

BYLAWS
OF
ST. LOUIS WRITERS GUILD, INC.

The Bylaws hereunder set forth the rules for internal management of ST. LOUIS WRITERS GUILD, INC. (“Guild”), a Corporation organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. These Bylaws are intended to be consistent with the laws of Missouri and the Articles of Incorporation that have been filed and accepted by the Missouri Secretary of State.

A. PURPOSE

The purpose of the Corporation, as stated in its Articles of Incorporation, is “to foster the exchange of ideas and information, to stimulate literary effort, and to help with the practical side of writing within the meaning of Section 501(c)3 of the Internal Revenue Code and all other legal powers permitted a Nonprofit Corporation.” The mission statement of the St. Louis Writers Guild, which is consistent with this Purpose, is to “support, connect, and promote writers and literary organizations in an effort to advance the literary heritage of St. Louis.”

B. BOARD OF DIRECTORS (“Directors”)

The Board of Directors of St. Louis Writers Guild is the governing body of the Corporation with the power to make policy decisions and change the Corporation’s purposes. The Directors are also Associates of the Organization and pay dues in return for membership benefits in the Organization.

The Corporation does not have members and the Board of Directors elects its own successors.

Board members have a fiduciary duty to avoid conflicts of interest, exercise good business judgment in overseeing the Corporation’s affairs, and comply with government requirements. If a Board member has a personal or business interest in any transaction involving the Corporation or the Organization, she or he should disclose this to the Board and refrain from voting on the matter or participating in any way.

Some of the responsibilities of Board of Directors are to:

- Oversee the management of the Organization
- Set goals, establish policies, and develop long-range plans
- Review and approve program plans and budgets
- Monitor Organizational effectiveness
- Ensure the Organization’s financial stability

- Represent the Organization to the public and the public to the Organization
- Attend Board meetings and Organizational events

1. Number of Directors on the Board

The number of Directors is set at a minimum of three (3) Directors. The number can be changed through amendment to the Bylaws, but the Board shall have an uneven number of Directors.

2. Election and Term of Office

The first Directors are named in the Articles of Incorporation and hold office until the first annual election or for a one (1) year term.

In filling newly created Board seats, Directors shall be assigned a one (1) year term of office. If a Director is appointed to fill a vacancy before the end of a term, said Director will serve out the former Director's unexpired term.

Election of new directors or re-election of current directors to a second term will occur as the first item of business at the last annual meeting of the Board of Directors.

Directors shall be elected or re-elected by a two-thirds majority vote of the current Directors.

3. Compensation

Directors of the not-for-profit Corporation shall receive no salary for their services; however, they can be reimbursed for expenses reasonably incurred in serving the Corporation.

4. Resignations and Removal from Office

A Director may resign from the Board of Directors. Such resignation shall be in writing and submitted to the President and the Secretary.

A Director may be removed from office if the Director is absent for three or more meetings or for other reasons by a two-thirds vote of the remaining Directors. Said Director is entitled to written notification.

5. Time, Place and Number of Meetings

The Directors shall meet together in person once per month or as often as deemed necessary, provided that the Board of Directors convenes at least four times in each fiscal year at a place and at a time to be determined by the Directors. Special meetings of the Board of Directors may be ordered by the President or two Officers and may be held at a time or place other than is established for the regular meetings.

The Board may also conduct business between meetings using the Internet to entertain motions and to vote.

6. Quorum

The number of Directors that must be present to constitute a quorum is one-third (1/3).

C. OFFICERS

The Board of Directors includes the Officers of the Corporation and oversees the day-to-day operations of the Corporation. The Corporation shall have a President, one or more Vice Presidents, a Treasurer, and a Secretary. The President and Secretary may not be the same person.

The Corporation shall have the following Officers:

The **President** is the principal executive of the Corporation. He or she supervises and controls all Corporation business and affairs. The President also serves as the Chairman of the Board, and convenes all meetings of the Board of Directors and presides over all meetings unless he or she arranges for another Officer to preside in his or her absence in this order: Vice President, Secretary, and Treasurer. The President shall sign all legal documents authorized by the Board of Directors unless the authority is delegated by the President or Board to another Officer. The name and address of the Registered Agent and Registered Office of the Corporation shall be the legal address of the President.

The **Vice President** shall assist the President in his or her duties, chair Committees as directed by the President, and assume the President's duties and powers in the President's absence or inability to perform his or her duties.

The **Treasurer** has responsibility for the funds and securities of the Corporation; is responsible for collecting dues, fees, and assessments; receives and gives receipts for money due and payable to the Corporation; and deposits money in the Corporation's name in accordance with the Articles of Incorporation and the Bylaws. The Treasurer shall make a report at each Board meeting, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The Treasurer may also chair Committees as directed by the President.

The **Secretary** shall be the custodian of current records; keep the minutes of meetings of the Board of Directors; see that all notices are given in accordance with the Bylaws or as provided by law; and distribute minutes to the Board members. The Secretary shall also be the custodian of all official documents and papers of the Corporation. The Secretary may also chair Committees as directed by the President.

There may be additional Board member(s) as determined and appointed by the Board from time to time whose duties shall be determined by the Board provided that the Board is composed of an uneven number of Directors at all times.

D. COMMITTEES

The Board may appoint Committees to oversee and conduct the business of the Corporation. The President has the authority to appoint other Committees as needed and shall appoint all Committee Chairpersons. Chairpersons shall report to the President or an Officer that the President designates to oversee the Committee(s).

E. WEBMASTER

The Corporation shall contract for the services of a Webmaster which shall be responsible for maintaining the Corporation's website. The Webmaster shall report to the President or an Officer that the President designates.

F. FISCAL AND LEGAL AUTHORITY

The fiscal year shall begin June 1 and end May 31. The Treasurer shall prepare a budget with input from the Board members. The Board must approve the budget, and all expenditures must be within the budget.

The Board authorizes the President and Treasurer as agents of the Corporation to sign checks and notes or other instruments of indebtedness, to deposit money in a bank selected by the Board, to enter into contracts, and to accept gifts and donations to the Corporation. The approval of one additional Officer, as designated by the Board, is required to execute instruments of indebtedness and checks in excess of \$1,500.00 (one thousand five-hundred dollars).

G. ASSOCIATES ("Associates")

The Associates of the St. Louis Writers Guild are writers of all genres and levels of experience who, in exchange for paying annual dues or offering "in kind" services to the body of Associates ("the Organization"), receive benefits of membership as specified by the Corporation. There is no requirement that Associates reside in the St. Louis area.

Associates do not have voting rights in the Corporation.

H. ORGANIZATIONAL DUES

Annual dues are required of all Associates of the Organization and shall be established by the Board of Directors. Dues may include specific rates for Regular Members, Senior Members (aged 65 and older), full-time Student Members, Institutional Members, and other classes of membership as determined by the Board. Membership dues for first-time members who join the Organization after August 1 may be prorated.

Associate memberships shall be active from June 1 until May 31 unless otherwise approved by the Board.

The Board may provide some applicants a one (1) year “unpaid membership” without requiring full payment of dues based on financial hardship or as honorarium compensation for provision of valuable “in-kind” services to the Organization, or as incentive for non-members who wish to join the Organization if such non-members have not previously been members. “Unpaid memberships” may be renewed only by majority approval of the Board.

I. AMENDMENT PROCEDURES

These initial Bylaws are adopted by the Board of Directors. Thereafter, the Bylaws shall be reviewed annually as determined by the Board and may be altered, amended or repealed, or new Bylaws adopted by the Board, unless stated otherwise in the Articles of Incorporation. A ten (10) day notice is required to amend the Bylaws.

**ADOPTED BY THE BOARD OF DIRECTORS
ON _____, 2007.**
