

BYLAWS OF SUNCOAST WRITERS GUILD, INC., a Florida corporation not-for-profit**ARTICLE I - Name**

The name of the corporation is: SUNCOAST WRITERS GUILD, INC. and shall sometimes be referred to in these Bylaws as the "Corporation."

ARTICLE II- Purposes

The purposes for which this Corporation is formed are those set forth in its Articles of Incorporation, as from time to time may be amended. The purpose of the Guild is to bring together, in a professional setting, persons interested in the art and business of writing; to exchange ideas regarding the art and business of writing; to provide an effective support system for those who want to improve their writing; and to provide helpful feedback and educational opportunities to both writers and the community.

ARTICLE III - Membership

1. Classes of Membership. The Corporation may have different classes of membership as may be designated from time to time by the Board of Directors. Current classes of membership: Traditional (members who pay annual dues), Lifetime (members who have been awarded an exemption from paying yearly dues based on their efforts to benefit the Guild), & Gift (members who's dues are paid by another member).

2. Qualifications. Any individual who pays dues to the Corporation and agrees to be bound by the Articles of Incorporation of this Corporation, these Bylaws, and by any Rules, Policies, and Regulations adopted by the Directors, is eligible for membership.

3. Admission to Membership. The Directors shall prescribe the form and manner in which application may be made for membership.

4. Membership Changes. Through a majority vote, the Directors shall have the power to accept or reject applications for Traditional and Gift memberships, grant Lifetime memberships, and alter the membership status of existing members up to and including expulsion from the Guild.

5. Property Rights. No member shall have any right, title or interest in any of the property or assets, including any earnings or investment income of this Corporation.

6. Liability of Members. No member of this Corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

7. Transfer, Termination and Reinstatement. Membership in this Corporation is nontransferable. Membership shall terminate on the resignation or death of a member, or on a member's failure to pay the dues required in these Bylaws within 30 days of the due date. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

ARTICLE IV - Membership Fees and Dues

1. Annual Dues. The Board of Directors may determine the amount of annual dues, if any, payable to the corporation by members.

2. Payment of Dues. Dues shall be payable on the first day of each fiscal year. Dues of new members paid in November or December will cover their dues for the next fiscal year.

ARTICLE V - Meetings of Members

1. Meetings. Meetings of Members shall be held at least monthly, or as called from time to time by the President, or by action of a majority of the Board of Directors.

2. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Florida, as the place of meeting or on an online platform.

3. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered personally or by mail, e-mail, web site or newsletter notice to members. Business meetings will be conducted once per month from October through May.

4. Quorum. A quorum for any meeting requires members holding ten percent (10%) of the total voting power. If a quorum is not present, the members in attendance may adjourn the meeting without additional notice.

5. Voting Rights. Each member shall be entitled to one vote. If an organization is a member, the organization shall designate one person who shall have the right to exercise the organization's voting rights.

ARTICLE VI- Directors

The Board of Directors (BOD) shall consist of four (4) Officers elected by the membership; and, others as appointed by a majority vote of the elected Officers.

Officers are elected to serve two-year terms, at the end of which, they may elect to submit their name to the nomination committee to serve an additional two-year term, if they wish, either in their current position or for another office.

In order to maintain continuity in managing Guild business, beginning in 2019, President and Vice-President will be elected on alternating years. Secretary and Treasurer will also be elected on alternating years.

Offices of the Board of Directors are as follows: See the attached appendix for Job Descriptions and estimated time commitments.

1. President – The President shall be the chief executive officer of the Corporation. He/She shall have all of the powers and duties usually vested in the office of the President.

2. Vice President – The Vice President shall share the powers and duties of the President when the President is not available to exercise the powers and duties of the office of the President.

3. Secretary – The Secretary shall keep the minutes of all proceedings of the Directors and Members meetings. The Secretary shall keep the records of the Corporation except those of the Treasurer and shall perform all other duties incident to the office of secretary or as may be required by the Directors or President.

4. Treasurer – The Treasurer shall have custody of all property of the Corporation including funds, securities and evidence of indebtedness. He/She shall keep the book(s) of the Corporation in accordance with good accounting practice and he/she shall perform all other duties incident to the office of Treasurer.

Election of Officers:

Nominations for offices shall be conducted by a committee authorized by the Board of Directors. The nomination committee shall present a slate of officers to members by email and in person at the October General Meeting each calendar year.

Members shall vote for the officers each calendar year by email before, or in person at the November General Meeting.

Terms of the officers will commence the first day of the fiscal year, January 1st of the year following their election by the members.

5. Powers.

a. Except as otherwise provided in the Articles of Incorporation, or by law, the powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to officers and agents designated by resolution of the Board of Directors.

b. Management of income property. As described in Article VII, the Board of Directors may determine, by resolution duly adopted, to delegate in whole or in part, the management, investment, and disposition of the property of the Corporation for the purpose of earning an income from that property, as distinguished from the matter of applying property and funds to charitable purposes, to the Finance Committee, or to one or more trust companies or banks duly authorized to conduct a trust or banking business under the laws of Florida.

6. Replacement of Directors.

a. Whenever a vacancy exists on the Board of Directors, the vacancy shall be filled by appointment by a majority of the remaining Directors at a regular or special meeting of the Board. Any person appointed or elected to fill the vacancy of an Office must have the same qualifications as were required of the Officer whose office was vacated.

b. Any person appointed to fill a vacancy on the Board of Directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated in the Articles of Incorporation of the Corporation or at law.

7. Compensation. No member of the Board of Directors shall receive compensation from the Corporation.

8. Meetings.

a. Meetings shall be held at any place designated by resolution of the Board of Directors.

b. Other Meetings. Other meetings of the Board of Directors shall be held from time to time as determined by the president.

c. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. However, if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting without further notice. Business may take place and votes cast via email.

d. Except as otherwise provided in these Bylaws, or in the Articles of Incorporation of this Corporation, or by law, the act of a majority of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

9. Action without Meeting. No meeting need be held by the Board to take any action required or permitted to be taken by law, provided all members of the Board individually or collectively consent in writing or by e-mail to the action, and the written consent is filed with the Minutes of the proceedings of the Board. Action by written consent or email shall have the same force and effect as action by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action taken in this manner shall state that the action was taken.

10. Liability of Directors. The Directors of this Corporation shall not be personally liable for its debts, liabilities, or other obligations.

ARTICLE VII- Contracts, Checks, Deposits and Funds

1. Contracts. The Board of Directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the Corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be general, or confined to specific instances.

2. Gifts and Contributions. The Board of Directors or an executive committee may:

a. Accept on behalf of the corporation any contribution, gift, bequest, or device of any type of property ("donations"), for the general and special purposes of the Corporation, on terms approved by the Board or committee;

b. Hold funds or property in the name of the Corporation or of nominee or nominees appointed by the Board of committee;

c. Collect and receive the income from funds or property;

3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks or other depositories selected by the Board of Directors.

4. Checks, Drafts, Orders for Payment. All, checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by an officer or officers, agent or agents of the Corporation and in a manner determined by resolution of the Board of Directors. In the absence of this determination, the instruments shall be signed by the treasurer, and countersigned by the President or a Vice President of the Corporation.

ARTICLE VIII- Miscellaneous

1. Books and Records. The Corporation shall prepare and maintain correct and complete books and records of account and shall also keep Minutes of the Meetings of its members, Board of Directors, and from the Chairs of Committees, and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the Corporation may be inspected by any Director, or member, or the agent or attorney of either, or any proper person, at any reasonable time.

2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of this Corporation, a written waiver signed by the person or persons entitled to notice, whether before or after the time stated, shall be deemed equivalent to the giving of notice.

4. Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of all meetings of this Corporation when not in conflict with specific Rules adopted from time to time by the Board of Directors, and when not in conflict with these Bylaws.

ARTICLE IX - Amendments

1. Power of Directors to Amend Bylaws. The Bylaws of this Corporation may be amended, repealed, or added to, or new Bylaws may be adopted by the vote or written assent of a majority of the Board of Directors at a meeting duly called for that purpose according to the Articles or Bylaws.

ARTICLE X – Dissolution of the Corporation. Upon dissolution of the Corporation after all expenses have been paid, the remaining general funds will be split evenly between the Florida Writers Association and the Florida State Poets Association. Any remaining funds in the Denny Girard Account will be given to the Lemon Bay High School for use as prizes for their poetry contests.

Bylaws approved 2011, amended 2013, 2016, 2019, 2024.2025