

**BYLAWS
OF
NEBRASKA WRITERS GUILD, INC.**

(revised and approved at the April 7,2018, Spring Conference Business Meeting)

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Nebraska Writers Guild, Inc Bylaws

(Revised April 16, 2016)

ARTICLE 1

Name and Location

The name of this corporation (sometimes referred to as “NWG” or the “Guild”) is Nebraska Writers Guild, Inc. The office and mailing address of Nebraska Writers Guild, Inc. shall be the name and mailing address of the presiding president.

ARTICLE 2

Purposes and Limitations

Section 2.1. The corporation is hereby organized for the following purposes:

2.1.1. To promote good fellowship among Nebraska writers (by residence or affiliation); to promote excellence in writing of any form or genre; to advance the professional interests of career-focused writers through networking and advocacy, dissemination of information, professional education, publications, and other appropriate activities; to provide continuing support for writers within any industry that uses the written word and/or the services of writers; and to foster the development of the talent of those who desire to write.

2.1.2. To carry on such other activities as are permissible for a nonprofit corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or supplemented (“IRC”).

Section 2.2. Notwithstanding any other provision of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under IRC Section 501(c)(3) or by a nonprofit corporation formed under the laws of the State of Nebraska.

ARTICLE 3

Organizational Affiliation

Section 3.1. Affiliation. This corporation is an independent entity within the State of Nebraska without affiliation to any writing or publishing organization national or international.

Section 3.2. Members. All those claiming membership in this Guild must be members in good standing per the records of NWG and all officers and directors must be and remain General Members of NWG at all times during their service as officers and directors.

Section 3.3. Tax Reporting. For tax reporting purposes, the Guild’s fiscal year commences on January 1 and ends December 31. The corporation shall maintain and upon request provide to the Board of Directors a complete record of its income and expenses for the fiscal year. All financial reports required by the Guild shall be submitted to the entire Board of Directors by the President or the Treasurer no later than the due date set by provisions of these Bylaws including IRS Form 990 EZ and any applicable filings required by the State of Nebraska (see officer’s duties for details).

Sections 3.3 Bylaws. The provisions of these Bylaws cannot be amended without printed or electronic presentation by the Board of Directors to all current members at least 30 days prior to either the annual spring or annual fall conference where any changes will be presented for approval during the business meeting. Any amendment to these Bylaws can be adopted by a 51% or greater majority vote of the members-in-good-standing present at that meeting. Amendments will become effective immediately upon adoption. Members not attending will receive written or electronic notification of Bylaws amendments within 30 days of the vote. The Guild Recording Secretary will retain the most recently amended and approved copy of the Bylaws and will supply said copy to the Nebraska Secretary of State and/or the US Internal Revenue Service upon request of said offices or as required by law.

ARTICLE 4 Members

Section 4.1. Members: There shall be five primary classes of membership:

4.1.1 General. General membership shall be open to any aspiring writer or any published author who has contributed to books, magazines, radio, film or other media to be invented. Only General members-in-good-standing per the Guild membership records shall have all rights of membership and only General members shall have the right to vote and the right to hold office.

4.1.2. Associate. Associate membership shall be open to (1) all other individuals who support the Guild and its purposes but who do not meet the requirements for General membership and (2) professionals in publishing or related industries, including acquiring editors, agents, booksellers, and librarians who are not writers who support the guild and its purposes. Associate members shall not have any voting rights or the right to hold office.

4.1.3. Life. Life members shall be General members who, through faith and loyalty, have held membership in the Guild for thirty years and shall be exempt from paying Guild dues. Life members shall retain all rights and privileges of General membership. The thirty years may be consecutive or the total of years in which the General member has been in active status.

4.1.4. Student. Student membership shall be open to any aspiring writer 14 years of age or older enrolled in a public or private educational institution who is interested in developing their talent for writing in any form or genre. Student members shall not have any voting rights or the right to hold office.

4.1.5. Business/Professional. Business/Professional membership shall be open to businesses and professionals who wish to support the Guild. Business memberships will be registered in the business name only and are for businesses who wish to connect with our other members and/or build professional awareness. Both for-profit and non-profit businesses/professionals may register for a Business/Professional membership. The tiers of Business/Professional Memberships, their cost, the benefits accrued to each tier, and all other Business/Professional membership details will be determined by the Nebraska Writers Guild Board of Directors who may also amend such issues as needed from time to time. Business members shall not have voting rights or the right to hold office.

Section 4.2. Membership Eligibility. All individuals and/or businesses who agree to accept the purposes of NWG and to faithfully observe and be bound by the Bylaws of this organization shall be eligible to apply for membership. Membership shall not be denied to any eligible person because of race, color, gender, age, religion, national origin, marital status, sexual preference, disability or political affiliation.

Section 4.3. Membership Application. Membership in this organization shall be obtained only after the Membership Secretary's acceptance of a completed membership application and the Treasurer's receipt of the membership dues. Question of membership eligibility shall be determined by the Board of Directors, at its sole discretion.

Section 4.4. Determination of Membership Dues and Obligation to Pay. The Board of Directors shall fix the amount of annual membership dues, but any change in dues must be approved by a 51% or greater majority vote of attending members-in-good-standing during a business meeting at either the Spring or Fall conference.

4.4.1 New Members. New members registering between January 1 and October 1 will pay the full annual dues. Their renewal of membership will be due on or before March 31 of next calendar year.

4.4.1a. New Members Registering October 1 or Later. New members registering October 1 or later will not be required to renew membership in the following calendar year. They will retain active status and all membership rights during the full year following their initial registration.

4.4.2 Annual Renewal of Membership. Dues shall be submitted to the Treasurer on or before March 31 each year.

4.4.2a Delinquent Membership Dues. Dues will be delinquent if not received by March 31. Any event registrations made as members before March 31 for events after March 31 will revert to the non-member published rate and any member early payment discount will be forfeited. Additionally, their name will be removed from the Guild group e-mail list.

4.4.2b Cessation of Membership Rights. Members whose dues are delinquent will not be eligible to vote in the business meeting at the Spring Conference and their membership benefits will cease on April 1. Any event registrations made as members before March 31 for events after March 31 will revert to the non-member published rate.

4.4.2c Notice of Cessation of Membership. When a membership terminates on April 1, the Treasurer will send a courtesy notice of cessation of membership rights and encourage the delinquent member to re-register as soon as convenient. The Treasurer will notify the President and Guild Webmaster of the termination and the Webmaster will remove that individual from the Guild group e-mail list.

4.4.2c. Restoration of Membership Rights. Any renew payment submitted after March 31 but in the same calendar year will restore all membership right except entitlement to any early registration discount for events that required completed registration by March 31. Member who pays their renewal late but in the same calendar year will be recorded as a renewal and their name added to the Guild group e-mail list.

4.4.3 Dues are not refundable for any reason.

Section 4.5. Termination of Membership.

4.5.1. Automatic Termination. Membership shall also be terminated immediately upon a member's death or submission of a written notice of membership resignation.

4.5.2. Termination After Hearing. The Board of Directors may, by two-thirds vote, terminate a member's membership for cause after an appropriate hearing. Grounds constituting "cause" shall consist of: (1) admission of an act of plagiarism or copyright infringement or losing a plagiarism or copyright infringement case in a court of law; (2) misrepresenting membership qualifications; (3) failing to pay, following receipt of written demand, any conference or other financial obligations due the organization; (4) persistent verbal or physical conduct that disrupts the organization's ability to operate or function; (5) misuse of or unauthorized use of Guild property and/or records; or (6) illegal conduct in a Guild election. Such member shall be given reasonable notice thereof and shall be entitled to a hearing before the Board of Directors at the next regularly scheduled meeting of the Board of Directors, at which the member shall have an opportunity to respond and present evidence on all issues involved.

4.5.3. Appeal Rights. An individual whose membership is terminated pursuant to Section 4.5.2 may appeal the decision of the Board of Directors by paying any financial obligations listed in the reasons for termination and by writing to the Appeals Committee (chaired by the Vice President) within one year after the date of termination. Upon consideration of the written appeal, and by a 51% or greater majority vote of the Appeals Committee, the Appeals Committee may recommend that the Board reinstate such member. The member must receive a 51% or greater majority vote of the Board to be reinstated. A member whose appeal is denied may reapply for membership at any yearly interval thereafter if their financial existing obligations have been met. A reinstated member shall not be entitled to receive retroactively the benefits or privileges lost as a result of his or her termination of membership.

4.5.4. Financial Obligations. Termination of membership does not extinguish any member's existing financial obligations to the organization.

Section 4.6. Voting Rights. Only General and Life members shall be entitled to vote on all matters submitted to a vote of the membership, including the election of officers. Each General member is entitled to one vote on each such matter.

Section 4.7. Membership Benefits. All members of the organization shall have the right to receive or access the quarterly newsletter and the annual directory; to attend the semi-annual Guild conferences at a discounted rate and shall be eligible for such other rights, privileges and benefits as

may be determined from time to time by the Board of Directors. Members may not transfer either membership or membership benefits to another person.

ARTICLE 5 Officers

Section 5.1. Officers. The officers of this corporation shall be the President, Vice President, Membership Secretary, Recording Secretary, Treasurer, and Historian and shall be elected by a 51% or greater majority vote of members in-good-standing according to the provision set forth in these Bylaws. (Refer to Section 7.1.3 for voting details.) Each elected officer shall maintain records appropriate to their office and shall surrender such records intact to their successor within a timely manner. Officers are asked to maintain electronic records whenever possible.

Section 5.2. President. The President shall serve as spokesperson for the organization. The president calls, sets the agenda for, and presides over all meetings of the Board and the semi-annual meetings of the members. Additionally, the president appoints the committee chairs listed in these by-laws and other committee chairs as may from time to time be necessary. The president serves as a nonvoting ex-officio member of all committees; executes Guild business as specified by the Board; appoints, with Board approval, qualified members to fill any officer or committee vacancies; coordinates all Guild activities, The president is responsible for planning, overseeing and/or delegating all official Guild communication tools, such as the organization’s publications, e-mail list and website. She/he shall act as Ombudsman and/or Chair of Appeals Committee if the business matter involves the Vice President. Further, the president fulfills any other obligations designated by the Board.

5.2.1. Term of Service. Shall serve for a two year term commencing at the conclusion of the odd year Fall conference business meeting, be eligible for two additional consecutive terms, and cannot run for Presidency for at least one term after holding that office for six consecutive years, but may complete a vacated Presidency term at the request of the Board. Such an interim term shall not be considered a “consecutive term/year(s).”

5.2.2. Eligible for Other Board Positions. Shall at the end of an elected term be eligible for any other Board position.

5.2.3. Certification of 501(c)3 Position. Shall verify that the Recording Secretary has filed the appropriate IRS document certifying the Guild’s continuing position as a 501(c)3 organization, currently form 990 EZ. This form currently must be filed by April 15 each year and MUST be filed to maintain the continuation of the Guild’s tax exempt status.

5.2.4. Certification of the Biennial Report to the State of Nebraska Secretary of State. Shall verify that the Recording Secretary has filed the appropriate Biennial Report to the State of Nebraska Secretary of State by March 1 of each odd numbered calendar year.

Section 5.3. Vice President. The Vice President shall assume the duties of the President and preside over all meetings of the Board and General Membership in the absence of the President; be responsible for planning and overseeing all program-related activities undertaken by the organization, including recruiting and overseeing chairpersons for the semi-annual conferences, Guild workshops and any other professional/educational activities sponsored by the Guild. The Vice President will be a member of the

Spring and Fall Conference planning committees but is only responsible to advise the committee's for the other Guild events. The Vice President will fulfill any other obligations as designated by the Board.

5.3.1. Shall Act as Ombudsman/Liaison. The Vice President shall act as ombudsman/liaison between membership, Board, and/or any outside entity when professional ethical issues arise, maintain appropriate written records of the problem and resolution, take the matter from confidential to the General Membership when appropriate and chair the Appeals Committee.

5.3.2 Term of Service. Shall serve for a two year term commencing at the conclusion of the even year Fall conference business meeting, be eligible for two additional consecutive terms, and cannot run for Vice Presidency for at least one term after holding that office for six consecutive years, but may complete a vacated Vice Presidency term at the request of the Board. Such an interim term shall not be considered a "consecutive term/year(s)."

5.3.3 Eligible for Other Board Positions. Shall at the end of an elected term be eligible for any other Board position.

Section 5.4 Recording Secretary. The Recording Secretary will record the minutes of all meetings of the Board of Directors and of the semi-annual Guild business meetings; record all actions taken by members of the Board of Directors without meeting and ensure the approved actions are listed in the minutes of the next Board of Directors meeting. Mail notices upon request. Fulfill any other administrative duties requested by the Board of Directors. Whenever possible, unless otherwise required herein, files should be kept and transferred in electronic format.

5.4.1 Other Required Records Related Duties. Keep the original hard copy and an electronic copy of the Guild's Articles of Incorporation, Reinstatement as a 501(c)(3), the most recent IRS Form 990, and the most recent Biennial Report to the Nebraska Secretary of State. Maintain, with the help of the Historian, all organizational records, including copies of the Guild's publications, communications, business correspondence, committee reports and actions, semi-annual membership meeting minutes, all board meetings, and all other official documents for three years then forward them to the Historian for transfer to the archives as per the Nebraska Writers Guild Record Retention Policy. Maintain a file of the past seven years financial statements then forward them to the Historian for transfer to the archives as per the Nebraska Writers Guild Record Retention Policy. Maintain the records of all Guild events for three years then forward them to the Historian for transfer to the archives as per the Nebraska Writers Guild Record Retention Policy.

5.4.2. File State of Nebraska Secretary of State Documentation. Shall deliver to the Nebraska Secretary of State between January 1 and April 1 in every odd numbered year a biennial report on a form prescribed and furnished by the Secretary of State that sets forth: (1) the name of the corporation and the state or country under whose law it is incorporated; (2) the street address of its registered office and the name of its registered agent at the office in this state; (3) the street address of its principal office; (4) the names and business or residence addresses of its directors and principal officers; (5) a brief description of the nature of its activities; (6) whether or not it has members (giving the current number); (7) as a domestic corporation, identify it as "being of public benefit"; certify that the information contained in the biennial report is current on the date it is executed and submitted with the fee prescribed in LB 681, Section 21-1905. As

they occur, submit corrections to the Biennial Report such as changes in designated agent, changes in address, and changes in the Board of Directors along with the required fees.

5.4.3. File IRS Forms and Documentation. Shall file the appropriate IRS document certifying the Guild's continuing position as 501(c) 3 organization, currently IRS Form 990 EZ or 990 N, between January 1 and April 15 each year to maintain the continuation of the Guild's tax exempt status.

5.4.4 Conference Agendas and Packets. The Recording will, in coordination with the Spring and Fall Conference Committee Chairperson, prepare the agenda for the annual conferences. The Recording Secretary will develop a conference packet and name card for each conference attendee and have them ready for distribution at the registration table.

5.5.5 Non-Conference Events. The Recording Secretary will be responsible for maintenance of the official registration list of all non-conference events using the mirror list form created for that purpose. The Recording Secretary will reconcile the official list with the Treasurer's list to insure that they are identical before registration begins at the event. However, the Recording Secretary is not required to attend each event nor to handle the registration tables at those events.

5.4.6. Term of Service. Shall serve for a two year term commencing at the conclusion of the even year Fall conference business meeting, be eligible for two additional consecutive terms, and cannot run for Recording Secretary for at least one term after holding office for six consecutive years, but may complete a vacated Recording Secretary term at the request of the Board. Such an interim term shall not be considered a "consecutive term/year(s)."

5.4.7. Eligible for Other Board Positions. Shall at the end of an elected term be eligible for any other Board position.

Section 5.5. Membership Secretary. The Membership Secretary shall be responsible to maintain an up-to-date list of Guild members including contact information.

5.5.1. Oversee the Membership Committee Activities. After the Treasurer has recorded a new member's dues have been paid, ensures that New Members receive such items as the Board determines appropriate. (example: membership cards). Also sees that the Membership Committee welcomes the new member on the Guild group e-mail, invites the new member to join the e-mail group, and marks the Current Membership List as appropriate to record the invite. The Membership Secretary will ensure that the Membership Committee and authorized volunteers have the supplies, copies, postage and such other items needed to complete their duties.

5.5.2 Conference Registration List. The Membership Secretary will keep a list of all Spring and Fall Conference registrations using the mirror list form created for that use. The Membership Secretary will reconcile the official list with the Treasurer's list to insure that they are identical before registration begins at the event. The Membership Secretary, Treasurer, or trained volunteers will run the registration table at the conferences.

5.5.3. Term of Service. Shall serve for a two year term commencing at the conclusion of the odd year Fall conference business meeting, be eligible for two additional consecutive terms, and cannot run for Membership Secretary for at least one term after holding office for six consecutive years, but may complete a vacated Membership Secretary term at the request of the Board. Such an interim term shall not be considered a “consecutive term/year(s).”

5.5.4. Eligible for Other Board Positions. Shall at the end of an elected term be eligible for any other Board position.

Section 5.6. Treasurer. The Treasurer shall be responsible for keeping the fiscal records of the organization in good order and a timely manner using the electronic files created for that purpose. The Treasurer will fulfill any other treasurer obligations designated by the Board of Directors.

5.6.1. The General Ledger. Maintain a general ledger of all receipts, expenditures, and assets of the Guild. Obtain or create a copy of all receipts and expenditures and scan paper recorded into a file established for that purpose. In the absence of other documentation, obtain a reimbursement request with itemized data and the requesting party’s signature and scan the request into the electronic records.

5.6.2 Treasurer’s Membership Record. Keep a Treasurers Membership file (separate from the Membership Secretary’s official list) recording collection of member dues in order provide a system to double check the membership records and identify errors or omissions in either the Treasurer’s or Membership Secretary’s file. Verify delinquent member status with the Membership Secretary no later than April 5. The Treasurer will send a courtesy notice of cessation of membership rights and encourage the delinquent member to re-register as soon as convenient.

5.6.3. Guild Bank Accounts and Financial Reports. The Treasurer maintains the Guild bank accounts; provides an accurate and up-to-date financial statement to the Board at every meeting but not less than every six months.

5.6.4. Annual Review/Audit Responsibilities. Arranges, with Board approval, for an annual review/audit between January 1 and March 1 and presents that report at the next scheduled Board meeting after receipt. The annual audit may be conducted by either a General Member or an outside party; however an outside party audit must be obtained no less than once every five years. Present a printed copy of the annual review/audit report in summary form in the subsequent issue of the BROADSIDE and, if requested, to the Nebraska Secretary of State’s Office.

5.6.5. Record the Filing of IRS and Nebraska State Department Forms. Shall record in the Treasurer’s report when the appropriate IRS document certifying the Guild’s continuing position as 501(c)3 organizations, currently Form 990 EZ has been filed and when the required biennial report to the Secretary of State has been completed.

5.6.6. Term of Service. Shall serve for a two year term commencing at the conclusion of the even year Fall conference business meeting, be eligible for two additional consecutive terms, and cannot run for Treasurer for at least one term after holding that office for six consecutive

years, but may complete a vacated Treasurer term at the request of the Board. Such an interim term shall not be considered a “consecutive term/year(s).”

5.6.7. Eligible for Other Board Positions. Shall at the end of an elected term be eligible for any other Board position.

Section 5.7. Historian. The historian shall be responsible for gathering and maintaining the historical records of the organization including copies of the Membership Secretary’s, Recording Secretary’s and Treasurer’s materials, any publicity materials relating to the Guild and/or its members both as submitted by the Guild officers and committee chairmen or submitted by members, photographs, and scrapbooks of Guild activities and any other materials the Board of Directors deems worthy of historical value; shall organize and preserve such materials in a reasonable fashion and deliver them to the Nebraska Writers Guild archived collection at the Nebraska State Historical Society, Lincoln, Nebraska, as per the Nebraska Writers Guild Record Retention Policy; shall request copies of member publications to be included in the Guild’s records; and shall obtain and deliver copies of members’ published books and materials for donation to the Heritage Room of the Bennett Martin Library, Lincoln, Nebraska, per their prescribed policies and procedures.

5.7.1. Preserve Dropbox Integrity. Monthly, the Historian will create, on a portable drive, a backup copy of all documentation in the Nebraska Writers Guild Dropbox or such other record sharing program adopted at a later date.

5.7.2. Term of Service. Shall serve for a two year term commencing at the conclusion of the odd year Fall conference business meeting, be eligible for two additional consecutive terms, and cannot run for Historian for at least one term after holding that office for six consecutive years, but may complete a vacated Historian term at the request of the Board. Such an interim term shall not be considered a “consecutive term/year(s).”

5.7.3. Eligible for Other Board Positions. Shall at the end of an elected term be eligible for any other Board position.

Section 5.8. Immediate Past President. The Immediate Past President shall be responsible for serving in an advisory capacity to the Board and as a voting representative of the membership at large. Shall fulfill any duties designated by the Board.

5.8.1. Shall provide notice to the Board if unable to complete the term, at which time the President may appoint any previous President to serve in this role or a General Member to serve as a membership at large representative to complete the term.

5.8.2. Limitation of Term of Service. The Immediate Past President shall serve for only one term or until the election of a new President whichever occurs first. In the case of the election of a new President the out-going President will become the new Immediate Past President. In the case of the completion of one term, the position will be filled by the appointment of a representative at large. That appointment will be made by the President with the approval of the Board of Directors. The outgoing Immediate Past President is eligible for that appointment.

Section 5.9. Delegation of Duties. The duties of any officer may be delegated to another officer, director, general member, or contractor retained by the organization to perform such duties, but any such delegation of duties shall not relieve the officer of any responsibilities imposed upon such officer by law or by these Bylaws. Any Officer whose duties are delegated shall supervise and approve the actions of the individuals actually performing such duties.

ARTICLE 6 Board of Directors

Section 6.1. General Powers. The Board shall manage the business and affairs of the organization and carry out the objectives and purposes of the Guild subject to the limitations imposed by these Bylaws and applicable law. The Board of Directors may exercise all powers of the corporation except to the extent reserved to the members in these Bylaws and the Articles of Incorporation of the Guild. The Board shall at all times act in the best interest of the organization while conducting the business of the Guild.

Section 6.2. Composition. The voting members of the Board of Directors of the Guild shall consist of the six elected officers of the corporation, the Immediate Past President, and at least one appointed Member-at-large drawn from the general membership or the list of committee chairpersons. Additional Temporary Members may be appointed to the Board of Directors as the permanent board members (the five elected officers, the Immediate Past President, and Member-at-large) deem necessary.

6.2.1. Term of Appointed Members. The Member-at-large will be appointed to a two year term after the election of officers in the odd years. That appointment may be renewed for two additional terms but after six years of consecutive service the member will not be eligible for reappointment until the passage of one full term. All other Temporary Members will serve for a two years term unless they are removed for completion of needed service. They can be appointed for two additional terms but after six years of consecutive service the member will not be eligible for reappointment until the passage of one full term.

Section 6.3. Removal or Resignation of Directors.

6.3.1. Automatic Removal. Any director who fails to maintain General membership in the organization (by nonpayment of annual dues in a timely manner) shall be automatically removed from office, without any vote of the Board of Directors.

6.3.2. Removal for Cause. By the affirmative vote of at least two-thirds of the voting members of the Board of Directors, any director may be removed from office for cause, which shall be defined to mean gross misconduct or gross dereliction of duty as a director. Any such vote and removal shall occur only following a hearing conducted pursuant to the procedures set forth in Robert's Rules of Order Newly Revised (specifically including the right to 10 days' prior notice of such hearing and the right to attend, present evidence, and vote at such hearing). Any director removed from office by action of the Board shall have the right to appeal by writing to the Appeals Committee no more than 10 days after such hearing, pursuant to reasonable procedures determined by the Board of Directors and consistent with the then-most current edition of Robert's Rules of Order Newly Revised.

6.3.3. Recall. Any director may be removed from office by membership recall at any time, with or without cause. A recall election shall be initiated by filing with the Board an appropriate Petition for Recall signed by at least 10 percent of the Guild's General members. Upon receipt of such petition, the Board shall promptly schedule a recall election, which may be conducted by mail-in confidential ballot counted by the Vice-President or, if that person is up for recall, by the Membership Secretary. A director is recalled if a 51% or greater majority of the eligible votes cast in favor of recall. This recall procedure will apply to appointed directors though they do not originally stand for election.

6.3.4. Resignation. Any Director may resign at any time by delivering written notice to any other member of the Board of Directors. Any such resignation shall be effective and binding upon receipt or, if a later time or date is specified in such resignation, at such later time or date. Resignations may not be rescinded.

6.3.4 Completion of Needed Service. Temporary members may be removed from the Board without prejudice at the discretion of the permanent Board Members when their service is no longer needed.

Section 6.4. Vacancies. Except as described below regarding the office of President, any vacated Director position shall be filled by appointment by the President, subject to approval by the Board of Directors, as promptly as reasonably possible. Any such appointee to a vacant position shall serve the remainder of the unexpired term for that position.

6.4.1. Eligibility. Any General members including those currently serving in a Board position are eligible for appointment to any vacant position.

6.4.2. Vacancy in the office of the President. If the office of President becomes vacant, the Vice President shall assume the office of President or may act as interim President until the Board appoints another qualified General Member to complete the unexpired term. If the Vice President assumes the Presidency, the position of Vice President shall be filled by appointment in the manner described above. If at any time both such positions are vacant, the Board shall appoint an interim President (who may, but need not be, a member of the Board of Directors at the time of appointment) and an interim Vice President to serve until the next regular election.

Section 6.5. Resolution of Disputes. The Vice President (or President if matter involves the Vice President) shall act as ombudsman/liaison between membership, Board, and/or any outside entity, providing the Board with a confidential report of the complaint and all pertinent data along with recommendations. The Board of Directors shall make the final decision in all disputes among committees, Board members, and members concerning Guild functions and business. All disputes are to be handled outside of the regular semi-annual business meetings.

6.5.1. Submission of Complaints. Members must submit complaints and supporting data in writing to the Vice President. To protect the integrity of the process, electronic complaints will not be accepted. If the Vice-President has a vested interest in the complaint, the President may receive the written material for consideration.

6.5.2. Resolving the Complaint. The Vice-President (or President) shall compile a report and make a recommendation to the Board within two weeks. The Board of Directors must provide a written response to the complainant within two weeks of receipt of the Vice-Presidents's report.

ARTICLE 7 Elections

Section 7.1. Election Procedures.

7.1.1. Nominating Committee. At the Spring conference business meeting of the Guild in the odd years, the President shall call for volunteers and appoint a Nominating Committee to serve for two consecutive years. Such committee shall be comprised of one Board member, who shall serve as chairperson, and at least two General members who are not Directors. In addition, if the Immediate Past President (or, in his or her absences, any other past President) is available and willing to serve, such individual may also serve on the Nominating Committee.

7.1.2. Nominations. The Nominating Committee shall solicit and recommend names for the Offices to be voted on at each year's Fall conference business meeting as determined by the year of election for that position stated in Article 5. Before making their recommendations, the committee will secure the consent of each individual nominated. The nominations will be presented to the membership by being published in the August Broadside, on the guild group email, and on the NWG website.

7.1.3. Write-in Candidates. Because voting is done by mail-in ballots and because that does not allow a means to verify that write-ins have agreed to serve, write-in candidates cannot be accepted.

7.1.4. Positions Without a Nomination Presented. Any position for which no name has been presented will be filled by the President after the Fall Conference with the approval of the Board of Directors.

7.1.5. Election. The members of the Guild must elect the individual officers of the Guild. Officers may not be elected as a slate. Voting is only permitted by General Members and Life Members. An official written ballot, link to a printable official ballot, or link to an online voting forum will be distributed to all eligible members at least 30 days prior to the fall business meeting. To be included in the final count, completed ballots must be received by the Guild or electronic voting completed by the end of the scheduled registration time at the fall conference.

7.1.6. Valid Election Criteria. A 51% or greater majority of all votes cast is required to elect each of the officers. If insufficient ballots are returned to calculate a 51% majority, the election for that position will be null and void and an interim officer will be appoint by the Board President with the Board's approval following the conference and will serve until the next election for that position. If the President's position does not have enough ballots for establishing a 51% majority, following the Fall conference, the Immediate Past President will appoint the new president with the approval of the Board and the new President will serve until the next election for that position.

Section 7.2. Qualifications. To be eligible for a Board position (whether elected or appointed), a candidate must: (1) have been a General member for at least one year immediately preceding filling the office though this stipulation can be waived at the discretion of the presiding Board if the candidate's service is in the best interest of the Guild and (2) not have a material conflict of interest that would disqualify the person from holding the intended office.

Section 7.3. Term Lengths and Limitations.

7.3.1. Length and Commencement of Term. Officers and directors shall be elected to their term, commencing at the conclusion of the Fall conference business meeting. Prior to taking office, the incoming Board can discuss informally the following year's goals, activities, and related matters, but it has no power to take formal action on any matter until officially taking office.

7.3.2. Limitation on Number of Positions. An individual may hold only one position on the Board at any time, and no candidate may run for more than one future position at a time, but officers and directors may run for office while serving on the Board.

7.3.3. Limitation on Number of Terms. Any individual who has served six consecutive years in any position on the Board must vacate the Board for one year prior to serving on the Board of Directors again unless by a 51% or greater majority vote of the membership the term limit is set aside to meet the Guild's needs.

**ARTICLE 8
Meetings**

Section 8.1. Meetings of the Membership.

8.1.1. Semi-annual Meetings. All Guild members shall be welcome to attend the semi-annual business meeting at the Spring and Fall Conferences which shall be held at a time and place determined by the Board of Directors. Unless otherwise determined by the Board of Directors, the Guild will meet in the Spring at a location in the metropolitan one-fourth of the state and in the Fall at a location in the western three fourths of the state.

8.1.2. Special Meeting. Special meetings of the membership may be called by the Board of Directors or by a petition signed by at least 10 percent of the General members and delivered to any Board member. The Board of Directors shall fix the time, date, and place for all special meetings, but special meetings called by the General members shall be held not later than 90 days after receipt of a petition properly filed by members.

8.1.3 Notice. Notice of all meetings of the membership shall be included in a Broadside published not more than 90 days before nor less than 30 days before the meeting. At least two months prior but not less than 30 days before the meeting, notification will also be posted on the Write Across Nebraska Facebook group, the Nebraska Writers Guild group e-mail loop, and the Nebraska Writers Guild website. Each notice shall include the time, date, place, and, if any matter requires a vote, the matters on which members will vote.

8.1.4. Quorum. The presence of ten percent of members eligible to vote shall constitute a quorum for the transaction of business at any meeting of the membership.

8.1.5. Manner of Acting. A 51% or greater majority vote of the General and Life members present is required to take action, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws. If a matter requiring a vote needs action before a scheduled meeting is or can be assembled, members may vote on that matter via a vote conducted by mail, by fax, by electronic message (to the extent permitted by law), or by any combination of those written methods of communication. A 10% quorum of eligible voters must respond for the matter to be decided and a 51% or greater majority vote on the matter is required for approval.

8.1.6. Proxies. At any meeting of members, a member entitled to vote may vote either in person or by written proxy signed by such member, which proxy shall assign voting authority to another voting member. Each proxy shall be revocable immediately following the meeting.

8.1.7. Minutes. Minutes for each meeting of the members shall be recorded by the Recording Secretary and made available to the members on closed Nebraska Writers Guild email loop, mailed to members who do not have email and/or printed in the next quarterly issue of the Broadside. Formal approval, after any necessary corrections, will be granted at the next regularly scheduled business meeting.

Section 8.2. Meetings of the Board of Directors. The Board of Directors shall meet quarterly in person at a scheduled time, date, and place agreed to by a 51% or greater majority of the Board. The Board may also conduct business by videoconference, teleconference, email, the Facebook Board Group, or Live Chat, or any combination thereof, with a quorum of 51% of Directors responding.

8.2.1. Notice. Each member of the Board of Directors shall be given notice at least 14 days before the date of such meeting by email, phone, Facebook Board Group or standard mail, using the method requested by that Board.

8.2.2. Quorum. A 51% or greater majority of the voting members of the Board of Directors, present in person or via electronic means shall constitute a quorum for the transaction of business.

8.2.3. Manner of Acting. A 51% or greater majority vote of the voting members of the Board of Directors present at a duly called meeting of the Board at which a quorum is present is required to take action, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws. Officers cannot vote by proxy or by secret ballot.

8.2.4 Attendance by Guild Members. Guild members may attend in person any scheduled Board meeting as non-voting observers but may not attend the Board meetings held in confidential Executive Session.

8.2.7. Minutes. Minutes of each meeting of the Board of Directors shall be recorded by the Recording Secretary and, unless documentation of confidential Executive Session, shall be sent to each Board member within a reasonable time period after said meeting. Any individual

member of the Guild may request a copy of a Board Meeting's but must do so in writing. The copy will be provided via standard mail.

Section 8.3. Waiver of Notice. Whenever any notice is required to be given, a written waiver of such notice signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to having given of such notice. Attendance at a meeting constitutes a waiver of notice for that meeting unless the person attends the meeting solely to object to the transaction of any business on the grounds that the meeting was not lawfully called or convened.

Section 8.4. Voting Membership List. If and to the extent permitted by Nebraska State Law, a General or Life member may request from the Guild a copy of the current list of the organization's voting members, including the name and standard mailing address of each member but only for the sole purpose of communication with other members concerning a meeting, an election, or formation of a local or regional writing group. Recording Secretary will notify the members of that request and present an option to opt out of release of their information with a deadline set for their reply. Having completed notification, the Guild will send a written or electronic copy of the list, whichever is requested. A reasonable fee for expenses may be charged to the member for a written copy, but no fee shall be charged for an electronically transmitted copy. To protect the privacy of present and former members, the Membership list will not be placed into any public archive but maintain on a password locked drive.

ARTICLE 9 Committees

Section 9.1. Committees. The Board shall have the right to designate any committee deemed necessary to conduct the affairs of the Guild. These committees shall remain under the direction of the Board and will not have the authority of the Board. After assuming office each year, the President shall appoint the committee chairs, subject to Board approval, unless otherwise indicated in these bylaws, and except that the membership shall approve the Nominating Committee chairperson during the business session of the odd year Spring conference meeting. Committee chairpersons will be approved as the need arises or committee chairperson vacancies as they arise. The committee chairs shall appoint their individual committee members unless otherwise indicated in these bylaws. No activity shall be undertaken by any committee without the specific approval of the Board, except to the extent permitted by these bylaws. No committee shall have a separate budget unless the Board approves such budget and then the spending of funds from that budget will be reported to the Treasurer providing the required documentation. Standing Committees include the following:

9.1.1. Appeals Committee. The appeals committee shall consider appeals of Board decisions regarding (a) expulsions from membership or (b) removal from office of a Board member by an action of the Board. The Appeals Committee is not authorized to consider appeals of any other matters. The appeals committee shall be chaired by the Vice President (or President) and shall be composed of two General members in addition to such director chosen by drawing from among all the General and Life members. Such drawing can be held either at the first subsequent membership meeting of each year or when a matter arises that requires the Appeals Committee. If a member who is chosen refuses to serve, or if a member has a conflict of interest with regard to an appeal, an alternate shall be selected. In all matters brought before the committee, the decision of a 51% or greater majority of the committee with all three members voting shall recommend action, and that recommendation shall be presented to the Board for a vote. The decision of a 51% or greater majority of the Board with a quorum present

shall be final. All deliberations of the committee shall be confidential, and the Minutes of those meetings will be retained by the Recording Secretary but will not be posted for the membership's information.

9.1.2. Nominating Committee. The Nominating Committee shall be selected and shall perform the duties described in Section 7.1.

9.1.3. Publications and Publications Team. The official publications of this organization shall be the Broadside, a quarterly public newsletter of the Guild, covering the Board, members and upcoming literary events in the state and region, and the Bullet, the annual members-only list of the members of the Guild, a catalog of the state's literary highlights, and reports of member activities. An Editor-in-Chief may be appointed by the President for each publication individually. If deemed needed a Publications Chair may be appointed, but, in the absence of a Chair, the President will serve as the Chair.

9.1.3.1. Editors-in-Chief's Responsibilities. Editors-in-Chief's responsibilities shall include but not be limited to (1) shall establish and supervise a calendar of publication deadlines; (2) shall be responsible for delivery of final copy of the publications to the Board approved contracted vender and distribute electronic copies of the publications if this duty is not contracted out or assigned to the Membership Secretary.

9.1.3.2. Publication Budget. The Editors-in-Chief shall immediately report any deviations from the publications annual budget to the Board and submit to the Board requests and receipts for all expenses related to the publications.

9.1.3.3. Out-going Editors-in-Chief. An out-going Editor-in-Chief shall be responsible to transfer all files and material pertinent to the assigned publication to the newly appointed Editor-in-Chief within two weeks or a reasonable time frame as agreed to between the parties. Should the transfer of matters become unreasonably difficult, the President shall be responsible for collection of the material from the out-going editor for transfer to the newly appointed editor.

9.1.4 Other Committees. Other committees shall be appointed as deemed necessary by the Board and may include, but not be limited to, a Spring Conference Committee, a Fall Conference Committee, special events committees, a Membership Committee, a Publicity Committee, a State Fair Committee, and a Bylaws Committee, as well as an Educational Outreach Committee, a Contest Committee, a Long-Range Planning Committee, a Website Committee, and committees addressing specific writing disciplines or genres.

ARTICLE 10

Compensation and Reimbursement of Expenses

No officer, director or committee member shall receive, directly or indirectly, any salary or compensation for his or her services; however, the Guild may reimburse certain documented and itemized Guild-related expenses incurred by officers, directors, and committee members, as approved by the Board of Directors. Any expense over \$200 or out-of-line with the approved budget shall require prior Board approval. Directors are not restricted from being remunerated for professional services

provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

ARTICLE 11

Limitation on Use of Fund

All dues collected and all other income of the Guild must be used for the stated purposes of the organization and shall not be used for the financial benefit of, or distributed to, any individual member. However, the Guild may pay reasonable compensation to members for services rendered as speakers and workshop leaders or other customarily paid services. No Guild funds shall be used for any “hardship” or similar fund intended to provide membership dues (or any similar expense) of any individual members, but the organization can agree for the Board to administer any such fund if it is comprised entirely of donations by individual members or others.

ARTICLE 12

Finances

Section 12.1. Fiscal Year. The fiscal year of this corporation shall begin on January 1 and end on December 31 of each calendar year.

Section 12.2. Organization Funds. All Guild funds must be deposited in an account designated by the Board of Directors, and the Guild shall adopt and maintain an acceptable accounting system with appropriate checks and balances to safeguard the organization’s funds. The Treasurer and the presiding President shall be authorized to sign Nebraska Writers Guild checks, but only one signature at a time shall be required on any checks of \$1,000 or less.

Section 12.3. Budget. Between the Fall conference meeting and January 1, the presiding President and presiding Treasurer shall draft a proposed annual budget based on estimated income and expenses for the coming year. The budget shall be finalized and approved by the Board on or before its scheduled first quarter meeting. Thereafter, the budget may be amended by a 51% or greater majority vote of the Board when necessary and for good cause. The members shall be informed of the budget at or before the Spring conference meeting and, following any significant amendment of the budget, at the first meeting after such amendment. Alternatively, the budget may be distributed in or on the Guild publications and communication tools. Funds shall be disbursed in accordance with the annual budget. Any expenditure not listed in the budget must receive the approval of a 51% or greater majority of vote of the Board before being paid by the Treasurer.

Section 12.4 Contracts. The President is authorized to enter into contracts and execute or deliver any instrument in the name of and on behalf of the Guild unless otherwise provided by these bylaws. The Board of Directors may authorize any officer or officers to enter into specific contracts or execute or deliver any specific instrument in the name of and on behalf of the Guild.

Section 12.5. Books of Account; Audit. The books of account shall be open for inspection by any member or a member’s legal representative at reasonable times and with reasonable advance notice. The previous year’s January 1 to December 31 financial records shall be reviewed or audited no less than annually sometime between January 1 and the scheduled first quarter Board meeting or at the first reasonable opportunity as agreed by all parties involved. The review or audit shall be conducted by a person other than the President or Treasurer appointed by the Board of Directors. Not more than every

fifth year, the audit or review will be conducted by a professional financial advisor. The audit or review summary will be provided to the general membership either in the first subsequent issue of the Broadside newsletter and/or at the Spring Conference.

ARTICLE 13

Books, Records, and Property

Section 13.1. Books and Records. The organization shall keep correct and complete books and records of minutes of membership proceedings and proceedings of the Board. The Guild must maintain a record of the names and standard mailing addresses of all members, though the members are responsible for reporting any changes to the Membership Secretary. All Guild records shall be physically transferred from the appropriate out-going officer to the newly elected officer by November 1 following the Guild elections.

Section 13.2. Organization Property. The following shall constitute Nebraska Writers Guild property and shall be used only as described and permitted herein:

13.2.1. Membership List. The membership list of the Guild may be used only to promote or stimulate interest in the organization. It may not be used in whole or in part by any member for any other purpose, or used in whole or in part for the financial benefit of any individual. Neither can the list be given in whole or in part to any nonmember, unless the Board has approved delivery of all or part of the list to a nonmember for a specific purpose determined by the Board to in order to provide member services. The nonmember must agree in writing to use the list only for the approved purposes.

13.2.2. Name, Logo, Etc. The name “Nebraska Writers Guild, Inc.,” the acronym “NWG,” the name of the quarterly BROADSIDE newsletter and the annual BULLETIN magazine, the NWG website address (www.nebraskawriters.org), and the logo of the Nebraska Writers Guild, Inc (consisting of the name, an inkwell and a feather quill) are the property of this corporation. This property shall not be used, copied, imitated, or reproduced in any manner for any purpose by any individual, in conversations and correspondence nor included as part of a letterhead without Board approval. Notwithstanding the logo and name may be used for all normal and reasonable uses in Guild publication or other Guild related material or products.

13.2.3. Other Property. Any books, video or audio tapes, CDs or other media, Guild files, records, forms, brochures, computer software, etc., or other real or personal property that has been given to, created by, or purchased by the Guild shall be considered the property of the organization, and not the property of any individual member. Such property may be borrowed from the Guild by members upon approval of the Board or the committee or individual member who is delegated responsibility for such property, or may be purchased by any individual upon approval of the Board of Directors.

ARTICLE 14

Limitation of Liability and Indemnification

Section 14.1. Limitation of Liability. The personal liability of any present or former officer, director, or committee member of the Nebraska Writers Guild, Inc is hereby eliminated to the fullest extent permitted by the Nebraska State Law.

Section 14.2. Indemnification. To the fullest extent permitted by the Nebraska State law, this corporation shall indemnify each officer, director and committee member of this corporation against any and all liabilities, cost, and expenses (including attorneys' fees and expenses) reasonably incurred by such individual or on his or her behalf in connection with any legal action or proceeding to which such individual may be a party by reason of such individual being or having been an officer, director, or committee member of this corporation, or by reason of any action alleged to have been taken or omitted by such individual in such capacity. Such indemnification may include the advancement of expenses. Such indemnity shall be effective only in the event that the interested officer, director, or committee member provides the Board of Directors, within a reasonable time after the institution of such action or proceeding, written notice thereof. Any repeal, amendment, or other modification of this Article shall not adversely affect any right or protection of an officer, director, or committee member existing at the time of such change. The Guild is encouraged to secure insurance to cover this indemnification when financially possible and the extent that the Guild and Board of Directors are not exempt from legal action.

ARTICLE 15

Duration and Dissolution

Section 15.1. The duration of this corporation shall be perpetual, except that it may be dissolved in the manner provided by Nebraska State Law; provided, however, that no dissolution of this corporation shall be effected unless approved by the Board of Directors and General membership of this corporation as required by Nebraska State Law. In the event of the dissolution of this corporation, all liabilities and obligations of this corporation shall be paid, satisfied, and discharged, or adequate provision made thereof. Assets held by this corporation requiring return, transfer, or conveyance due to the dissolution of this corporation shall be returned, transferred, or conveyed in accordance with any such requirements. Any remaining assets (including physical assets such as books, tapes, etc.) may be sold for cash; any such cash shall then become a "remaining asset," and all remaining assets shall be distributed to such tax-exempt organization or organizations as may be determined by the Board of Directors and as otherwise required by the applicable provisions of the Nebraska State Law and the Internal Revenue Service.

ARTICLE 16

Miscellaneous

Section 16.1 Governing Law. All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of Nebraska.

Section 16.2. Severability. All provisions of these Bylaws are severable. If any provisions or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full effect.

Section 16.3. Parliamentary Authority. All meetings of this corporation, including its Board of Directors and members, shall be conducted according to the rules of parliamentary procedure set forth

in the then-most current edition of Robert’s Rules of Order Newly Revised, to the extent that such parliamentary procedures do not conflict with the Articles of Incorporation of this corporation, these Bylaws, or applicable Nebraska state law.

Section 16.4. Policy Manual. The Board of Directors may adopt any additional written policies or procedures for this corporation to the extent they are not inconsistent with or contrary to these Bylaws.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated revised Bylaws of Nebraska Writers Guild, Inc. were approved by the Nebraska Writers Guild, Inc. in a business meeting of the General members on the 16th of April 2016 and constitute a complete copy of the Bylaws of the corporation.

President: Wayne M Anson

Date: April 16, 2018