

By-Laws

BY-LAWS OF BAYOU WRITERS' GROUP, INC.

(Updated and approved by membership in February 2018)

ARTICLE I – NAME AND LOCATION

This organization is formed under the non-profit laws of the State of Louisiana and is known as the BAYOU WRITERS' GROUP, INC., at times referred to herein as BAYOU WRITERS' GROUP, and is located in Lake Charles, Louisiana.

ARTICLE II – PURPOSE

The corporation is organized and shall be operated exclusively for literary purposes, more specifically, to provide support, encouragement, and education to its members in the development of their artistic and technical literary skills, to stimulate interest in and an appreciation for the art of writing, to encourage cooperation and free engagement among writers and others engaged in literary endeavors, to disseminate information concerning developments and activities in the field of writing, to generally carry on any other affairs in connection with the foregoing, to exercise any right or privileges incident to or reasonably necessary or convenient to accomplish the purposes of this association, to exercise the general powers of non-profit corporations, and for any lawful activity for which corporations may be formed under the Louisiana Nonprofit Corporation Law.

ARTICLE III – MEMBERSHIP

Section 1. Membership is open to all interested in the art of writing. All members in good standing, those whose dues are paid, are eligible to vote and hold office.

Section 2. Membership shall be obtained after completion of a membership card, and payment of fees. No person shall be denied membership because of race, color, sex, age, religion, sexual orientation, gender, creed, or national origin. Failure to maintain financial obligations to BAYOU WRITERS' GROUP shall result in the loss of good standing privileges and membership. All members shall be eligible for the BAYOU WRITERS' GROUP official publications, attendance at and participation in all meetings and conferences and such other rights, privileges and benefits they may be provided from time to time by the consensus of the membership.

Section 3. Any visitor is afforded two free monthly meetings, which do not have to be consecutive months, before being asked to join by paying dues. Any new member, someone who has not been a previous member, may qualify for reduced rates according to the schedule below:

If persons join in the months January through May – \$25.00

If persons join in the months June through December – \$12.50

Section 4. All members shall pay required annual dues of \$25.00 each January to retain membership status.

Section 5. Caregivers for paid BWG members get into meetings and conference free of charge.

ARTICLE IV – OFFICERS AND DUTIES

Section 1. (a) The officers of the organization shall be: (1) President, (2) Vice President, (3) Secretary, (4) Treasurer, (5) Historian, (6) Publicist, (7) Editor of the Bayou Writers' Group newsletter, and (8) Member-At-Large.

(9) A conference chairman and webmaster shall be appointed by the president on consultation with the board. They will be voting members of the board.

(b) Officers shall be elected in the following way:

(1) A Nominating Committee shall be appointed by the President after consultation with the Board.

(2) The Nominating Committee, only after consulting members interested in running for an office, shall present a slate of candidates at the October meeting.

(3) The ballots shall be presented to the membership during the November meeting and/or mailed or emailed to members by Nov. 15.

(4) Election of Officers for the coming year shall take place at the December membership meeting.

(5) Installation of Officers shall be held at the December meeting.

Section 2. Any responsibility or activity not specified in subsections (a) through (h) below shall be presented to the membership at an official meeting.

(a) **PRESIDENT:** The President shall serve as the Chief Executive Officer of the organization, shall serve as spokesperson under the direction of the membership, call and preside over any meetings of the membership/officers or directors of the members or directors, serve as ex-officio member of all committees, execute corporation business as directed by the membership and established policy, and assist in the coordination of any corporate activities. He/She shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. In the event of a tie vote by the membership, membership, the President shall cast the deciding vote,

except for the position of President if a tie is voted. This event will result in an additional vote. The President shall also appoint any needed additional chairperson. The President in consultation with the Board shall appoint a Conference Chairperson who shall plan and direct the seminars and conferences sponsored by the GROUP.

(b) VICE PRESIDENT: In the absence or incapacity of the President as outlined Above the Vice President shall assume the duties of President. The Vice President shall act as Program Chairperson for the regular meetings.

(c) SECRETARY: The Secretary shall give notice of all meetings of the corporation and of the Board. The Secretary shall attend all meetings of the Board and all meetings of the members, shall be responsible for the recording and preserving of minutes of all meetings in an accurate and clear manner, and record all votes and the minutes of all proceedings in a file to be kept for that purpose; the Secretary shall perform such other duties as may be prescribed by the Board under whose supervision he shall be. The Secretary shall be sworn to the faithful discharge of his duties.

(d) TREASURER: The Treasurer shall have charge of all funds of the corporation and of their disbursement under the direction of the Board. The Treasurer shall keep a record of all moneys received and paid out, and make a report of same to the Board. All checks drafts, and notes of the corporation must be signed by the Treasurer. Any check over \$250 must be signed by two members of the Board—1 being President or Vice-President and the other being the Treasurer or permanent account holder, Pamela S Thibodeaux. Also, Debit Card purchases over \$250 must be approved by 2 Account Holders—this can be done via email.

(e) PUBLICIST: The Publicist shall be responsible for gathering and publicizing material relating to upcoming events such as meetings, conferences, and other items of interest directly relating to the support and aims of the membership.

(f) EDITOR: The Editor shall be responsible for publishing a periodical news-letter to be distributed to the general membership.

(g) HISTORIAN: The Historian shall collect and preserve documents relating to the history of the organization and maintain such documents in official archives and shall make such narrative reports to the membership as the Board directs.

(h) MEMBER-AT-LARGE: The Member-At-Large represents the interests and concerns of the general membership, attend meetings of the board and have full authority to make, second, discuss and vote on motions. Member- At-Large may be asked to help other officers in his/her duties.

(I) CONFERENCE CHAIR: The conference chairman has the authority to select the location of the conference and is responsible for contacting and retaining speakers

(members can suggest these to the chair, but the Chair is the one to contact, schedule and confirm!) The date of the conference has been voted in as the 2nd weekend of October and can only be changed by approval of the board and majority vote of the membership.

Conference Chair has the Authority to spend up to \$200 for supplies, or whatever without board approval. He/She must turn in receipts to the treasurer. Any single purchase of \$200 or more MUST be pre-approved by the board.

Section 3. All officers shall be elected for a term of one year with a term limit of two years. After a term limit of two years in a single position, members are allowed to run for a separate office. Officers may serve in the original capacity again after a 2-year hiatus. All officers shall serve without compensation.

Section 4. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 5. The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of the majority of the Board present at any meeting. If the office of any officer or officers becomes vacant for any reason, the vacancy shall be filled by an affirmative vote of a majority of the Board.

Section 6. In the case of the absence of any officer of the corporation other than the President or for any other reason as the Board may deem sufficient, the Board may delegate any officer provided the majority of the Board concurs.

ARTICLE V – BOARD OF OFFICERS

Section 1. The Board of Officers, also known as the Board, shall be composed of elected officers, Conference Director and Webmaster, and the immediate past resident if a member member in good standing.

Section 2. The Board shall be charged with the management of all affairs of the corporation, subject to the provisions of its articles of incorporation and by-laws.

Section 3. For the purpose of transacting the business of this corporation during the intervals between the meetings of the Board, the President, Vice President, Secretary, and Treasurer shall constitute the Executive Committee, with full authority to act.

Section 4. Regular meetings of the Board shall be held on the first Saturday of each month. Special meetings of the Board may be called by the President or Vice President on three days' notice.

Section 5. Any four officers listed in Section 1 shall constitute a quorum of the Board.

Section 6. In addition to the powers and authorities by these by-laws expressly conferred upon it, the Board may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the articles of incorporation or by these by-laws directed or required to be exercised by the President.

Section 7. The corporation shall indemnify and hold harmless each director and officer now or hereafter serving the corporation for activities legally performed in good faith in performance of his/her duties.

Section 8. Board members need to be with the group as a member for 1 year before taking office or a background check should be considered by the existing Board.

ARTICLE VI – AMENDMENTS

These by-laws may be amended by an affirmative vote or written consent of a majority of the members at any regular or special meeting of the membership called for that purpose, the notice of which sets forth the purposed action or a summary of the changes made. Amendments to by-laws and Board regulated decisions can be accomplished via email but must be reviewed at the next regularly scheduled board meeting and recorded in the meetings.

Lake Charles, Louisiana
Final Revisions 3/8/18