

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

**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 home 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 using the written word and 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)(6) 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)(6) 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 national or international organization.

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, and regardless of the fiscal year of this corporation, this corporation shall maintain and provide to the Board of Directors upon request a complete record of its income and expenses for the annual period that is the Guild’s fiscal year, which commences on January 1 and ends December 31 of the that 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. This organization shall also comply with all IRS requirements applicable to it, including the annual filing of a Form 990 or Form 990 e-postcard, as applicable in the State of Nebraska when and if annual receipts of this organization shall exceed \$25,000.

Section 3.4. Bylaws. The provisions of these Bylaws cannot be amended without printed 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 discussed during the business meeting. Any amendment to these Bylaws can be adopted by a 51% or greater majority vote of members-in-good-standing present at that meeting. Amendments will become effective immediately upon that adoption vote. Members not attending will receive written notification of Bylaws

amendments within 30 days of the vote. The Guild Secretary will retain a copy of the current Bylaws and will supply said copy to the Nebraska Secretary of State should a request be made from that office.

ARTICLE 4

Members

Section 4.1. Members. There shall be four 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 but 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 membership shall be a General member who, through faith and loyalty, has maintained 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.

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.

Section 4.2. Membership Eligibility. All individuals 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 Secretary's acceptance of a completed membership application and the Treasurer's documented receipt of the required membership dues. Questions of membership eligibility shall be determined by the Board of Directors, in 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 51% or greater majority vote of attending members-in-good-standing during the business meeting at either the Spring or Fall conference. Dues shall be submitted to the Treasurer on or before March 1 of each year. New members joining on or after June 1 will pay prorated dues for the remainder of their first year of membership. Dues are not refundable for any reason. Dues will be delinquent as of March 2 of each year. The Treasurer will notify the Secretary of delinquencies as of March 15 for a final notice to be sent and membership rights will cease on April 1.

Section 4.5. Termination of Membership.

4.5.1. Automatic Termination. Membership in this organization shall be terminated on May 1 if a member does not pay his or her membership dues, in full, by May 1. Membership shall also be terminated immediately upon a member's death or submission of 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, conference or other financial obligations due the organization; (4) persistent verbal or physical conduct of an offensive nature that disrupts the organizations' ability to operate or function; (5) misuse 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 or 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 yearly intervals thereafter. 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 members shall be entitled to vote on all matters submitted to a vote of the membership, including the election of officers, and 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 to the quarterly newsletter and the annual magazine; to attend the bi-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, Secretary, Treasurer, and Historian and shall be elected by a 51% or greater majority vote of members in-good-standing attending the odd year Fall conference business meeting, according to the provisions set forth in these Bylaws. Each elected officer shall maintain records appropriate to their office and shall surrender such records in tact to their successor within a timely manner.

Section 5.2. President. The President shall serve as spokesperson for the organization; call, set the agenda for, and preside over all meetings of the Board and the bi-annual meeting of the members; appoint such committee chairs as may from time to time be necessary; serve as a nonvoting ex-officio member of all committees; execute Guild business as specified by the Board; appoint, with Board approval, qualified members to fill any officer or committee vacancies; and coordinate all activities and fulfill any other obligations designated by the Board, including be responsible for planning, overseeing and/ or delegating all official Guild communications tools, such as the organizations' publications, e-mail list and website; shall act as Ombudsman and/or Chair of Appeals Committee if the business matter involves the Vice President.

5.2.1 Shall serve for a two year term commencing at the conclusion of the odd year Fall conference business meeting, be eligible for only one consecutive term, and cannot run for Presidency for at least one term after holding that office, but may complete a vacated Presidency term at the request of the Board. Such an interm term shall not be considered a "consecutive term."

5.2.2 Shall, at the end of elected term, be eligible for any other Board position.

Section 5.3. Vice President. The Vice President shall assume the duties of the President and preside over all meetings of the Board and members 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 bi-annual conferences , workshops, and any other professional/educational activities sponsored by the Guild; and fulfill any other obligations designated by the Board.

5.3.1. Shall act as ombudsman/liason between membership, Board, and/or any outside entity when professional ethical issues arise, maintaining appropriate written records of problem and resolution, and taking the matter from confidential to the General Membership when appropriate and shall chair the Appeals Committee when necessary.

5.3.2 Shall serve for a two year term commencing at the conclusion of the odd year Fall conference business meeting, be eligible for one consecutive term, and cannot run for Vice-Presidency for at least one term after holding that office, but may complete a vacated Vice-Presidency term at the request of the Board. Such an interm term shall not be considered a “consecutive term.”

5.3.3 Shall, at the end of elected term, be eligible for any other Board position.

Section 5.4 Secretary. The Secretary shall be responsible for the clerical duties of maintaining membership applications and an up-to-date list of Guild members (including contact information); mail membership cards to members after the Treasurer has recorded dues paid; record the minutes of all meetings of the Board of Directors and the bi-annual Guild business meetings; record of all actions taken by members or directors without a meeting that impact the organization; keep organizational records, including copies of the Guild’s publications, communications, business correspondence, committee reports and actions, and all other official documents (copy of original Articles of Incorporation and each version of Guild Bylaws, a file of past seven years financial statements and a file of past three years of Guild records); mail notices; and fulfill any other secretarial obligations designated by the Board of Directors

5.4.1 Shall deliver to the Nebraska Secretary of State every year between January 1 and April 1 an annual 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”; clarify that the information contained in the annual report is current on the date it is executed and submit with the fee prescribed in LB 681, Section 21-1905.

5.4.2. Shall serve a two year term , commencing at the conclusion of the odd year Fall conference business meeting, be eligible for two consecutive terms, and cannot run for Secretary for at least one term after holding that office, but may complete a vacated Secretary term at the request of the Board. Such an interm term shall not be considered a “consecutive term.”

5.4.3 Shall, at the end of elected term, be eligible for any other Board position.

Section 5.5. Treasurer. The Treasurer shall be responsible for the fiscal record-keeping of the organization to include collecting member dues; verifying with the Secretary of delinquent members no later than March 15; supervise the collection and disbursement of Guild funds; obtaining reimbursement requests with itemized data and requesting party signatures; keep the financial records of the Guild in good order; maintaining the Guild bank account; provide an accurate and up-to-date financial statement to the Board at least every six months; arrange for an annual review/audit between January 1 and the scheduled January Board Meeting every year by either a General Member or an outside party; present the printed copy of the annual review/audit report in summary form to be printed in the subsequent issue of the BROADSIDE or to the members at the Spring conference meeting and, if requested, to the Nebraska Secretary of State officers; and fulfill any other treasury obligations designated by the Board of Directors.

5.5.1. Shall serve a two year term , commencing at the conclusion of the odd year Fall conference business meeting, be eligible for two consecutive terms, and cannot run for Treasurer for at least one term after holding that office, but may complete a vacated Treasurer term at the request of the Board. Such an interm term shall not be considered a “consecutive term.”

5.5.2 Shall, at the end of elected term, be eligible for any other Board position.

Section 5.6. Historian. The Historian shall be responsible for gathering and maintaining the historical records of the organization including copies of the Secretary’s materials as designated by the Board of Directors, any publicity materials relating to the Guild and/or its members (submitted by members), photographs, and scrapbooks of Guild activities and any other materials the Board of Directors deem 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, on a regular schedule to be determined by the Board of Directors; 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 Martin Bennett Library, Lincoln, Nebraska, per their prescribed policies and procedures.

5.6.1. Shall serve a two year term , commencing at the conclusion of the odd year Fall conference business meeting, be eligible for three consecutive terms, and cannot run for Historian for at least one term after holding that office, but may complete a vacated Historian term at the request of the Board. Such an interm term shall not be considered a “consecutive term.”

5.6.2 Shall, at the end of elected term, be eligible for any other Board position.

Section 5.7. 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, 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 interests 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 five elected officers of the corporation.

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 Secretary. A director is recalled if a 51% or greater majority of the eligible votes cast in favor of recall.

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.

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. Only General members not currently serving in a Board position are eligible for appointment to a 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. Per Section 5.3.1., the Vice President (or President if matter involves the Vice President) shall act as ombudsman/liason 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 will be handled outside of the regular bi-annual business meetings.

6.5.1 Members must submit complaints and support data in writing to the Vice President. If the Vice-President has a vested interest in the complaint, the President may receive the written material for consideration.

6.5.2. The Vice-President (or President) shall compile a report and recommendation to the Board in a timely manner (within two weeks maximum) and the Board of Directors must provide a written response to the complaining member in a timely manner (within two weeks maximum of receipt of the Vice-President's report).

ARTICLE 7 Elections

Section 7.1. Election Procedure.

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. 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 absence, 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 recommend and solicit names for the slate of the Officers to be voted on at the odd year's Fall conference business meeting, secure consent from each individual nominated, and present this slate to the members in a printed mailing, in the August newsletter, on the Guild e-mail list and on the NWG website. Nominations can be made from the floor only if the nominee consents to serve, in person or in writing prior to the election meeting. Any formal changes to the slate after August 1 must be forwarded to the presiding President for posting to the e-mail list, as well as updated on the NWG website.

7.1.3. Election. The members of the Guild shall elect the individual officers of the Guild, not as a slate. Voting shall be conducted by written ballots of all General members, mailed to all Guild members at least 30 days prior to the odd year Fall Conference meeting election. Ballots may be (1) returned by mail to the address whoen on the ballot no later than two weeks prior to the Fall conference meeting (to be included and valid in the final vote), (2) cast in person at the odd year Fall conference busines meeting, or (3) otherwise voted electronically or by other means to the extent specified in the ballot mailing. A 51% or greater majority of all votes cast is required to elect each of the officers.

Section 7.2. Qualifications. In order 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 filing for office though this stipulation can be waived at the discretion of the presding 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 odd year 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 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 form on the Board must vacate the Board for one year prior to serving on the Board of Directors again OR by a 51% or greater majority vote of the membership may have the term limit set aside to meet the Guild's needs .

ARTICLE 8

Meetings

Section 8.1. Meetings of the Membership.

8.1.1. Biannual Meetings. All Guild members shall be welcome to attend the biannual conference meetings, 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 some location in the eastern one-half of the state and in the Fall at some location in the western one-half of the state. Notice/Reminders of each meeting shall be mailed to the members and posted on the NWG website at least two months prior to the meeting.

8.1.2. Special Meetings. Special meetings of the membership may be called by the Board of Directors or by at least 10 percent of the General members, by petition signed by such members and delivered to any

Board member. The Board of Directors shall fix the time, date, and place for all special meetings, but a special meeting called by 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 given to each member of record entitled to vote at each such meeting personally, by standard mail, and/or by electronic message not less than 30 days and not more than 90 days before the date of such meeting. Each such notice shall include the time, date, place, and (if any matters may require a member vote) the matters on which members may vote.

8.1.4. Quorum. Members holding 10 percent of the votes entitled to be cast, represented in person or by proxy, 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 members present (in person or by signed proxy) at a duly called meeting of members at which a quorum is present is required to take action, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws. The members may also act by 51% or greater majority vote on any matter, which vote can be conducted by mail, by fax, by electronic message (to the extent permitted by law), or by any combination of those methods in which a written documentation of the vote can be verified.

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.

8.1.7. Minutes. Minutes of each meeting of the members shall be recorded by the Secretary and made available to the members in the "Files" section of the closed e-mail list, mailed to members who do not have e-mail and/or printed in the subsequent issue of the BROADSIDE newsletter sent to all members within a reasonable time thereafter (with the notation they are being offered for correction before approval at the following business meeting of the membership).

Section 8.2. Meetings of the Board of Directors. The Board of Directors shall meet at such time, date, and place agreed to by a 51% or greater majority of the Board, but no less than four (quarterly) times per year. The Board may also conduct business by videoconference and teleconference (including by e-mail or Live Chat on the Internet) when necessary, or without a meeting by unanimous written consent.

8.2.1. Notice. Each member of the Board of Directors shall be given notice by e-mail, phone or standard mail as per means requested by each Board member of any Board meeting at least 14 days before the date of such meeting.

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

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. Meetings by Telephone Conference or Other Remote Communications Technology. To the extent permitted by the Nebraska State Law, directors may participate in any meeting of the Board of Directors by means of conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, but only if (a) each Director entitled to participate in the meeting consents to the meeting being held by the means of that system, and (b) the system provides access to the meeting in a manner or using a method by which each Director participating in the meeting can communicate concurrently with each other participant.

8.2.5. Action without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by all directors.

8.2.6. Attendance by General Members. General members may attend in-person Board meetings 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 Secretary and, unless documentation of confidential Executive Session, shall be sent to each Board member within a reasonable time period after said meeting and shall be made available to any individual member requesting they be provided via standard mailing.

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 the giving of such notice. Attendance at a meeting constitutes a waiver of notice of such meeting unless the person attends such meeting solely to object to the transaction of any business on the ground 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 member may request from the corporation a copy of the current list of this organization's voting members, including the name and standard mailing address of each member, and (if available) any electronic address solely for the purpose of communication with other members concerning the meeting or elections. In that event, the corporation shall send a written copy and/or electronic transmission of the list, whichever is requested. A reasonable fee for expenses may be charged to the member for a written copy, but in no case shall fees be charged for an electronically transmitted copy.

ARTICLE 9 Committees

Section 9.1. Committees Generally. 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 but shall 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 Board shall approve the Nominating Committee chairperson at the odd year Spring conference meeting and shall approve other 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 any such budget. 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 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 the 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 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, Board, member and upcoming literary events in the state and region, and the BULLETIN, the annual members-only catalog of the state's literary highlights and member activities, as well as the Members-Only Directory. The Chair of the Publications Team appointed by the President shall serve as Editor-in-Chief of both publications and will fulfill all related responsibilities of that post.

9.1.3.1. The Chair and Editor-in-Chief's responsibilities shall include but not be limited to (1) shall appoint and supervise committee members charged with the responsibilities of documentation of writing activities in the state; (2) shall establish and supervise a calendar of publication deadlines; (3) shall solicit and recommend print vendors for the publications to the Board of Directors for contracting and ultimate payment; (4) shall be responsible for delivery of final copy of the publications to the contracted vendor and/or the President-appointed Webmaster for electronic publication; (5) shall supervise the standard mailing of the publications delivered to the Secretary and/or the timely display of the electronic version by the Webmaster.

9.1.3.2. The Chair and Editor-in-Chief shall submit an annual budget proposal to the Board, immediately report any deviations from that budget to the Board and submit to the Board requests and receipts for all expenses related to the publications.

9.1.3.3. The out-going Chair and Editor-in-Chief shall be responsible for physically transferring all files and materials pertinent to the Publications Team and the publications to the newly appointed Chair and Editor-in-Chief within two weeks or a reasonable time frame as agreed to between the parties. Should the transfer matter become unreasonably difficult, the President shall be responsible for collecting such materials from the out-going person for transfer to the newly appointed person.

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, 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 \$50 or out-of-line with the approved budget shall require prior Board approval.

ARTICLE 11

Inurement

All dues collected and other income of the Guild must be used for the purposes of the organization and shall not be used for the financial benefit of, or distributed to, any individual member, but the Guild may pay reasonable compensation for services rendered by contractors and others. 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.

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 \$100 or less.

Section 12.3. Budget. Between the Fall conference meeting and January 1, the presiding President and presiding Treasurer shall meet to 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 at its January 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 amendment of the budget, at the first meeting after such amendment or in the Guild publications and communication tools if the change is significant. 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 vote of the Board before being paid by the Treasurer.

Section 12.4. Contracts. The Board of Directors may authorize any officer or officers to enter into any contract or execute or deliver any instrument in the name of and on behalf of this corporation. Such authority may be general or confined to specific instances.

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 all 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 January 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 (as checking account signatories) appointed by the Board of Directors or, upon a 51% or greater majority vote of the Board, may be reviewed or audited by a professional financial adviser. The audit or review summary will be provided to the general membership either in an issue of the BROADSIDE newsletter or at the Spring Conference.

ARTICLE 13
Books and Records; 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 and committees. 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 Secretary. All Guild records shall be physically transferred from appropriate out-going officer to the newly elected officer by November 1.

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 roster of this 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, or given in whole or in part to any nonmember, unless the Board has approved delivery of all or part of the roster to a nonmember for a specific purpose determined by the Board to promote efficiency in providing member services, and the nonmember agrees in writing to use the roster for the approved purposes only and for no other purpose.

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, with the exception of normal, reasonable use of the Guild, newsletter, or related material in conversations and correspondence (but not included as part of a letterhead) without Board approval.

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 the 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 this corporation 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, costs, 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.

ARTICLE 15

Duration and Dissolution

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 the 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 therefor. 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 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 IRC.

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 provision 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.

(Ammended version voted into effect October 10, 2009 at General Business Meeting, n Kearney, Nebraska)