

Pinellas Authors & Writers Organization, Inc. Bylaws

Article I – Name

The name of the Organization shall be Pinellas Authors & Writers Organization, Inc., hereafter referred to as PINAWOR.

Article II – Objectives

(A) The goal of PINAWOR is to promote the exchange of ideas and to educate and increase the writing skills of its members through regular weekly meetings and by occasionally offering classes, which shall be open to the public.

(B) The purpose for which PINAWOR is organized is exclusively educational within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provisions of these articles, PINAWOR shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the section referred to above.

Article III – Membership and Dues

(A) Anyone interested in the objectives of PINAWOR who meets the minimum age requirement may apply for membership. Minimum age for membership shall be eighteen years at time of application for membership. New members shall be received into PINAWOR at any regular scheduled meeting.

(B) Annual dues for individuals and for couples residing at the same address shall be set by the Board of Directors.

(C) The Membership Chairman shall notify members thirty (30) days before the expiration of their membership. Any member who does not make payment by sixty (60) days after the expiration date shall be terminated from membership.

Article IV – Directors, Officers, and Committees

Section 1. Board of Directors

(A) All powers and responsibilities of PINAWOR shall be vested in the Board of Directors who shall manage its affairs and oversee the Officers of the Corporation. The Board of Directors shall establish and follow through on the general business and policy-making of PINAWOR and establish the rules governing the reading and critiquing portion of membership meetings.

(B) The Board of Directors shall, at their first meeting in March, under “new business,” elect the officers of PINAWOR, who are to serve until the first meeting of March of the following year. An officer may serve more than one year in such office and such terms may be consecutive. A Presidential nominee must have been an active member of the Board of Directors for at least one year.

(C) Members of the Board shall attend no fewer than two (2) General meetings per month and all Board meetings unless excused by prior announcement. Such excused absence shall be limited to six consecutive General meetings or two consecutive Board meetings, except under extraordinary circumstances such as a serious illness or an essential trip out of the area.

Section 2. Officers

The officers of PINAWOR and their duties are:

(A) The President shall preside at all meetings and perform all duties pertaining to the office, including the appointment of special committees. He/She shall be an ex-officio member of all committees except the Nominating Committee. The president shall be a signatory on the checking account.

(B) The Vice President shall perform the duties of the president in his/her absence or disability. If the office of president becomes vacant, the vice president shall become president and the Board of Directors shall appoint an interim vice president to serve until a new Board member is elected.

(C) The Secretary shall keep records of all meetings of PINAWOR and the Board of Directors, shall provide a copy of all minutes to the president, and shall keep a complete file of all annual reports of the board members. He/She will sign and attest to documents on behalf of PINAWOR, and be custodian of any corporate seal. The secretary shall prepare the correspondence of PINAWOR and send out special notices at the direction of the Board of Directors.

(D) The Treasurer shall receive all funds of PINAWOR and shall disburse funds under the supervision of the Board of Directors. The treasurer will be signatory on the checking account and be responsible for fulfilling the obligations of PINAWOR in all matters pertaining

to taxes. He/She shall give a written report monthly to the Board of Directors and be prepared, at all meetings, to give details of expenditures and receipts.

Section 3. Committees

The Board of Directors shall appoint and dismiss committee chairmen as and when necessary.

Section 4. Removal from Office

A Director or Officer may be removed from office before his/her term of office ends providing

(A) The Board of Directors at a special meeting votes for such removal, and/or

(B) The membership at a special meeting approves such removal by a two-thirds vote of the members in attendance at such meeting.

The Director or Officer shall be offered a hearing before the vote is taken, but shall not be entitled to vote.

Article V – Meetings

Section 1. Regular membership meetings, unless specified otherwise by the Board of Directors, shall be held at 9:30 AM every Saturday morning (other than Christmas or New Years Day) at a site designated by the Board of Directors. Current meeting location is at the City of Largo's Highland Recreational Complex at 400 Highland Avenue, Largo, Florida. Any changes due to severe weather and use of the facility during Recreational Center activities will be governed by the Recreation Center Staff and/or the City of Largo. The telephone number for inquiry will be in each new member's packet.

Section 2. Meetings of the Board of Directors shall be held at 12:15 PM at the same location specified in Article V Section 1 on the first Saturday of each month, except when such Saturday falls on Christmas or New Years Day, or when the Board determines that a conflict exists due to outside events or the inability of sufficient members to attend. Members will be notified at least thirty (30) days prior to such a change unless that change is weather-related.

Section 3. Special Meetings

(A) Special membership meetings may be called by the Board of Directors or by a majority vote of the membership, providing that two weeks oral or written notice is given stating the clear purpose of such meeting.

(B) Special meetings of the Board of Directors shall be announced to all directors one week prior to such meeting, stating the purpose of such meeting.

Section 4. Annual Meeting

The annual meeting of PINAWOR shall be on the third Saturday of February, at which time elections shall be held.

Section 5. Quorum

(A) One-fifth of the membership at a special meeting of PINAWOR shall constitute a quorum.

(B) Four (4) members shall constitute a quorum of the Board of Directors. Presence at a meeting may be either in person or electronically, providing the other directors present agree.

Article VI – Elections

Section 1. Eligibility and Terms of Office

(A) To be eligible for election to the Board of Directors, a member must (a) have been a member for twelve (12) months, (b) be up-to-date in the payment of all dues and arrearage, and (c) reside and be present in the Tampa Bay Area of Florida for at least ten (10) months of each calendar year.

(B) Terms of office of members of the Board of Directors are for three years, beginning at the March Board meeting, or until their successors are elected if this is sooner.

Section 2. Nominating Committee

(A) A Nominating Committee comprised of no fewer than two (2) members shall be established by the president at the November Board meeting. At the following membership meeting, the president shall appoint the Committee chair and member(s). All members of the Nominating Committee shall have been active members in good standing for at least one year. No member shall serve on this committee for two consecutive years. Should a vacancy occur on the Nominating Committee, the president shall fill the vacancy by appointment. Members of the Nominating Committee may be considered eligible for nomination to any office.

(B) The Nominating Committee shall present the proposed slate to the membership at the second meeting of January. At this time nominations will also be accepted from the floor. The nominating member shall show proof of the nominated member's qualifications for the

office. The Nominating Committee shall confirm the eligibility of the floor nominee/s and present the total list of nominees to the Newsletter Chairman in time for publication in the February newsletter. The committee must have obtained the prior consent of each nominee.

Section 3. Elections

(A) Annual elections of directors shall take place at the membership meeting on the third Saturday in February. The election shall be by voice vote unless there be more than one nominee for an office, in which event the election shall be by ballot, a majority of the votes cast being necessary for election.

(B) The president shall appoint one judge and two tellers, who shall be prepared for an election by ballot. If there is no more than one nominee for any office, the secretary will be instructed to cast a unanimous ballot.

(C) Directors-elect shall be installed and assume duties after the conclusion of unfinished business at the March Board meeting.

Section 4. Vacancies

If a vacancy occurs on the Board of Directors during the first two years or prior to September 1st of the third year of a member's term, a special election shall be called for the purpose of electing a successor member to complete the term. Such special election shall carry the same requirements as a general election as to nominations, floor nominations and newsletter notification to the general membership. If such vacancy occurs in the third year after September 1st, no successor shall be required for the remainder of the term.

Article VII – Parliamentary Authority

The rules contained in the current edition of *Roberts Rules of Order, Newly Revised* shall govern PINAWOR in all cases in which they are consistent with these bylaws.

Article VIII – Dissolution

In the event this Organization shall be dissolved for any reason, all assets remaining after payment of all bills and indebtedness shall be sent to The City of Largo Library within ninety (90) days in accordance with the Internal Revenue Code Section 501(c)(3). No funds shall inure to the benefit of any member.

Article IX – Amendments

(A) All proposed Bylaws amendments and revisions must be approved by the Board of Directors. These Bylaws may be amended or revised by a two-thirds vote of the members

present and voting at any business meeting of PINAWOR, provided that thirty (30) days previous notice has been given or without previous notice by unanimous vote of the entire membership present. These Bylaws, or the Articles of Incorporation of the Pinellas Authors & Writers Organization, Inc., may not be amended in such a manner as to cause PINAWOR to be in conflict with the provisions of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code.

(B) The Bylaws Committee shall be authorized to correct Article and Section designations, punctuation, and cross references, and to make such other technical and conforming changes as may be necessary to reflect the intent of PINAWOR.

Dated this _____ day of _____, 2006

PINELLAS AUTHORS & WRITERS ORGANIZATION, INC.

By _____
DIANE MARCOU, President

Attest

MARY McINTOSH, Secretary