (a) Meet regularly for purposes of critique, education, and/or networking.
- (b) Declare their meetings to be official meetings of the Organization.
- (c) Abide by the Bylaws of the Organization.

**Section 2. Creation of Chapters:** A Chapter may be created by the Board or the Chapter Liaison at any time. A Chapter may also be created upon written request of one or more Members of the Organization, so long as the criteria outlined in Article VI Section 1 are met.

**Section 3. Dissolution of Chapters:** A Chapter may be dissolved by the Board if, at any time, the Chapter does not meet the criteria outlined in Article VI, Section 1.

**Section 4. Fiscal Authority:** No Chapter or Member shall be authorized to take in monies or use the nonprofit status of the South Carolina Writers Association without the expressed, written consent of the Board. No Chapter or member is authorized to commit funds of the Organization for any purpose without the expressed written consent of the Board.

## Article VII

### Board of Directors

**Section 1. General Powers:** The Organization shall be governed by a Board of Directors, which shall have final authority in all matters affecting the Organization. The Board may, by majority vote, delegate such of its powers as deemed expedient.

**Section 2. Composition:** The Board shall consist of no less than seven (7) and no more than seventeen (17) Directors including a President, First Vice President, Vice President-Events and Education, Treasurer, Secretary The immediate Past President, Ex-Officio is an optional position.

Board Advisors may be added as an alternative to Director roles at the discretion of the Board. There is no limit to the number of Advisors. Advisors shall not have voting rights.

**Section 3. Qualifications:** Members of the Board of Directors shall be a minimum age of twenty-one (21), an active Member of the Organization, and expected to contribute their time and abilities to the purposes of the Organization as stated in the Bylaws.

**Section 4. Duties:** Each Board member shall:

- provide guidance and support necessary for the successful achievement of the Organization's purpose as stated in the Bylaws
- assist with planning the Organization's programs of service
- provide appropriate authority for professional Organization administration
- develop an annual budget
- assure that there is adequate funding for the Organization's activities
- maintain fiscal and Organizational accountability.

**Section 5. Election of Directors:**

- Election for vacancies on the Board Of Directors shall be held during the fourth calendar quarter. Term of office begins January 1 of the following year. All Organization Members shall be eligible to nominate Directors. The voting for the election of Directors and other board positions is the responsibility and the prerogative of the Board Of Directors in accordance with the approved Board Policy and Procedure.
- Interim vacancies on the Board or among Officers shall be filled by the Board at regular Board Meetings or at any Special Meeting called for that purpose.
- Directors shall be selected in accordance with the Director Selection Criteria as defined in the SCWA Policies and Procedures.
- Directors shall satisfy and be compliant with all SCWA Policies and Procedures, including Fiduciary Responsibilities; Due Diligence and Ethics; and Conflict of Interest.

**Section 6. Term of Office:**

- Unless otherwise specified at time of election, the initial term of each Director shall be two years. Terms begin January 1.
- After the initial two-year term Directors may stand for re-election by the Board on an annual basis for an additional one-year term. There shall be no limits on successive terms. Directors are required to notify the Board of their intent to stand for re-election no later than October 1 of each year.
- Directors are expected to complete their term, however, if unable to are expected to provide no less than a three month notice to resign.
- Interim appointments of more than six months will count as a full calendar year. Appointments less than six months will be considered partial years and not count toward the commitment term

**Section 7. Meetings of the Board:**

- The board shall meet at a schedule to suit the Organization's operating requirements, with a minimum of quarterly meetings.
- Special Meetings of the Board may be called by the President as desired or upon request of the majority of the Board.
- To expedite the business of the Organization, Special Meetings may be held via the most practical method at the discretion of the Executive Board.
- The Board may utilize electronic voting between meetings at the discretion of the Executive Board provided all required voting procedures and documentation are satisfied. Resolutions passed between regular meetings must be referenced in the minutes of the following regular meeting.

**Section 8. Notice of Meetings:**

- Notice of regular Board Meetings shall be given at least one (1) week prior to the meeting.
- Notices of Special Board Meetings shall state the purposes for which the meeting is called.

**Section 9. Quorum:**

The majority of the Directors in office at the time of any regular or Special Meeting of the Board shall constitute a quorum for the transaction of business.

**Section 10. Compensation:** No Director shall receive remuneration or compensation for services as a Director. Expenses incurred by Board Members in approved conduct of SCWA business shall be reimbursed upon presentation of proper receipts to the Treasurer.

**Section 11. Absence of Directors:** If any Director misses two (2) Board Meetings within a twelve (12) month period without excuse or explanation, confirmed in writing to the President and approved by a vote of the Board, that Director's position on the Board shall be declared vacant and shall be replaced in accordance to Article VII, Section 5 of these Bylaws.

**Section 12: Resignations:** As noted in Section 6, Directors are expected to provide a minimum of three months of notice should it be necessary to resign, by giving written notice to the President. Such resignation shall take effect at the time therein specified and, unless otherwise specified, the acceptance of such resignation shall not be necessary to be effective.

**Section 13: Removal of Directors:** Any Director or Officer may be removed with cause, other than as outlined in Article VII, Section 11 of these Bylaws, by a vote of the majority of all Board Members at a regular Board Meeting or a Special Meeting called for that purpose; provided however, that no Director shall be removed without at least two (2) weeks' notice prior to the meeting at which removal is to be considered. Notice

shall be sent either by U. S. Mail or by electronic mail to the last addresses provided. Reasonable efforts shall be made to contact the Director.

## Article VIII

### Officers

**Section 1. Officers:** The Board of Directors shall elect annually the office of President, First Vice President, Vice President-Events and Education, Treasurer and Secretary. Officers shall be required to pass along complete documentation of the duties of their offices, including all deadlines, to their successors.

The Board may elect to bestow the title of President Emeritus to previous SCWA Directors who have served the office of President with distinction. There shall be no voting rights, additional privileges or benefits associated with the title. The title shall remain in effect indefinitely unless removed by a majority vote of the Directors

**Section 2. Term of Office:** Elected officers shall serve for one (1) year. Officers may be re-elected providing their term remains active.

### Section 3. Duties of the Officers:

**(a) President:** As an Officer and member of the Executive Board the President shall be the chief executive officer and shall preside at all meetings of the Organization as well as meetings of the Board of Directors. To qualify for the position of President, a Director shall have been on the Board for a year, unless no qualified candidate shall be available. Responsibilities include:

- Provides leadership to the Executive Board and Board of Directors.
- Ensures the Board is staffed and operating effectively and the organization complies with all operating and legal requirements.
- Establishes and maintains a succession and recruiting plan for the Board.
- Establishes and maintains effective internal and external relationships.

**(b) First Vice President:** As an Officer and member of the Executive Board the First Vice President shall perform the duties of the President in President's absence and shall assume (unless otherwise voted by the Board) the position of President in the event of the President's resignation or removal. Responsibilities include:

- Assumes responsibility for one or more portfolios in the operation of the organization.
- Assists the President in the effectiveness of the Board of Directors and all related activities.

- **Vice President-Events and Education:** As an Officer and member of the Executive Board the Vice-President -Events and Education is responsible for providing leadership to conferences conducted by the organization. Responsibilities include:
  - Develops conference frequency, schedules, scope and budgets for approval by the Board.
  - In cooperation with an Associate Chair and/or committees as required to ensure the successful coordination and execution of all conference related activities including faculty, venue and marketing.
  - Provides regular status reports to the Board.

**(d) Treasurer:** As an Officer and member of the Executive Board the Treasurer shall act as the Chief Financial Officer of the organization, responsible to ensure the organization complies with all legal and operating financial requirements. The role may be executed directly or through the outsourcing of duties with a qualified unaffiliated accounting firm. Responsibilities include:

- Performs bookkeeping, financial reporting and/or audit duties as required in accordance with generally accepted accounting principles.
- Assists the Board in developing an annual operating budget.
- Monitors the processing of all financial transactions.
- Provides the Board with regular financial reports.
- Directs the services and monitors the performance of any outsourced services.
- Maintains bank accounts and financial systems.
- Files requires financial reports with regulatory authorities.

**(e) Secretary:** As an Officer and member of the Executive Board the Secretary is responsible for establishing and maintaining all official and operating records of the organization. Responsibilities include:

- Issues agendas, records minutes of all Board meetings and arranges venues.
- Maintains all official records and correspondence including legal documents and articles, bylaws, policies, procedures and all contracts issued by the organization.
- Maintains the directory and organization chart of board members, related parties, and chapter related information in conjunction with other board members.
- Maintains and publishes the schedule for all board meetings during the year.
- Maintains welcome/orientation packages for new board members and supports the President in providing these and related documentation.
- Chairs the board meetings, as requested, in the absence of the President.

## Article IX

### Executive Board

**Section 1. Composition:** There shall be an Executive Board consisting of the elected officers of the Board and to include the immediate Past President, Ex-Officio. Past President, Ex-Officio has the full privileges and obligations of the Executive Board.

The Board may elect additional temporary or permanent positions to the Executive Board to satisfy the operating requirements of the Organization.

**Section 2. Duties:** In the intervals between Board Meetings, the Executive Board shall meet when deemed appropriate and exercise all the powers of the Board except for the removal of Directors and Officers.

**Section 3. Meetings:** Meetings of the Executive Board may be called at any time by the President of the Board or upon request by not less than three (3) members of the Executive Board. Any such requested Meeting shall be held within five (5) days of the receipt of such request at a time and place as designated by the President.

**Section 4. Quorum:** A simple majority of the Membership of the Executive Board shall constitute a quorum.

## Article X

### Special Appointments

The Board shall, at its discretion, establish Portfolios, Committees or Teams for Directors to lead or on which to participate as a member in order to execute the activities of the Organization. The Board may also appoint Advisors or active Members of the Organization to the committees or teams.

The structures will be organized and staffed according to Organization operating needs or priorities and may include the following areas:

The following appointed positions may be filled by Board Members, or by any other person over age twenty-one (21), who is an active Member of the Organization, and expected to contribute their time and abilities to the purposes of the Organization.

- Newsletter Editor
- Chapter Liaison
- Membership Chair
- Literary Journal Editor
- Webmaster/Webmaster Liaison
- Contest Chair
- Publicity Chair
- Grants Chair



## Article XI

### Finances

**Section 1. Fiscal Year:** The fiscal year of the Organization shall begin January 1 and end December 31.

**Section 2. Annual Budget:** The Board shall, by no later than the end of November, adopt an annual budget for the subsequent year. The annual budget shall be based upon projected expenditures and anticipated revenue related to organizational activities.

**Section 4. Dissolution of Organization:** Should the Organization be dissolved all remaining assets shall be donated to a 501(c)(3) organization such as the South Carolina Endowment for the Arts.

## Article XII

### Amendments

These Bylaws may be amended by two-thirds (2/3) vote of a quorum of the Directors present at a regular Board Meeting or at a Special Meeting called for that purpose. The proposed amendments shall be delivered to each member of the Board at least two (2) weeks prior to any meeting at which the amendments may be voted on.