

BY-LAWS OF DELMARVA CHRISTIAN WRITERS ASSOCIATION

State of Delaware

MISSION STATEMENT

Established in 1993, the purpose of Delmarva Christian Writers is to educate, guide, and encourage writers to promote wholesome works that will edify readers.

BACKGROUND

The name of this non-profit organization is DELMARVA CHRISTIAN WRITERS ASSOCIATION. This organization is organized in accordance with the Delaware General Corporation Law, as amended. The organization has not been formed for the purposes of making profit or obtaining personal financial gain. The assets and income of this organization shall not be distributed to or for the benefit of the trustees, directors, or any other officers. The assets and income shall only be used to promote non-profit purposes, as described below. Nothing contained herein shall be deemed to prohibit the payment of a modest and reasonable compensation to employees and contractors for services provided for the benefit of the organization. This organization shall not carry on any activities not permitted to be carried out by a non-profit organization exempt from federal income tax. The organization shall not endorse any candidate or contribute to or work for or otherwise support or oppose any candidate for public office. This organization has been created exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I. MEETINGS

1. *Annual Meetings.* An annual meeting of the full membership shall be held once every calendar year for the purposes of electing directors and transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

A. The following orders of business shall be addressed during the annual meeting unless decided otherwise by the Board of Directors via written notice:

- a. Election of new directors
- b. Annual report
- c. Treasurer's report
- d. Any other transaction of such other business as may be properly brought before the meeting

B. The annual meeting of the membership shall take place at the following location unless determined otherwise via written notice:

Georgetown Presbyterian Church
Tunnell Hall
203 N. Bedford Street
Georgetown, DE 19947

C. Unless it falls on a holiday or otherwise is designated by the Board of Directors via written notice, the Directors shall meet for their annual meeting on the third Saturday of January each year. If this date falls on a holiday, the Board shall select an alternate date and send written notice at least two weeks in advance of the meeting.

2. *Special Meetings.* Special meetings may be requested by the President or any other member of the Board of Directors.

A special meeting of members is not required to be held at a geographic location if the meeting is held by means of teleconference or another form of electronic communications in a manner pursuant to which all members have the chance to read and/or hear the proceedings substantially concurrent with the occurrence of the proceedings, raise points on matters submitted to the members, pose questions, and make any desired comments.

3. *Notice.* The following amount of written notice of all regular meetings shall be provided under this section or as otherwise required by law: two (2) weeks. The following amount of written notice of all special meetings shall be provided under this section or as otherwise required by law: 48 hours. The notice shall include the date, hour, and location of the meeting and, if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown on the corporate books, at least two (2) weeks before the meeting. Such notice shall be deemed effective when sent by ordinary U.S. mail, properly addressed, with paid postage, OR by email with reply acknowledging receipt.

4. *Quorum.* A quorum of the Directors shall be a majority.

5. *Informal Actions.* Any action required to be taken, or which may be taken at a meeting, may be taken without a meeting and without prior notice if a consent in writing, set forth the action so taken, is signed by the Directors with respect to the subject matter of the vote.

ARTICLE II. BOARD OF DIRECTORS

6. *Role of Directors.* The Board of Directors shall be responsible for having the authority of managing the affairs of the Nonprofit directly and/or by delegation.

7. *Number of Directors.* The organization shall be managed by a Board of Directors consisting of five (5) directors.

8. *Election and Term of Office.* A majority vote shall elect the Directors at the annual meeting of the membership. Each Director shall serve a term of one year or until and unless a successor has been elected and qualified. Board members may be reelected.

9. *Quorum.* A quorum of the Directors shall be a majority.

10. *Adverse Interest.* In the determination of a quorum of the directors or in voting, the disclosed adverse interest of a Director shall not disqualify the Director or invalidate their vote.

11. *Regular Meetings.* The Board of Directors shall meet immediately after their election to determine the details of their first official meeting.

12. *Special Meetings.* Special meetings may be requested by the President or any other member of the Board of Directors.

13. *Vacancies and Removals.* A Director shall be subjected to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other reason, may be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of their predecessor or until a successor has been elected and qualified. If all Directors resign or are removed, any Officer shall hold a special meeting to elect a new Director or Board of Directors.

14. *Resignation.* If a Director wishes to resign from their directorial position, they shall do so in the following manner:

A Director may resign from the Board of Directors by giving one month's written notice to the other members.

15. *Committees.* To the extent permitted by Delaware law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees. The committees shall have a specific purpose, and the Board of Directors shall outline the parameters of the committee, including, but not limited to, meetings, notice, quorum requirements, and all other pertinent procedures.

ARTICLE III. OFFICERS

16. *Number of Officers.* The Officers of the organization shall be the following: (1) President; (2) Vice President; (3) Public Relations Officer; (4) Secretary; and (5) Treasurer.

One person may hold two or more offices. The President may not concurrently serve in another position but may assist as needed.

17. *Minimum Requirements for Board Members.*

- A. Two years of active membership in Delmarva Christian Writers Association with 50% attendance
- B. Leadership experience
- C. Actively writing
- D. Commitment to serve for a one-year term

18. *Officer Roles.* The Officers shall have the following responsibilities in their roles:

A. President -- The President shall be the chief executive officer and shall preside over all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board of Directors, sign all corporate documents unless they delegate that responsibility to another Officer, and direct the process of the creation and implementation of resolutions.

B. Vice President -- The Vice President shall be responsible for performing the duties of the President in the President's absence and assist the President with the performance of their duties.

C. Public Relations Officer – The Public Relations Officer will represent the Association in public venues (with the President and/or VP). The PR Officer will serve as the primary contact for DCWA, prepare press releases, make arrangements for special events, and bring resources and links to the attention of the Board.

D. Secretary -- The Secretary shall provide notice of any and all meetings to the Board of Directors, keep an updated list of DCWA membership, keep and organize minutes for all regular and special meetings, and certify and arrange the official records of the organization. The Secretary will distribute the Statement of Faith to DCWA attendees, noting members who have signed. The Secretary will prepare and distribute a WELCOME PACKET to new members and guests.

E. Treasurer -- The Treasurer shall be responsible for conducting the organization's financial affairs as directed by the Board of Directors and shall prepare and present reports regarding corporate finances as required, but no less often than at the annual meeting of the Board of Directors. The Treasurer will oversee the "Blessing Box" and incoming donations, handle 501(c)(3) matters, and file tax forms.

19. *Vacancies and Removals.* The Board of Directors shall have the power to remove an officer or agent of the organization. The Board of Directors may fill any vacancy that occurs for any reason.

ARTICLE IV. ELECTION PROCESS

20. *Nominations.* The deadline for nominations will be March 31. Submission of nominations may be made at a regularly scheduled DCWA meeting in February or March or via email to the Board President at info@delmarvawriters.com. Members may nominate themselves for a position on the DCWA Board of Directors. When nominating another person, they must consult the person in advance for their consent.

21. *Ballot.* The slate of nominees will be developed the first week of April and emailed to active members who have signed the Statement of Faith. Completed ballots may be returned immediately but no later than the second Saturday of April.

22. *Voting.* Votes will be cast by email (info@delmarvawriters.com) and kept confidential. The Board will count the ballots.

23. *Annual DCWA Meeting and Announcement of Officers.* The results of the election will be announced at the annual meeting on the third Saturday of April.

24. *Term of Office.* The term of office for the officers of the DCWA Board of Directors is one year, commencing on May 1 and concluding on April 30.

ARTICLE V. FISCAL YEAR

25. The Fiscal Year for Delmarva Christian Writers Association is May 1 through April 30.

ARTICLE VI. AMENDING BYLAWS

26. *Amendment Procedure.* The Bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The full text of the proposed change shall be distributed to all board members at least seven (7) days before the meeting, where the change is to be voted on.

ARTICLE VII. DISSOLUTION

27. *Dissolution Procedure.* The organization may be dissolved only with the authorization of the Board of Directors given a special meeting called for that express purpose and with the subsequent approval of a supermajority (2/3rds) vote of the members.

28. *Liabilities.* All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provisions shall be made, therefore.

29. *Distribution of Assets.* Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

CERTIFICATION

I, Candace F. Abbott, President of the Board of Directors of DELMARVA CHRISTIAN WRITERS ASSOCIATION, certify that the preceding is a true and correct copy of the Bylaws of the organization mentioned earlier, duly adopted by the Initial Board of Directors on March 16, 2019, and amended on February 4, 2020.

A handwritten signature in black ink that reads "Candace F. Abbott". The signature is written in a cursive style with a long horizontal flourish extending to the right.

President