

BYLAWS OF
CHARLOTTE WRITERS CLUB, INC.

A Nonprofit Corporation

ARTICLE I – OFFICES

1.1. Principal Office. The principal office of the Club shall be located at Charlotte, North Carolina or at such other place as may be designated from time to time by the Board of Directors.

1.2. Registered Office. The registered office of the Club required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

ARTICLE II – BOARD OF DIRECTORS

2.1. General Powers. The business and affairs of the Club shall be managed by its Board of Directors or by such Committees as the Board may establish pursuant to these Bylaws.

2.2. Number, Term and Qualifications. The number of Directors of the Club shall be the number determined from time to time by the Board of Directors and shall be no more than 15. Directors shall be elected at the annual or substitute annual meeting of the Regular Members (or by the Board of Directors upon a vacancy or increase in the number of Directors as provided below) of the Club and each Director shall hold office for the elected term or until his or her death, resignation, retirement, removal, disqualification or until a successor shall have been elected or qualified. Directors need not be residents of the State of North Carolina.

2.3. Election of Directors. Directors shall be elected by majority vote of the Regular Members for a term of two years on a rotating basis. A vacancy occurring in the Board of Directors may be filled by a majority of the remaining Directors, even less than a quorum. Any directorship to be filled by reason of an increase in the number of Directors may likewise be filled by the Board of Directors.

2.4. Removal. Any Director may be removed from office at any time with or without cause. If any Director is so removed, a new Director may be elected at the same meeting.

2.5. Executive Committee. The Board of Directors, by resolution adopted by a majority of the total number of directors then in office, may designate an Executive Committee and one or more other committees, each to consist of two or more directors, which committees, to the extent provided in such resolution, shall have and may exercise the authority of the Board of Directors in the management of the Club except as expressly prohibited by law.

2.6. Advisory Board. The Board of Directors may establish an Advisory Board consisting of distinguished writers and other distinguished persons from business and industry and other community and regional leaders, to advise, guide and promote the club's activities and services to the community.

2.7. Historian. The president shall nominate and the Board shall appoint a Historian, for an indefinite term, terminable, however at the request of either the Historian or the Board. The Historian shall be in charge of and maintain custody of the historical records such as scrapbooks and other records of the

Club, and add to those records from time to time so as to preserve for posterity the activities and traditions of the Club. The Historian shall make a report to the Board from time to time relative to the availability of records, which shall be made accessible to the officers, the Directors and the General Membership. The Board shall arrange with the Historian periodically for scrapbooks and other records available for special purposes or at specified meetings or other special events. The Historian shall be an ex officio member of the Board.

2.8. Standing Committees. The Board may establish standing committees to which it may delegate specific duties and responsibilities in carrying out the activities, purposes and activities of the Club. Each such standing committee shall ordinarily be chaired by an officer or director of the Club designated by the president. Such committees may include but shall not be limited to a Program Committee, a Contest Committee, a Newsletter Committee, a Public Relations Committee, a Budget and Finance Committee, a Leadership Committee, a Workshop Committee, a Conference Committee, a Social Committee, a Nominating Committee, a Membership Committee, a House and Reception Committee, Public Relations and Publicity Committee, a Yearbook Committee. Upon the establishment of any such committee, the Board of Directors shall define in writing in an Appendix of these By-Laws, the scope of its duties and responsibilities and any rules and regulations may be modified from time to time in writing by the Board of Directors.

2.9. Ad Hoc Committees. The Board of Directors may establish from time to time other and additional special committees for special limited purposes, whereupon the membership, function and purposes of such committees shall be reduced to writing and recorded in the minutes of the meeting or meetings at which such action is taken.

ARTICLE III – MEETINGS OF DIRECTORS

3.1. Regular Meetings. Regular meetings of the Board of Directors shall be held not less than four times each year at a time and place designated on the notice of meeting. The last regular meeting held in any calendar year shall be considered the annual meeting.

3.2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Such a meeting may be held either within or without the State of North Carolina, as fixed by the person or person calling the meeting.

3.3. Notice of Meetings. Notice of a regular meeting of the Board of Directors, or any special meeting of the Board of Directors, shall be given at least three days before the meeting by any usual means of communication. Except as provided in Section 9.4 hereof, such notice need not be specify the purpose of which the meeting is called. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called.

3.4. Waiver of Notice. Any Director may waive notice of any meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called and convened.

3.5. Quorum. One-third of the number of Directors serving from time to time shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

3.6. Manner of Acting. Except as otherwise provided in these By-Laws the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

3.7. Presumption of Assent. A Director of the Club who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a contrary vote is recorded or a dissent is otherwise entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the Secretary of the Club immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

3.8. Informal Action. Action taken by a majority of the directors or members of a committee without a meeting is nevertheless Board or committee action if written consent to the action in question is signed by all of the directors or members of the committee, as the case may be, and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action is taken.

ARTICLE IV – OFFICERS

4.1. Number. The officers of the Club shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such Assistant Secretaries, Assistant Treasurers and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person except the offices of President and Secretary. In addition, the Board of Directors may from time to time elect such honorary officers as the Board, in its discretion, deems advisable and in the best interests of the Club.

4.2. Qualification. All officers of the Club, other than any Assistant Secretaries or any Assistant Treasurers, shall automatically be members of the Board of Directors of the Club, provided, however, that honorary officers of the Club need not be directors of the Club.

4.3. Election and Term. The officers of the Club shall be elected at the annual meeting of the Regular Members for a term of one year beginning on the date of their election. Each officer shall hold office until his or her death, resignation, retirement, removal, disqualification, or until a successor shall have been elected or qualified.

4.4. Resignation and Vacancies. Any officer may resign at any time and such resignation may be accepted by the Board of Directors. Any officer may be removed by the Board of Directors for cause, but if an officer so removed so requests in writing, there shall be an opportunity for hearing any regular or special meeting of the Regular Membership called for such purpose, the issue shall be determined by majority vote of the Regular Members at attendance at the meeting, provided there is a quorum present at such meeting. A vacancy in any office because of death, resignation, retirement, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

4.5. Chairman of the Board. The Board of Directors may, but need not, appoint from among its members an officer designated as the Chairman of the Board. If there is appointed a Chairman of the Board, then the Chairman of the Board shall have all the duties and authority of the President and shall also, when present, preside over meetings of the Board of Directors.

4.6. President. The President shall be the principal executive officer of the Club and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Club. The President shall sign, with the Secretary, an Assistant Secretary, or any other proper officer of the Club thereunto authorized by the Board of Directors, any deeds, mortgages, leases, bonds, contracts, or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to another officer or agent of the Club; and in general the President shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors from time to time.

4.7. Vice President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice Presidents, in the order determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

4.8. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all the meetings of the Board of Directors. The Secretary shall give, or cause to be given, all notices required by law and by these bylaws. The Secretary shall have general charge of the corporate books and records and of the corporate seal, and the Secretary shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall, in general, shall perform all duties incident to the office of Secretary.

4.9. Treasurer. The Treasurer shall have custody of all funds and securities belonging to the Club and shall receive, deposit or disburse the same under the direction of the Board of Directors. The Treasurer shall keep full and accurate accounts of the finances of the Club and shall generally perform all other duties incident to the office of the Treasurer.

4.10. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers, if any, shall, in the absence or disability of the Secretary and the Treasurer, respectively, have all the powers and duties of the Secretary and the Treasurer respectively. Such duties may also be performed by such assistant or assistants under other circumstances at the request of the Secretary or the Treasurer, the President, or the Board.

ARTICLE V - MEMBERS

5.1. Classes of Members. The Club shall have at least three classes of members. The designation of such classes and the qualification and rights of the members of such classes shall be as follows:

A. Regular Members. Regular membership shall be available to all persons who pay the annual dues prescribed by the Board of Directors.

B. Student Members. Student memberships shall be available to all persons who are students (as that term is defined by the Board of Directors) who shall pay such dues as determined by the Board of Directors from time to time.

C. Emeritus Members. Emeritus memberships may be granted by the Board of Directors. Such members shall not be required to pay annual dues.

D. Other Members. In addition to Regular, Student and Emeritus Members, the Club may have such other classes of membership as shall be designated by resolution of the Board of Directors. The qualification and rights of such other classes of members shall be determined by the Board of Directors.

5.2. Voting Rights. Each Regular Member shall be entitled to one vote on each matter submitted by a vote of the members. One or more individuals who pay the annual dues for a joint membership shall be entitled to only one vote per membership and shall be treated as one member for all purposes under these bylaws.

5.3. Transfer of Membership. Membership in the Club is not transferable or assignable.

5.4. Membership Sections. The Board of Directors may establish sections of Regular Membership according to writing specialty. The designation of such sections and the qualifications and rights of the members of such sections shall be determined by the Board of Directors.

ARTICLE VI – MEETINGS OF MEMBERS

6.1. Place of Meetings. All meetings of members shall be held at the principal office of the Club or at such other place, with within or without the State of North Carolina, as shall be designated in the notice of the meeting.

6.2. Regular Meetings. Unless otherwise ordered by the Board of Directors, regular meetings shall be held during the months of September, October, November, January, February, March, April and May of each fiscal year. The day shall be announced in advance in the newsletter on a regular basis to avoid any possible confusion as to the date on which regular meetings are held. There shall also be a meeting during the month of December which shall be held on a night and at a location to be determined by the Board of Directors.

6.3. Annual Meetings. The regular May meeting shall be deemed to be the Annual Meeting of the Members unless otherwise ordered by the Board of Directors and such annual meeting of members shall be held each year at such place and time as the Board of Directors shall designate, for the purpose of electing Directors of the Club and for the transaction of such other business as may be properly brought before the meeting.

6.4. Substitute Annual Meetings. If the annual meeting of members shall not be held on the day provided for in these bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 6.4 of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting of members.

6.5. Special Meetings. Special meetings of the members may be called at any time by the President, by the Board of Directors or by Regular Members having one-tenth of the votes entitled to be cast at such meeting.

6.6. Notice of Meetings. Except for the December meeting, as long as the Regular meetings are held on the pre-determined nights specified in Section 6.2. as modified by the Board of Directors from time to time, and announced in the newsletter, members shall be deemed to have received notice of such meeting. Nonetheless, each newsletter shall keep member informed about any changes in times, dates and places of meetings, in due course. Notice of special meetings stating the place, day and hour of the meeting shall be delivered or mailed not less than ten nor more than 50 days before the date thereof, at the direction of the President, the Secretary or other person calling the meeting, to each member entitled to vote at such meeting.

In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called. In the case of an annual or substitute annual meeting, the notice of meeting need not specifically state the business to be transacted thereat unless such statement is expressly required by the provisions of these bylaws or the North Carolina Nonprofit Corporation Act.

When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than 3- days in any one adjournment, it is not necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

6.7. Quorum. One-tenth of the number of members shall constitute a quorum for the transaction of business at any meetings of the members. If a quorum is not present at any meeting of the members, a majority of members present may adjourn the meeting from time to time without further notice. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

6.8. Proxies. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE VII – DUES

7.1 Annual Dues. The amount of the initiation fee, if any, and annual dues payable to the Club by members shall be approved by majority vote of the Regular Members.

7.2. Payment of Dues. Dues shall be payable annually by a date established by the Board of Directors.

7.3. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period established by the Board of Directors from the date when such dues became payable, his or her membership shall terminate.

ARTICLE VIII – CONTRACTS, LOANS, CHECKS AND DEPOSITS

8.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

8.2. Loans. No loans shall be contracted on behalf of the Club and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

8.3. Checks and Drafts. All checks, drafts and other orders for the payment of money issued in the name of the Club shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors.

8.4. Deposits. All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such depositories as the Board of Directors may select.

ARTICLE XI – GENERAL PROVISIONS

9.1. Seal. The corporate seal of the Club shall consist of two concentric circles between which the name of the Club, and in the center of which is inscribed SEAL, N.C. and 1994; and such seal, as impressed on the margin thereof, is hereby adopted as the corporate seal of the Club.

9.2. Waiver of Notice. Whenever any notice is required under the provisions of the North Carolina Nonprofit Corporation Act, or under the provisions of the Article of Incorporation or by the Bylaws of the Club, a waiver thereof in writing 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.

9.3 Fiscal Year. Unless otherwise ordered by the Board of Directors, the fiscal year of the Club shall be July 1 through June 30.

9.4. Amendments. These bylaws may be amended, restated or repealed and new bylaws may be adopted by the affirmative vote of a majority of the directors then holding office at any regular or special meeting of the Board of Directors; provided, however, that the Board of Directors shall have received notice of said meeting specifying the purpose thereof.

9.5. Indemnification of Directors and Officers. Each director, officer, employee or agent of the Club shall be entitled to indemnification or reimbursement by the Club for any expenses or liabilities incurred by him or her under the circumstances permitting such indemnification or reimbursement under the North Carolina Nonprofit Corporation Act and subject to the conditions and limitations on such indemnifications or reimbursements set forth in said Nonprofit Corporation Act. The Board of Directors may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Club against liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Club would have the power to indemnify him or her against such liability.