

# HUDSON VALLEY WRITERS GUILD, INC. BY-LAWS

## ARTICLE I OFFICES

Section I: The office of the Corporation shall be located in the City of Albany, County of Albany, State of New York, unless another location is approved by the Board of Directors.

Section II: The Corporation may, also, have offices at such other places within or without the State of New York as the Board of Directors may from time to time appoint or the business of the Corporation may require.

## ARTICLE II MEMBERSHIP

Section I: This Corporation shall have members, which shall be composed of writers or supporters of writing and the Arts.

## ARTICLE III BOARD OF DIRECTORS AND OFFICERS

Section I: This Corporation shall be managed by a Board of Directors of no fewer than seven (7) nor more than eighteen (18) members who shall direct the activities of the Corporation.

Section II: Members of the Board shall include individuals who are representative of the economic, social and professional viewpoints of the community.

Section III: Any Board member may be removed by a one-half (1/2) vote of a quorum of the Board at any regular meeting. Any Board member who is absent without notice from three (3) successive meetings of the Board may be removed upon

approval of the Board, in order that his/her place on the Board may be filled.

Section IV: The Board of Directors shall elect from among its members a President, two vice-Presidents, a Secretary, and a Treasurer. At the option of the Executive Committee, two co-presidents may serve. The persons so elected shall be officers of the Corporation for a period of one year and may be renominated for two more successive terms.

Section V: At the order of the Board of Directors, the office of Secretary and Treasurer may be held by one person.

Section VI: The Board may provide for the appointment of such additional officers and or ex-officio members of the Board as it deems necessary.

Section VII: The Executive Committee in carrying out the mandate of the Board of Directors shall have the power, among other things, to manage all property of the center; borrow money on mortgages, bonds, notes, or other evidence of indebtedness; to take measures which they may deem expedient for encouragement of subscriptions, donations, grants, and requests for the center; to take charge of and watch over the general interests or concerns of the center; to authorize the proper officers to enter into and bind the Corporation by such contracts as they deem advantageous for the objectives of the Corporation; to authorize the employment of adequate personnel; to define the duties of said personnel; and to authorize the purchase, conveyance or rental of real property.

Section VIII: The President, Treasurer, designated board members, or designated staff may each be authorized to sign checks for the Corporation, with the approval of the Executive Committee.

Section IX. The Executive Director is an ex-officio, non-voting member of the Board of Directors.

#### ARTICLE IV INDEMNIFICATION

Section I: The Corporation shall indemnify any person made, or threatened to be made a party in any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director or officer of the Corporation, or of any other corporation which he served as such at the request of the Corporation, against all reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, and including the cost of court approved settlements, to the fullest extent and in the manner set forth in and permitted by the Not-For-Profit Corporation Law and any other applicable law, as from time to time effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled apart from the foregoing provisions. The foregoing provisions of this Article IV, Section I shall be deemed to be a contract between each Director and officer who serves in such capacity at any time while this Article IV, Section I and the relevant provisions of the Not-for-Profit Corporation Law and other applicable law, if any, are in effect, and except to the extent otherwise required by law, any repeal or modification thereof shall not affect any rights or obligations then existing or thereafter arising with respect to any state of facts then or theretofore existing or thereafter arising or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section II: The Board in its discretion shall have power on behalf of the Corporation to indemnify any person, other than a director or officer, made party to any action, suit or proceeding by

reason of the fact that he, his testator or intestate, is or was an employee of the Corporation.

Section III: The Board in its discretion shall have the power to purchase and maintain insurance in accordance with, and subject to, the provisions of Section 727 of the Not-for-profit Corporation Law.

## ARTICLE V ELECTION

Section I: The members of the Board shall be elected on the following basis:

The first election, one-third of the total Board membership shall be elected for one year, one-third shall be elected for two years and one-third shall be elected for three years.

Thereafter, at each annual meeting new directors to fill the vacancies of retiring members shall be elected to a three year term.

No Board member shall serve more than two consecutive three year terms, but may be nominated again after at least one year shall have elapsed since the end of the last term of office.

Section II: At the annual meeting of the Corporation the slate of names as approved by the Board for election to the Board shall be presented by the nominating committee. The slate of names shall be presented to the membership of the Corporation no fewer than two weeks preceding the annual meeting of the Corporation. Nominations shall be accepted from members presenting a petition signed by no fewer than 10 current members.

Section III: Following the vote electing the new members of the Board at the annual meeting of the Corporation, a slate for officers shall be presented by the nominating committee. A motion

shall be entertained by the President to have the Secretary cast a unanimous vote for the proposed slate. If there are additional nominations, the President shall call a meeting of the Board for the purpose of voting for officers, either immediately following adjournment of the annual meeting or within ten days following the annual meeting.

Section IV: Officers and members of the Board shall hold office until their successors are qualified and installed.

Section V: The outgoing President shall install the new Officers and Board members prior to the adjournment of the meeting at which they are elected.

Section VI: It shall require a majority of votes of the Board present at the annual meeting to elect a member of the Board and it shall require a majority of the votes of the quorum of the Board of Directors to elect any officer.

Section VII: The Board of Directors shall have power to fill vacancies occurring in its own membership between vacancies of officers.

## ARTICLE VI DUTIES OF OFFICERS

Section I: The President shall preside at all meetings of the Board of Directors. He/She shall appoint the chair of all standing committees with the approval of the Board. The Board shall establish whatever committees may be required from time-to-time to accomplish the work of the Corporation, and shall appoint the chair of each such committee. He/She shall be an ex-officio member of all committees, except the nominating committee, and shall see to it that all committee chairs report to him/her and to the Board. He/She shall be responsible for seeing to it that reports

required by state and federal governments and by any other body to which the Corporation is responsible shall be submitted at the appropriate time. He/she shall be one of the signers of all contracts and agreements approved by the Board of Directors.

Section II: The first Vice-President or in his/her absence the second vice President shall perform the duties of the President in his/her absence or if a vacancy in that office occurs, and shall undertake such other responsibilities as the President may assign.

Section III: The Secretary shall be the custodian of the Corporate seal, records and documents of the Corporation, except the financial records, and shall maintain a record of the proceedings of all meetings of the Board of Directors. The Secretary may request the appointment of an Assistant Secretary.

Section IV: The Treasurer shall receive or cause to be received all monies, pay or cause to be paid all bills duly authorized by the President or Executive Director, and deposit or cause to be deposited all funds in depositories designated by the Directors. He/She shall report the conditions of the treasury to the Directors quarterly, and at the annual meeting of the Corporation. He/She shall submit his/her books and records to the Board of Directors whenever required. At the termination of his/her capacity as Treasurer for whatever cause, he/she shall surrender such books and records, securities or other properties that belong to the Corporation to the President of the Board.

Section V: At the expiration of the term of office, by termination or otherwise, of any officer or members of the Board, such person shall turn over to his/her successor all money, property, papers and books of the Corporation that may be in his/her possession.

## ARTICLE VII COMMITTEES

Section I: An Executive committee composed of officers of the Board and, upon invitation, the chair of any committees designated by the Board pursuant to section Two shall be empowered to act for the Board between regular meetings of the Board, subject to the Board's next meeting.

Section II: Standing Committees The Board shall appoint such standing committees as it deems necessary for the operation of the Corporation. The chair of such committees shall be members of the Board of Directors. Committee chairs shall provide the President or Executive Director, at least six times per year, with a written, emailed or oral report of activities covering the period from its last report. Reports shall be provided before the next meeting of the Executive Committee.

Section III. The Executive Director is an ex-officio, non-voting member of the Executive Committee, and is a member of all standing and ad hoc committees.

## ARTICLE VIII MEETINGS

Section I: There shall be a regular annual meeting of the Corporation. All members of the Corporation shall be notified at least (10) ten days in advance of the annual meeting date.

Section II: Meetings of the Board of Directors shall be held at least quarterly on a regular basis. The Executive Committee shall meet or communicate on a monthly basis. Special meetings of the Board may be called by the President or the Executive Committee when deemed necessary, or by written request of at least 3 members of the Board.

Section III: Meetings of the committees shall be called by the chair of each committee as frequently as deemed necessary to accomplish the work of that committee.

## ARTICLE IX QUORUM

Section I: One-half of the Board of Directors shall constitute a quorum; and at the annual meeting those members of the Board who are present shall constitute a quorum.

Section II: The majority of the members of the Executive Committee shall constitute a quorum for any executive committee meeting.

## ARTICLE X COMPENSATION OF DIRECTORS

Article I: The Board shall have the authority to fix the compensation of directors for services in any capacity.

Article II: The Board serves at its largesse. Members of the Board, and immediate family, are prohibited from receiving compensation for such events as those which typically receive payment, but are not discouraged from participating.

## ARTICLE XI GRANT VEHICLE

Section I: The Corporation shall, at the discretion of the Board, serve as a conduit for the purpose of securing Grant awards for its members. Proposals for Grant applications shall be presented to the Board, a selected representative, or its designated committee for approval.



Section II: The Treasurer and Executive Director for the Corporation shall at all times maintain oversight into the administration of the Grant and the disbursement of any Grant monies received, and this allocation of staff time shall be taken into account in Board consideration of a proposal. Oversight shall include, but is not limited to, all accounting of monies related to the Grant, periodic reporting of all Grant-generated activities on such a schedule as is determined by the officers of the Corporation.

Section III: All expenses to be generated and paid related to the disbursement of the Grant shall require the prior approval of the Executive Director and Treasurer of the Corporation.

## ARTICLE XII AMENDMENTS

These bylaws may be altered, amended, or repealed by the affirmative vote of the majority of a quorum of the Board membership at any regular meeting provided notice of the proposed amendment is given at least ten (10) days in advance of the meeting.

Bylaws as amended by the affirmative vote of the majority of a quorum of the Board membership on 18 June, 2005.

*File:HVWG/By-Laws June 2005 revision*