

***Liberty States Fiction Writers
Edison, New Jersey
January 2009***

Articles of Incorporation and Bylaws

Article 1 – Name

The legal name of this corporation shall be the Liberty States Fiction Writers, which shall also be known as the Liberty States Writers, LSW and LSF Writers.

Article 2 -Organization

2.1 - The corporation shall be incorporated under the statutes of the State of New Jersey as a non-profit tax-exempt organization.

2.2 - The principal place of business shall be in the town of Edison in Middlesex County, New Jersey.

Article 3 - Objective

3.1 – The corporation is organized in New Jersey as an exempt organization under Section 501(c)(6) of the Internal Revenue Code for the purpose of encouraging, fostering, promoting and maintaining interest in fiction writing and fiction authors as well as providing education, networking and support for fiction writing and fiction authors.

3.2 – Said corporation is created for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3.3 – The corporation shall operate as a non-profit organization solely for the benefit of the programs stated in Section 3.1 and as provided elsewhere in these Bylaws and Policy and Procedures Manual. The officers of the corporation shall serve without compensation, and no part of the net earnings of the corporation shall inure to, or be distributed to, any of its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to make payments for chapter-related activities and expenses as provided for in the Policy and Procedures Manual.

3.4 – The activities of the corporation shall be to:

3.4.1 – Encourage, foster, promote and maintain interest in fiction writing and fiction authors.

3.4.2 – Provide education, networking and support for fiction writing and fiction authors.

3.4.3 – Lend all possible support, both moral and financial, to the programs and activities as provided for in the Bylaws and Policy and Procedures Manual.

3.4.4 – Build and maintain an organization of interested fiction writers to promote and support these activities.

3.5 – The corporation may from time to time award scholarship(s) to member(s) for the purposes of encouraging and fostering improvement in fiction writing. These scholarship(s) and requirements for same shall be provided for in the Policy and Procedures Manual.

3.6 – The 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 non-profit corporation formed under the laws of the corporation’s state of incorporation.

Article 4 – Officers

4.1 – The officers of the corporation shall be the President or Co-Presidents, Vice President, Treasurer, Secretary, Past President/Co-Presidents and two (2) Members-at-Large. In the event that there is no Past President/Co-Presidents available to fill the office of Past President/Co-Presidents, the previous Vice President shall assume the role and duties of the Past President/Co-Presidents. In the event that there is no Past Vice President available, any former Executive Board Member can assume the role and duties of the Past President/Co-Presidents. The respective duties of all these officers shall be further defined in the Policy and Procedures Manual.

4.2 – The initial officers and trustees of the corporation, all citizens of the United States and residents of New Jersey, shall be:

President: Gail Freeman - 90 Bennett Avenue, Neptune City, NJ 07753
Vice President: Rayna Vause - 321 Marne Ave, Haddonfield, NJ 08033
Treasurer: Michele Richter - 7 Fisher Drive, Hillsborough, NJ 08844
Secretary: Caridad Scordato – 12 Harding Avenue, Edison, NJ 08820

4.2.1 – The registered agent for the corporation shall be Michele Richter, 7 Fisher Drive, Hillsborough, NJ 08844.

4.2.2 – The incorporator of the corporation shall be Michele Richter, 7 Fisher Drive, Hillsborough, NJ 08844.

4.3 – The President shall be the spokesperson for the corporation and call and set all meetings for the Board and the membership. The President shall execute all corporate business as specified by the Board.

4.4 – In the event of a vacancy in the position of President, the Vice President shall assume that position for the remainder of the term. In the event of a vacancy in any other position, the President may appoint a Member at Large or General Member to fill the vacancy for the remainder of the term.

4.5 – A Board Member may not serve in more than one Board position at the same time.

4.6 – All Board Members must be General Members and in good standing with the corporation. The failure to remain in good standing shall result in the expulsion of such Board Member unless the Board Member cures any defects in membership within fifteen (15) business days of notification of the defect. For purposes of these Bylaws, General Members may also be referred to as “member” or “members”.

4.7 – The President, with the approval of the Board, shall appoint various standing, special or ad hoc committees and shall be advised of all committee meetings and actions. In addition, the President shall appoint the two (2) Members-at-Large to head up such committees as the President deems essential for the corporation’s activities for that year. Such committees include, but are not limited to, membership chair and/or program chair.

4.8 – The Board may require that any Board Member be bonded and such bond shall be paid by the corporation.

4.9 – No Board Member shall be liable for the corporation’s debts or for other financial obligations made while acting to fulfill duties and activities approved by the Board and/or membership.

4.10 –To the fullest extent permitted by laws of the state of New Jersey, the corporation shall indemnify and hold harmless each officer, director, or committee member against any and all liabilities, including personal liability, as well as costs and expenses (including attorneys’ fees and expenses) reasonably incurred in connection with any legal action or proceeding to which he or she may be a party by reason of being or having been an officer, director, or committee member, or by reason of any action alleged to have been taken or omitted in such capacity. Such indemnity shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, or as otherwise provided by law. Such indemnification shall inure to the benefit of the heirs, executors or administrators of each officer, director, or committee member. The corporation shall purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board.

4.11 –The term of office for each Board position is two years.

Article 5 – Membership

5.1 – The membership of the Association shall consist of fiction writers who have reached the age of majority.

5.2 – General Members shall consist of any fiction writers who qualify under Section 5.1.

5.3 – Anyone wishing to become a member will submit a membership application for review and approval by a Membership Committee consisting of the President, Vice President and three (3) General Members. The membership application and related requirements for membership shall be defined in the Policy and Procedures Manual. Membership shall become effective upon approval by the Membership Committee and receipt of the annual membership fees.

5.4 – In the event of any questions on the part of the Membership Committee regarding an applicant’s eligibility for membership, the Membership Committee may submit the name of the applicant to the General Members and request that any General Members with reservations about the applicant provide such reservations by private communication to the one or all of the members of the Membership Committee for further consideration.

5.5 – In the event of any doubts regarding membership eligibility, the Board shall review the member credentials and in its sole discretion decide the question of the applicant’s eligibility for membership.

5.6 – Membership shall not be denied to applicants meeting the requirements in 5.1 because of race, color, gender, age, religion, national origin, marital status, sexual preference, disability, or political affiliation.

5.7 – Membership may be terminated if:

5.7.1 – The member fails to pay membership dues.

5.7.2 – The Board of Directors determines there is “cause” for termination and declares as such by a 2/3 vote of the Board. “Cause” will be defined in the Policy and Procedures Manual. The member shall receive notice of any such hearing at least seven (7) business days before the occurrence of such hearing and may attend to present his/her case before the Board. The member will be advised of the Board’s decision within five (5) business days of the meeting.

5.7.3 – A member who is terminated may either attend to payment of the outstanding financial obligations or if for “cause” request the formation of an Appeals Committee to hear his/her case. The Appeals Committee shall consist of the President, Vice President and three (3) General Members chosen by lottery from all General Members. The Appeals Committee has the option of recommending that the member be reinstated and such decision shall be binding.

5.8 – Only General Members may vote or hold office in the corporation.

Article 6 - Board Meetings

6.1 – The President or Co-Presidents shall notify the Board Members of any regular board meeting at least five business days prior to the meeting by way of e-mail, telephone or any other recognized means of communication. The board shall meet no less than four (4) times a year. The Board Meeting may be held in any way allowable by law, including via e-mail communication. For purposes of this Section, the posting of the corporation’s meeting dates on the corporation’s website shall qualify as notice. All Board members are expected to attend Board Meetings unless they are excused by the President. In the event that a Board Member fails to fulfill such obligations, the President may remove such member from the Board.

6.2 – The President or Co-Presidents or two (2) members of the Board may call for a Special Meeting. Notice of such meeting may be provided by e-mail, telephone or any other recognized means of communication and shall state the date, time, location and purpose of the meeting. As Special Meetings are intended to deal with matters determined to be exigent by the Board, such meetings may be held within 24 (twenty-four) hours of providing notice to all Board Members. The Board Meeting may be held in any way allowable by law, including via e-mail communication.

6.3 – Quorum at either a regular Board Meeting or Special Meeting shall exist if at least three (3) Board Members are present in person or by e-mail or telephone.

6.4 – For purposes of this Section, consent to participation in an e-mail loop created for Board communications shall be considered consent to electronic meetings via e-mail and notices regarding meetings sent via the aforementioned e-mail loop shall be considered adequate notice for purposes of this Section.

Article 7 – Membership Meetings

7.1 – The Board shall determine the time and place for meetings of the membership and will advise the membership of such dates via the corporation’s website, e-mail, newsletter or any other recognized means of communication. Unless otherwise determined by the Board, meetings will occur on the second Saturday of every month.

7.2 – Special meetings of the membership may be called by the Board by providing members thirty (30) days notice of such a meeting. Such notice shall include the date, time, place and purpose of the special meeting and may be done via e-mail, telephone or any other recognized means of communication.

7.3 – Quorum for transacting business at either a regular or special meeting of the membership shall consist of 10 (ten) percent of the General Members. A majority vote of the General Members at a duly called meeting at which a quorum is present is required to undertake any corporation business.

7.4 – Minutes of the meetings shall be recorded by the Secretary and made available to members as soon as possible at regularly scheduled meetings.

7.5 – For purposes of this Section, consent to participation in an e-mail loop created for the corporation’s communications shall be considered consent to electronic meetings via e-mail and notices regarding meetings sent via the aforementioned e-mail loop shall be considered adequate notice for purposes of this Section.

Article 8 – Elections

8.1 – A Nominating Committee consisting of three (3) or more General Members of the corporation shall be selected every other year by the President or Co-Presidents in August. The Nominating Committee shall receive the names of candidates for nomination no later than

September 31st and cause an electronic ballot to be available to the General Members listing all candidates and their qualifications for office no later than October 30th.

8.2 – Officers shall be elected by a majority vote of the electronic ballots cast by midnight EST on November 15th.

8.3 – Officers shall maintain their two year terms until December 31 of the second year when the newly elected Board shall assume their duties.

Article 9 - Authority

9.1 – The rules contained in Robert’s Rules of Order Newly Revised shall govern this corporation but such rules of order may be suspended or modified from time to time by the Board. The failure to follow Robert's Rules of Order shall not invalidate any Board action taken and to the extent that any rules and procedures in the Bylaws or Policy and Procedure Manual are inconsistent with Robert's Rules of Order, these rules and procedures shall supersede Robert's Rules of Order.

9.2 – The Board of Directors shall adopt any additional written policies or procedures for this corporation in a Policy and Procedures Manual and such policies and procedures shall control to the extent they are not inconsistent with or contrary to these Bylaws or state or federal law.

9.3 – Questions relating to the construction of these Bylaws shall be governed by the laws of the State of New Jersey.

9.4 – If any provision or portion of these Bylaws is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then that provision or portion is severable and the remainder of the Bylaws shall remain in full force and effect.

Article 10 - Finances

10.1 – The fiscal year of this corporation shall begin on January 1 and end on December 31.

10.2 – A yearly budget shall be approved by the Board and shall be presented to the membership for adoption. Any single expenditure which is in excess of 10% of the anticipated total yearly dues and which is not in the yearly budget as adopted must be presented to the members at a meeting and approved by a majority of the members if a quorum is present.

10.3 – Membership dues are payable annually and shall be received from all members on or before January 31 of each year.

10.4 – Dues may be established by a majority vote of the Board Members present. Any yearly increase in dues greater than 20% shall be voted upon by the General Members at any meeting at which there is a quorum and will require a majority vote of those present to be enacted.

10.5 – The funds of the corporation should be deposited in an account designated by the Board, and the corporation shall establish and maintain a system of accounting with checks and balances to protect the corporation’s funds. The Executive Board shall be authorized to sign checks. The signatures of two Executive Board members shall be necessary on all checks.

10.6 – The Executive Board shall obtain a volunteer General Member to review the Treasurer’s report once a year together with a member of the Executive Board and shall report to the Executive Board and the membership the results of that review.

10.7 – A report on the state of the Treasury shall be provided to the members at each meeting. The procedure for providing copies of the Treasurer’s reports shall be established in the Policy and Procedures Manual.

Article 11 – Property

11.1 – The following is the property of the corporation and shall be used only as permitted herein and in the Policy and Procedures Manual:

11.1.1 – LIBERTY STATES FICTION WRITERS, LIBERTY STATE FICTION WRITERS, LIBERTY STATES, LIBERTY STATES WRITERS, LSW, LSF WRITERS, LSFWRITERS.COM, LIBERTYSTATEFICTIONWRITERS.COM, LIBERTYSTATESFICTIONWRITERS.COM and the BOOK AND STARS LOGO are trademarks of the corporation and are not to be used in a trademark manner without the prior written consent of the Board.

11.1.2 – The membership list of this corporation, or any other lists created by the corporation, for example, bookseller lists and member lists, may be used only to promote or create awareness or interest in the corporation and its members. Such property may not be used in whole or in part by any member or non-member for any other purpose or given in whole or in part to any member or non-member unless the Board has approved such distribution and use of the list(s). In the case of a non-member, the non-member must agree in writing to use the list(s) for the approved purpose only and for no other purpose.

11.1.3 – The corporation may acquire other property, such as books, software, videotapes, compact discs or other electronic media/printed matter for use by the membership and/or committees. Such property may be used by members and/or committees with the prior approval of the Board and the member and/or committee shall be responsible for the safety and proper use of such property.

Articles 12 - Amendments

12.1 - These Articles of Incorporation and Bylaws shall be adopted upon a majority vote of the Board.

12.2 - The Articles of Incorporation and Bylaws may be amended in the following manner:

12.2.1 - Proposed amendments must be submitted in writing to the Board by way of a petition signed by at least 25% of the General Members. Alternatively, any member of the Board may present a proposed Bylaw amendment to the Board for consideration and upon a 2/3 vote of the Board in favor of the proposed amendment, such amendment shall be further considered as provided for in this Section.

12.2.2 – Upon either receipt of a valid petition or a Board vote on a Board-member requested amendment, the Board will appoint a Bylaws Committee who will investigate the proposed amendment and thereafter, offer a report to the Board as to whether a vote should be taken on the amendment.

12.2.3 - If the Bylaws Committee advises that a vote should be taken on the amendment, the Board shall authorize the Bylaws Committee to distribute a copy of the proposed amendment via e-mail to all corporation members. The proposed amendments shall then be voted on at the next regular meeting.

12.2.4 – A majority vote of all General Members present at the next regular meeting shall be necessary for adoption of the proposed Bylaws amendment.

Article 13 - Dissolution

13.1 – The duration of this corporation shall be perpetual, except that it may be dissolved in any manner as allowed by state law. However, no dissolution may be undertaken unless approved by the Board and the membership in accordance with state law.

13.2 – Upon dissolution of this corporation, the Trustees shall, after payment of all liabilities, dispose of all the assets of the corporation exclusively for the purposes and in such manner or to such an organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify for exemption under Section 501 (c) (3) or Section 501 (c) (6) of the Internal Revenue Code.