BYLAWS OF THE NORTH CAROLINA WRITERS’ NETWORK, INC.
A NORTH CAROLINA NONPROFIT ORGANIZATION
As revised and approved by the Board of Directors on April, 2007

Section 1. Name. The name of the corporation is the North Carolina Writers’ Network, Inc., hereinafter referred to as the Network.

Section 2. Use of Name. The Network’s name may be used only by persons authorized by the Board of Trustees.

Section 3. Offices. The registered office of the Network is P.O. Box 21591, Winston-Salem, North Carolina 27120. The Network may have offices at such other places as the Board of Trustees may from time to time determine.

ARTICLE II. PURPOSES

The Network shall operate exclusively for educational, charitable, and benevolent purposes within the meanings of Section 501(c) (3) of the Internal Revenue Code. The Network shall have the following mission:

A. To give writers opportunities to connect with other writers.
B. To develop and broaden audiences.
C. To provide literary opportunities for writers and readers of culturally diverse backgrounds.
D. To strengthen skills in the art, craft, and business of writing.
E. To advocate and represent the literary arts in the larger community.
F. To serve as a statewide clearinghouse for information, technical assistance, and support services in partnership with other organizations.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. Any person or organization that shares in the goals and philosophy of the Network shall be eligible for membership. No one will be barred because of race, color, national origin, gender, religion, sexual orientation, or political affiliation.

Section 2. Dues and Obligations. Annual membership dues and/or substitute volunteer hours shall be determined by the Board of Trustees.

Section 3. Categories of Memberships. The Board may establish categories of membership with differing dues, responsibilities, and benefits.

Section 4. Voting Rights. Each member shall be entitled to vote for members of the Board of Trustees, members of the Nominating Committee, and matters brought before the membership. The right to vote is limited to Network members in good standing.

Section 5. Transfer of Membership. Membership may not be transferred or assigned to another person.

Section 6. Termination of Membership. A person’s membership may be terminated by resignation, nonpayment of dues, or expulsion by the Board for just cause. The charge
or charges giving rise to expulsion shall be communicated in writing to the member concerned. An expelled member has the right to appeal the decision at the next regularly scheduled meeting of the Board. Requests for such hearings must be made in writing at least 10 days before the Board meeting. Action of the Board after reconsideration is final. A member who resigns or is expelled shall forfeit all dues and fees already paid.

**ARTICLE IV. MEETINGS**

Section 1. Annual Meeting. An annual meeting of the membership of the Network shall be held once each fiscal year on a date and at a time and place determined by the Board of Trustees.

Section 2. Special Meetings. Special meetings of the membership may be called by the President. Such meetings may also be called at the request of 20 Network members in good standing. Such requests must be made in writing to the President and must state why a special meeting is required.

Section 3. Notice. The membership must be given at least 30 days’ notice of the annual meeting and of special meetings.

**ARTICLE V. VOTING**

Section 1. Election of New Members of the Board of Trustees. The Board of Trustees shall elect new members to the Board from a slate of candidates who shall be proposed by the nominating committee. No less than 15 days prior to voting by the Board of Trustees, the slate of candidates and notice of the proposed date of voting will be posted on the Network website.

Section 2. Quorum. A quorum shall be the number of valid votes received. Except as otherwise provided in these bylaws, the act of the majority of the valid votes shall be the act of the body.

Section 3. Election of Trustees.

A. For the election of new Trustees, the Board of Trustees shall establish a voting deadline at any time the Board determines at a meeting of the Board that such an election to be necessary.

B. After the membership has been notified of the Nominating Committee’s slates, additional candidates may be nominated by a member(s) of the Network. Valid nominations shall be included on the slate to be distributed as provided in Article V, Section 1, of these bylaws. To be valid, a nomination by petition must meet these requirements: (1) it is made in writing by a Network member in good standing other than the proposed candidate, (2) it includes all information requested in the mailed or published notification, (3) it is accompanied by written consent of the proposed candidate, and (4) it is received in the Network office no later than 15 days before the balloting deadline.

Section 4. Votes on Other Matters. Matters may be brought before the membership either by the Board of Trustees or at the written request of 20 Network members in good
standing. For each vote on other matters, the Board shall establish a balloting deadline that allows for the notification required in Section 1 of this article.

ARTICLE VI. BOARD OF TRUSTEES

Section 1. Number, Tenure, and Qualifications

A. The Board shall consist of no fewer than 12 nor more than 25 Trustees. No decrease in the number of Trustees shall have the effect of shortening the term of any incumbent Trustee.

B. Trustees shall be elected as described in Article V, Section 3, to serve terms of three years or until their successors are elected. New Trustees shall be seated at the Board meeting immediately following their election. A Trustee elected to fill a vacancy shall serve until completion of the regular term of the Trustee replaced and following the expiration of that term may be elected to serve a new term without interruption of service.

C. All Trustees must be Network members in good standing. A person who is not a Network member may be nominated as a Trustee, but must join the Network as a condition of accepting nomination.

D. The Nominating Committee shall strive for a Board composition that reflects the following goals: (1) the geographic distribution of Trustees’ residences generally reflects the geographic distribution of the Network membership, (2) Trustees represent a range of genres and writing-related interests served by the Network, (3) Trustees represent the cultural diversity of the state of North Carolina, and (4) Trustees bring the skills and expertise required to manage the affairs of the Network.

Section 2. Resignation. Any Trustee may resign at any time by giving written notice of resignation to the Board.

Section 3. Removal. Any Trustee may be removed for cause by a two-thirds vote of the Board. Absence without notice for three regular meetings of the Board in one fiscal year shall be cause for removal at the discretion of the Board. Any Trustee proposed to be removed shall be given written notice at least 10 days in advance of the meeting at which removal is to be voted on and shall be entitled to be heard by the Board at that meeting. Action of the Board is final.

Section 4. Vacancies. The Board may fill vacancies for unexpired Board terms occurring between regular elections by a majority of the vote of the Board, after consultation with the Nominating Committee. Notice of election to fill a vacancy shall be given in writing to the Trustees at least 10 days before the meeting at which the vote will be taken to fill the vacancy.

Section 5. Meetings

A. Regular meetings of the Board shall be held at least four times a year on such dates and at such times and places as the Board or the President may specify. Trustees shall be given at least 30 day’s notice of regular meetings.

B. Special meetings of the Board at any reasonable time or place may be called at the request of the President or any two Trustees. Trustees shall be given at least 10 days’ notice of special meetings. Such notice shall include the
business and purpose of the meeting. No business may be conducted at any special meeting except that which was stated in the call.

Section 6. Voting.

A. A quorum at meetings of the Board shall be one-third of the whole, and the act of a majority of the Trustees present shall be the act of the Board, unless the act of a greater number is required by these bylaws or unless otherwise provided by the Board.

B. Each Trustee shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board. Trustees shall not vote by proxy.

C. As deemed necessary by the Board, the Executive Committee, or the President, mail or electronic facsimile (fax) votes may be taken by the Board. For mail or fax votes, a quorum shall be the full Board membership, excluding any Trustee who has previously waived notice of mail or fax votes. The act of the majority shall be the act of the whole, unless the act of a greater number is required by these bylaws. Any action taken and assented to in writing by the Board shall be as valid and effective as if duly passed by the Board at any meeting.

Section 7. Powers.

A. All corporate powers, except as otherwise provided for in these bylaws, are vested in the Board of Trustees. The Board has the power to manage the Network’s property, to determine its fiscal policies, and to direct its affairs. The Board may by resolution delegate to committees of its own number, or to committees composed partly of its own members, or to officers of the Network such powers as it sees fit, subject to the provisions of these bylaws.

B. The Board annually shall approve a program of activities and shall review, approve, and revise annual budgets submitted to the Board by the Finance Committee.

C. The Board may appoint agents and representatives of the Network with such powers and to perform such acts or duties on behalf of the Network as the Board may see fit, consistent with these bylaws and to the extent authorized or permitted by law.

D. The Board may authorize any Trustee, officer, or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Network. Such authority may be general or confined to specific instances. Unless so authorized by the Board or by these bylaws, no Trustee, officer, or agent shall have any power or authority to bind the Network by any contract or obligations, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

Section 8. Compensation. No Trustee shall receive any salary or compensation for service as a Trustee. Trustees may receive reimbursement for expenses incurred in conducting business of the Network. Expense reimbursement levels shall be set by the Board.
ARTICLE VII. OFFICERS.

Section 1. Number and Qualifications. The officers of the Network shall be the President, two Vice-Presidents, Secretary, and Treasurer, and such other officers, with such powers and duties not inconsistent with these bylaws, as may from time to time be elected by the Board of Trustees. Officers shall be members of the Board of Trustees.

Section 2. Election and Terms. Officers shall be elected by majority vote of the incoming Board of Trustees at the first Board meeting after the election of new Trustees. After the slate has been presented by the Nominating Committee, additional nominations for any office may be made from the floor by any member of the incoming Board with the consent of the nominee. Officers shall be seated on the first day of the fiscal year and shall hold office for one year. An officer elected to fill a vacancy shall serve until completion of the regular term of the officer replaced. Officers may be reelected as long as they remain Trustees.

Section 3. Removal. Any Network officer may be removed at any time or any meeting by a majority vote of the Board. Any officer proposed to be removed shall be given written notice at least 10 days in advance of the meeting at which the removal is to be voted on and shall be entitled to appear and be heard by the Board at that meeting. The Board’s action is final.

Section 4. Vacancies. The Board may fill vacancies for Network offices occurring between regular elections by a majority vote of the Board, after consultation with the Nominating Committee. Notice of election to fill a vacancy shall be given to Trustees at least 10 days before the meeting at which the vote will be taken to fill the vacancy. By consent of the Board, if any office becomes vacant, any two offices except President and First Vice-President may be held by the same person until the meeting of the Board to fill the vacancy.

Section 5. President. The President shall have the following responsibilities: (1) To preside at all meetings of the Board of Trustees, the Executive Committee, and the Network membership, (2) to serve ex officio on all committees except the Nominating Committee, (3) to see that all orders, resolution, and policies of the Board of Trustees are carried into effect, (4) to sign, with any other officer, any instrument which may be lawfully executed on behalf of the Network, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution is delegated by the Board to some other officer or agent, and (5) in general to perform all duties incident to the office of President and chair of the Board of Trustees and such other duties as the Board may assign.

Section 6. First Vice-President. The First Vice-President shall perform the duties of the President in the absence or incapacity of the President and such other duties as the Board of Trustees or the President may assign.

Section 7. Second Vice-President. The Second Vice-President shall perform the duties of the President in the absence or incapacity of both the President and the First Vice-President and such other duties as the Board of Trustees or the President may assign.

Section 8. Secretary. The Secretary shall have the following responsibilities: (1) to keep accurate minutes of all meetings of the Board of Trustees, the Executive Committee,
and the Network membership, (2) to give all notices required by law and by these bylaws, (3) as authorized by the Board, to sign instruments that may require the Secretary’s signature, and (4) in general to perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or the Board.

Section 9. Treasurer. The Treasurer shall have the following responsibilities unless otherwise provided by the Board: (1) to supervise maintenance of a full and accurate account of all funds and obligations received and paid or incurred for the Network and all of the Network’s assets, (2) to serve on the Finance Committee, (3) to make financial reports to the Board, and (4) in general to perform all the duties incident to the office of the Treasurer, subject to the control of the Board of Trustees, and such other duties as the Board may assign.

ARTICLE VIII. COMMITTEES

Section 1. Designation. The Board of Trustees may designate such committees, standing or special, as the Board deems necessary to carry on the work of the Network. The designation of any committee and delegation thereto shall not relieve the Board or any officer of any responsibility or liability imposed by law.

Section 2. Appointment and Term. Except as otherwise provided in these bylaws, committees shall be selected in such manner as determined by the Board, shall have such duties as may be assigned by the Board, and shall serve at the pleasure of the Board or for such terms as the Board may prescribe.

Section 3. Committee Chairs. One member of each committee shall be appointed by the Board or by the President, as stipulated by the Board when the committee is designated, except as otherwise provided in these bylaws.

Section 4. Removal or Discharge. Any committee or any committee member may be discharged or removed by the Board of Trustees.

Section 5. Vacancies. Vacancies in the membership of a committee may be filled by appointments made in the same manner as the original appointments.

Section 6. Committee Meetings. Committees shall meet at the call of the committee chair. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Trustees. Unless otherwise provided by these bylaws or by the Board, a majority of the whole committee shall constitute a quorum, and the act of a majority of the quorum shall be the act of the committee. Committee actions and recommendations to the Board shall be reported at such regular meeting of the Board of Trustees.

Section 7. Executive Committee.

A. At the first Board meeting of the fiscal year, the Board shall designate an Executive Committee to serve until the end of the fiscal year or until their successors are designated. The Executive Committee shall consist of the officers and at least one other Trustee who shall be designated by the Board. The President shall serve as chair of the Executive Committee.
B. The Executive Committee shall meet at the call of the President or at the request of any two members of the Executive Committee.

C. The Executive Committee shall have the authority to act for the Board in the management of the Network’s affairs except as limited by the Board. All actions of the Executive Committee shall be reported in full at the next meeting of the Board of Trustees.

Section 8. Finance Committee. The Finance Committee shall consist of at least three members, and all members shall be appointed by the Board. The chair of the Finance Committee shall be a member of the Board. The Finance Committee shall have the following responsibilities: (1) annually, in consultation with the senior professional staff, to prepare a budget for the operation of the Network for the next fiscal year and to present it to the board, (2) to recommend financial institutions in which the Network’s funds shall be deposited, (3) to accept and sell real estate, personal property, and securities which shall come into the Network’s possession or to which the Network is entitled, with the express approval of the Board, (4) to provide and maintain all necessary insurance and surety bonds for the protection of all Network investments and property, (5) to provide for an annual audit of the Network books either by competent professional accountants or by an internal auditing committee, and (6) to make financial reports to the Board.

Section 9. Nominating Committee

A. The Nominating Committee shall consist of three Board members who shall be appointed by the Board. Nominating Committee members shall serve terms of two years.

B. The Nominating Committee shall strive for a Board composition that represents the geographical regions of North Carolina and a diversity of genres, writing-related interests, and cultures.

C. The outgoing Nominating Committees shall appoint one of the continuing committee members to call the first meeting of the new committee. Members of the committee shall be seated on the first day of the fiscal year. The chair of the nominating Committee shall be elected by the new Nominating Committee at its first meeting.

D. The Nominating Committee shall solicit recommendations from the Network membership and the Board for nominations to the Board and the Nominating Committee, according to Article VI, Section 1, and Article VIII, Section 9, of these bylaws.

E. It will be the responsibility of the Nominating Committee to review the qualifications of all potential candidates and make a recommendation to the Board.

ARTICLE IX. EMPLOYEES

Section 1. Senior Professional Staff. The Board of Trustees shall hire senior professional staff, who shall be responsible to the Board and whose authority and duties shall be defined in a written statement adopted by the Board. Reasonable compensation as determined by the Board may be paid to such employees.

Section 2. Other Staff. The Board may authorize the senior professional staff to hire additional staff for the conduct of the Network’s affairs. Other staff shall be responsible
to the senior professional staff unless otherwise provided by the Board. The authority
and duties of other staff shall be defined in written statements prepared by the senior
staff. Reasonable compensation as authorized by the Board may be paid to such
employees.

ARTICLE X. FUNDS, INVESTMENTS, AND GIFTS

Section 1. Receipt and Deposit of Funds. All funds of the Network not otherwise
employed shall be deposited from time to time to the credit of the Network in such
depositories as the Board shall direct. The Network’s funds shall be received and
deposited by such Trustees, officers, or agents of the Network as designated by the Board
of Trustees, individually or in combination and in such manner as determined by the
Board.

Section 2. Checks and Drafts. All checks, drafts, bills of exchange, promissory notes,
or other orders of the payment of money issued in the name of the Network shall be
signed by such Trustees, officers, or agents of the Network as designated by the Board of
Trustees, individually or in combination and in such manner as determined by the Board.

Section 3. Investment of Funds. The Network shall have the right to retain all or any
part of any securities or property it acquires and to invest and reinvest any funds or
property it holds, in the discretion of the Board, provided that the Network shall not
(1) accumulate its income to an amount or for a duration unreasonable for carrying out
the purposes for which it is organized, (2) use any such accumulated income for purposes
other than those for which it is organized, or (3) invest any such accumulated income in
such a manner as to jeopardize the carrying out of the purposes for which it is organized.

Section 4. Gifts. The Board may accept on behalf of the Network any contribution, gift,
bequest, or grant to the Network. The Board may authorize any Trustee, officer, or agent
of the Network, or any combination of these, to negotiate with any donor as to the terms
of any gift, contribution, bequest or grant.

Section 5. Voting shares in Other Corporations. Unless otherwise provided by the
Board, the President shall have full power and authority to vote either in person or by
proxy at any meeting of shareholders of any corporation in which the Network may hold
stock, and at or in connection with any such meeting may exercise all rights and powers
incident to the ownership of such stock. The Board may confer like powers upon any
other person and may revoke such powers as it pleases.
ARTICLE XI. INDEMNIFICATION

The Network may, to the fullest extent now or hereafter permitted by law, indemnify any person made or threatened to be made a party to any action or proceeding by reason of having been a Trustee, officer, or other agent of the Network against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys’ fees. The Board may provide for indemnification of Trustees or officers through purchase of insurance or otherwise as provided in N.C. General Statutes.

ARTICLE XII. CONSTRAINTS ON OPERATIONS

Section 1. Nonprofit Operation. The Network is not organized and shall not operate for profit, and no incorporator, Trustee, officer, employee, or agent of the Network or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Network or shall at any time be considered to be the owner of any of the assets and property of the Network. These provisions, however, shall not prevent the payment to any such person of reasonable compensation, as fixed by the Board, for services rendered to or for the Network in carrying out any of its purposes, except as otherwise provided in these bylaws.

Section 2. Transactions Involving Incorporators, Trustees, Officers, and Contributors. The Network shall not lend any part of its assets, property, or income to any incorporator, Trustee, or officer of the Network, or to any substantial contributor to the Network, or to any member of the family of any such person, or to any corporation controlled by any such person; nor shall the Network pay any compensation to any such persons or corporations in excess of reasonable compensation for expenses or services rendered; nor shall the Network make any substantial purchase of securities or other property from or sell any substantial part of its securities or other property to any such persons or corporations for other than an adequate consideration in money or money’s worth; nor shall the Network engage in any other transaction which results in a substantial diversion of its assets, property, or income to any such persons or corporations.

Section 3. Nonpartisan Operation. No substantial part of the Network’s activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Network shall not participate or intervene, including by publication or distribution of statements, in any political campaign on behalf of any candidate for public office.

Section 4. Other Activities Not Permitted. Notwithstanding any other provisions in these articles, the Network shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future Internal Revenue Law or (2) a corporation contribution to which are deductible under Section 17(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provisions of any future Internal Revenue Law.

ARTICLE XIII. GENERAL PROVISIONS

Section 1. Fiscal Year. Unless otherwise ordered by the Board of Trustees, the fiscal year shall begin on July 1 and end on June 30.
Section 2. Examination of Books and Records. The books and records of the Network shall, at all reasonable times, be subject to examination by any Trustee or by any committee appointed for the purpose by the Board. The minutes of meetings of the Board of Trustees shall be available for examination by any Network member in good standing by appointment with the Network staff.

Section 3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act of North Carolina, the Articles of Incorporation, or these bylaws, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

Section 4. Parliamentary Authority. The parliamentary procedures specified in Robert’s Rules of Order, latest revised edition, shall govern business meetings of the Network where applicable and not inconsistent with these bylaws and any special rules of order the Network may adopt.

ARTICLE XIV. AMENDMENT

Section 1. Proposal of Amendments.

A. Amendments to these bylaws or repeal of these bylaws and adoption of new bylaws may be proposed to the Board by a bylaws committee designated by the Board or by any Network member in good standing. All proposed amendments shall be submitted to a bylaws committee for review and recommendation to the Board. Proposed amendments may be brought before the membership by a majority of the Board.

B. Proposed amendments which the Board has considered and decided not to bring before the membership may be brought before the membership at the written request of 50 Network members in good standing.

Section 2. Voting. These bylaws may be amended or repealed and new bylaws adopted by the procedure given in Article V, Section 4. The act of the two-thirds majority of the valid ballots shall be the act of the body.

ARTICLE XV. DISSOLUTION

Section 1. Conditions for Dissolution.

A. In the event that the Network shall, for any reason, become inactive and fail to perform its charitable and benevolent activities for three consecutive years, the Network shall be dissolved.

B. The Network may be dissolved at any time upon unanimous vote of the full membership of the Board of Trustees, followed by a concurring three-fourths vote of the Network membership. The Board of the Trustees shall continue in office until all legal and financial matters have been settled in accordance with the Articles of Incorporation and these bylaws.

Section 2. Disposition of Assets. Upon dissolution, the Network’s assets of whatever kind, after all debts have been satisfied, shall be transferred or paid in such amounts as the Board may determine or as may be determined by a court of competent jurisdiction.
upon application of the Board, to one or more nonprofit organizations with substantially similar purposes and which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future Internal Revenue Law.

Revised Bylaws submitted by the Bylaws Committee:

Margaret Dardess, Chair
David Perry
Edward Southern