

MISSOURI WRITERS' GUILD, INC.
A Missouri Not-For-Profit Corporation

ID# 43-1337226

ARTICLES OF AGREEMENT

of The Missouri Writers' Guild under which it incorporated February 3, 1925, with modifications adopted for renewal of Corporate Status, April 28, 1975, and subsequently certified May 29, 1986, May 9, 1990, December 1, 2001, April 11, 2008, and April 4, 2009.

1. The name of this association shall be "The Missouri Writers' Guild."
2. The Corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.
3. The specific purposes for which this association is formed are:
 - a) to bring into closer relationship the writers of the State of Missouri, to the end that by such relationship the members hereof may receive mutual inspiration, information and amusement; that distinguished writers and editors and those engaged in our profession may from time to time be entertained by the association; that the writers of the State of Missouri may, through this association, speak as a body politic on matters relating to the welfare of their calling, to the end that those high principles which have been established by its individual members may in the future be maintained and perpetuated.
 - b) to do each and every thing necessary in or out of the State of Missouri suitable or proper for the accomplishment of any one of said purposes; or the attainment of any one or more of the objectives set forth or conducive to, or expedient for, the interest or benefit of the association, including the acquiring and holding of real estate and other property and the erecting and equipping of buildings needed to promote the purposes and principles herein set forth, all without pecuniary consideration to the association, except that, if necessary the Treasurer may be compensated for work done.
4. This association shall continue indefinitely from and after the date hereof.
5. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the court of Common Pleas of the county in which the

principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

6. a) The business affairs of The Missouri Writers' Guild shall be governed and managed by a Board of Directors, which shall consist of ten members, namely: the President, Vice-President, Secretary, and Treasurer; the President, Vice President, Secretary and Treasurer of the preceding year; the Historian and the Publicity Director. In the event that one or more of the retiring officers continue in office, the incoming President shall fill the vacancy or vacancies by appointment. The Board of Directors shall hold office for one year, or until the election or selection of their successors.

b) The regular annual business meeting of the members of The Missouri Writers' Guild shall be held at such time and place as may be designated by the Board of Directors, notice of the time and place of such meeting to be mailed to each member at least thirty days before the date of such meeting.

c) All property belonging to this association shall be held in the corporate name of The Missouri Writers' Guild, and all conveyances shall be made pursuant to a vote taken at the annual business meeting, and shall be executed by the President and attested by the Treasurer.

d) The names and addresses of those who served as officers and directors for the first year of renewal incorporation were:

Lawrence Maisak, President, 2616 S. River Road, St. Charles 63301
Patricia Easterla (Mrs. David A.), First Vice President, 1420 N. Dewey, Route 2, Maryville 64468
Antonio L. Betancourt, Second Vice-President, 4026 Flora Place, St. Louis 63110
Elaine Derendinger (Mrs. George), Secretary-Treasurer, Route 1, Franklin 65250
Marjorie Armstrong (Mrs. O.K.), Publicity Director, Route 2, Box 75A, Republic 65738
Bessie Megee, Historian, 410 Cloisters Walk, Kirkwood 63122

Directors

Dean Roy M. Fisher, University of Missouri, Neff Hall, Columbia 65201
Charles J. Guenther, 2935 Russell Blvd., St. Louis 63104
Marcella Thum, 16715 Smiley Avenue, St. Louis 63139
Joseph F. Callahan, 1016 W. Truman, Independence 64050
Jo Burford, Mammoth Yellow Rock Road, Desoto 63020

7. This association shall have power to make and adopt bylaws for the purpose of conducting and regulating its affairs. Said bylaws shall provide for at least one business meeting and at least one professional meeting each year at such time and place as the Board of Directors shall designate. The Board of Directors shall, in addition thereto, have power to call other meetings at such time and place as they may deem necessary to promote the interest and purposes of this association. Written notice of the time and place of all such meetings shall be mailed to each member of the association at least thirty days prior to the date of such meeting.

8. Any writer who has met at least one of the following requirements shall be eligible to apply for regular membership in this association: (1) authorship or co-authorship of a published book, whether on substantive royalty or fee basis; (2) sale of three substantive articles, stories, briefs, poems, or comparable materials in one or more newspapers, magazines or trade publications; (3) sale of one serial or novelette to a periodical; (4) sale of one play to a producer, whether on royalty or fee basis; (5) sale of one motion picture screenplay, radio or television script, or script for an educational recording, filmstrip, or motion picture; (6) editor or publisher of commercial books, magazines, newspapers or literary publication, which does not accept fees from its authors. The membership committee to act upon applications shall consist of three persons: the President, the Treasurer, and a member of the Board of Directors selected by the President. The membership committee shall evaluate each application on the basis of guidelines developed by the committee, according to established publishing standards. Meeting the minimum criteria set forth above does not guarantee acceptance into the Missouri Writers Guild, and the decision of the membership committee shall be final. Other persons not eligible under the provisions set forth above may be admitted to membership by a two-thirds vote of the Board of Directors, if these persons would aid in the promotion of the purposes of this association.

9. The official emblem of The Missouri Writers' Guild shall consist of a quill-like pen and shall be under the control of the Board of Directors. Its custodian shall be the Treasurer.

(Modified 1990, through inclusion of Article 2 (purpose) and Article 6 (dissolution clause), to be in accord with Section 501 (c) (3) of the Internal Revenue Code.)

BYLAWS
of
THE MISSOURI WRITERS' GUILD
ID# 43-1337226

As Revised April 4, 2009

ARTICLE I

These bylaws which supersede all previous bylaws of the Guild are adopted to govern the activities of The Missouri Writers' Guild under the provisions of the Articles of Agreement under which the Guild is incorporated.

ARTICLE II

OFFICERS AND COMMITTEES

Section 1.

The officers of The Missouri Writers' Guild shall be President, Vice President, Secretary, Treasurer, Publicity Director, and Historian. These officers serve for a term of one year, such year of service to begin immediately following the close of business at the annual spring meeting. The officers above named and the immediate past President, Vice President, Secretary, and Treasurer are automatically members of the Board of Directors, as described in Section 6 of the Articles of Agreement.

Section 2.

There shall be two standing committees:

a) the Membership Committee comprised of the President, the Treasurer and a member of the Board of Directors appointed by the President, as provided for in Section 6 of the Articles of Agreement, to serve as judges of eligibility of applicants for active membership in The Missouri Writers' Guild as described in Section 8, and to function in other matters relating to membership and membership recruitment.

b) the Meetings Committee, comprised of the Vice President serving as chairman, the President as ex-officio member, and three or four members named by the Vice President and President jointly. The duties of this committee shall be to assist the President in every way with the arrangements for the spring meeting.

ARTICLE III

DUTIES OF OFFICERS AND BOARD OF DIRECTORS

Section 1.

The President shall preside at all business meetings of the Guild and serve as the chairman of the Board of Directors. The President shall determine, in cooperation with the Board of Directors, the date and location of the spring meeting and any special meetings of the full membership. The President shall have the powers and duties usually

incumbent upon such an officer and may fill by appointment vacancies in any office, such appointees to hold office until the next business meeting of the Guild. The President is automatically chairman of the Membership Committee. The President, in cooperation with the Board of Directors, will conduct the awards and contests. The outgoing President shall authorize the annual auditing of all funds at the end of the fiscal year, which runs from the end of the spring meeting to the end of the next spring meeting.

Section 2.

The Vice President shall take the place of the President in the absence of the President and shall succeed to the office of President in the case of a vacancy in that office. The Vice President shall serve as chairman of the Meetings Committee as heretofore described under Article II, Section 2, with the duties therein assigned.

Section 3.

The Secretary shall take the place of the President in the absence of both the President and the Vice President and shall succeed to the office of President if there is no Vice President to succeed to the office. The Secretary shall also record the minutes of the Board of Directors' meetings, the annual Missouri Writers' Guild spring meeting, and the proceedings and results of the annual awards banquet and ceremony. The Secretary shall also assist the President and Treasurer by issuing correspondence that either of these officers deems necessary.

Section 4.

The Treasurer shall act in accordance with the duties usually incumbent upon such an officer and shall make expenditures only for the purposes authorized by a majority vote of Guild members present and voting at any business meeting or by a majority vote of the Board of Directors. Bills for expenditures must be approved by the President. The Treasurer shall take the place of the President in the absence of the President, Vice President, and Secretary.

Section 5.

The Publicity Director shall be responsible for all Guild publications and publicity, serving as Editor-in-Chief of the official publication, *The Missouri Writers' Guild News*, and may appoint assistants in this work with the approval of the President.

Section 6.

The Historian shall act in accordance with the duties usually incumbent upon such an officer, serving as custodian of past records and adding to them appropriate materials during his term of office.

Section 7.

The Board of Directors shall consist of ten members as provided in Articles of Agreement, Section 6. The Board shall be the executive body of the Guild and shall have power to transact the necessary business of the Guild that cannot be deferred until the next business meeting of the Guild. However, three members of the Board may by

written statement to the President and Secretary call a Guild vote by mail on anything which the Board is about to pass on, whereupon the Secretary shall take such a vote. When impractical to hold a meeting of the Board of Directors, the President may order a mail vote on any matter requiring action by it.

ARTICLE IV MEETINGS

Section 1.

The Guild shall hold at least one meeting each year for the full membership of the Guild, at which time there shall be a called business meeting and sessions for professional growth. This meeting, otherwise referred to as the Spring Meeting or Annual Conference, will be held in the month of April or May on dates and at a place designated at least six weeks in advance by the President and Vice President. Any other meetings of the full membership as are deemed necessary or desirable may be called at such time and place as the Board of Directors may determine by a three-fourths vote of those voting. All members shall be notified of any and all meetings at least thirty days in advance.

Section 2.

Regional meetings are those conducted by chapters of The Missouri Writers' Guild. Such meetings are open to members and friends anywhere in the state but are intended for the convenience of those resident in the geographical area for which the chapter may serve as a hub. Regional meetings are intended to enlarge the scope of The Missouri Writers' Guild activities and to facilitate progress toward the goals of the Guild as described in Section 3, Articles of Agreement; for that reason participation in the meetings by those interested in the profession of writing but not yet involved in Guild membership should be encouraged.

SECTION V MEMBERSHIP

Section 1. There shall be four classes of members in the Guild: full, associate, student and honorary (lifetime).

Full member:

An MWG member at this level receives all benefits (such as quarterly newsletter, eligible to serve as any position on the board of directors, all voting rights, access to members only section on Web site, savings on conference fees, eligible to enter annual contest, eligible to post bio on Web site or listing on speakers' bureau, and eligible to participate in marketing events such as the Missouri Library Conference or Kansas City Literature Festival).

Membership requirements for this level are:

Anyone who has met at least one of the following requirements is eligible to apply for full membership in the Guild (all membership applications are reviewed and decided upon by a membership committee):

- (1) authorship or co-authorship of a published book for which the author received a substantial advance, royalty or fee from the publisher
- (2) sale of three substantive articles, stories, briefs, poems, or comparable materials in one or more newspapers, magazines, or trade publications;
- (3) sale of one serial or novelette to a periodical;
- (4) sale of one play to a producer, whether on royalty or fee basis;
- (5) sale of one motion picture screen play, radio or television script for an educational recording, filmstrip or motion picture.
- (6) editor or publisher of commercial books, magazines, newspapers or literary publication, which does not accept fees from its authors.

[First time Full Members pay \$40, Renewal \$30]

Associate member:

An MWG associate member receives all benefits listed above except associate members cannot vote on MWG business issues and may not serve as one of the titled board positions such as President, Vice President, Secretary, Treasurer, Historian, or Publicity Chair. Associate members may serve as members-at-large on the board of directors.

Membership requirements for this level are one publication in a newsletter, pamphlet, magazine, newspaper, anthology or on a Web site, paid in either cash or copies. Self-published authors also fit the associate member category.

[First time Associate Members pay \$45, Renewal \$30]

Student member:

An MWG student member receives all benefits listed above except student members may not vote on MWG business issues and may not serve as any position on the board of directors.

Membership requirements for this level are full-time or part-time college students who have an interest in the writing profession.

[First time Student Members pay \$25, Renewal \$20]

Honorary (Lifetime) member:

An MWG honorary (lifetime) member is an MWG member who has been honored by the board of directors as a person who has donated time and talent to the

MWG for many years. They have the same benefits as full time members. There are no dues for honorary or lifetime members, and the status does not expire.

Section 2.

Active members are those qualifying and accepted for membership under the stipulation of Article 8 of Articles of Agreement. Membership in the Guild shall continue as long as the regular dues are paid, unless the Board of Directors asks a member to resign for cause. Former members who have discontinued membership but wish to rejoin and become an active member may do so by paying the annual dues for the year they rejoin. No back-dues are required.

Section 3.

Honorary membership is open to such persons as would qualify for membership under Articles of Agreement, Section 8, and who have been deemed worthy of this recognition by the Guild. Names of such persons may be submitted to the Board of Directors for approval by the Membership Committee to whom such nominations are sent. Recommendation for honorary membership may be made by the President, following such consideration after the Board of Directors' approval by a majority vote of members at the regular annual business meeting. Honorary membership is conferred by a two-thirds vote of Guild members present and voting. The Secretary will then prepare a certificate of Honorary Membership and forward it to the person honored.

ARTICLE VI

VOTING

Section 1.

Voting shall be subject to the ordinary regulations of parliamentary practice as set forth in the latest revision of *Roberts Rules of Order*.

Section 2.

A quorum at any business meeting of the Guild shall be one regularly elected officer and fifteen active members.

Section 3.

Only active members whose dues are paid are entitled to vote at any business meeting. Nominations for election of officers for the Guild shall be made by a nominating committee of three members appointed by the President. Other nominations for the offices may be made from the floor. Elections where any contest is involved shall be by written ballot.

Section 4.

The Guild may take whatever action is authorized by a mail vote conducted by the Secretary, with the assistance of the Publicity Director, when urgent business requires such action. The vote may be ordered by the President, the Board of Directors, or by a

written statement of three members of the Board of Directors, as provided in Article III, Section 7 of these bylaws, asking for a referendum vote upon a previous action of the Board of Directors, which action shall be held up pending the outcome of the referendum. The official ballot shall be a government postal card upon which is explained the vote to be taken together with a place to indicate a “yes” or “no” vote and a place for the signature of the member. These ballots shall be sent to all active members; a member shall indicate a vote, sign the ballot, and mail it to the Secretary within the time limit set by the President for such mail vote. A majority of those voting shall be sufficient to carry such action, provided at least eight ballots signed by members entitled to vote are returned to the Secretary.

ARTICLE VII

DUES

Section 1.

Annual dues shall be set by the membership at the business session of the spring meeting. Such dues become due at the beginning of the fiscal year which ends with the close of the spring meeting. Dues are payable throughout the fiscal year, but must be paid by August 31 to be included in the annual directory. Writers who have not paid their dues by August 31 will be dropped from the newsletter mailing list until membership is renewed.

Section 2.

New members accepted between the beginning of a fiscal year and the last day of that calendar year will be assessed the full year’s dues. New members accepted between January 1 and the end of the spring meeting shall pay a half year’s dues and the full year at the time such annual payment is due.

Section 3.

Two or more members who maintain the same mailing address may deduct one dollar (\$1.00) off their individual membership dues with the expectation of sharing one copy of each issue of *The Missouri Writers’ Guild News*.

ARTICLE VIII

PUBLICATIONS

The Board of Directors is empowered to publish a periodical of whatever nature it deems advisable and possible. This publication shall be under the editorship of the Publicity Director, subject to approval of the Board of Directors.

ARTICLE IX

ELECTIONS

The election of officers and the Board of Directors shall take place at the annual spring business meeting at a time of day to be determined by the Board of Directors so

that adequate time may be used in holding the election in keeping with the responsibility involved. Nominations are under regulations described in Article VI, Section 3, of these Bylaws.

ARTICLE X

AWARDS

Section 1. Empowerment

The Board of Directors is empowered to hold contests among members of The Missouri Writers' Guild each year, and, as voted upon by members, to conduct other competitions open to amateur writers under regulations set forth by a Writing Contest Committee. Such contests for amateurs may but are not required to include an award given to students in Missouri state and private universities or colleges, enrolled in journalism or creative writing courses. Such contests are to be supervised by the President in cooperation with the Writing Contest Committee. Awards and contests, with regulations, categories and prizes are to be announced in the *Guild News*. Presentations of all Guild awards are made at the Annual Conference.

Section 2. Contest Categories

The Missouri Writers' Guild is empowered to present plaques and/or cash prizes and certificates for two major prizes plus lesser awards in a variety of categories. There is to be (1) a Walter Williams Award, so named in honor of the founder of The Missouri Writers' Guild. This should be a major work whether in book form or in some other form of publication, a work considered to be worthy of special recognition because of the research or high literary quality involved in its creation. There are also to be (2) a book award for a work of fiction, poetry or nonfiction in published book form and (3) awards for published materials in categories determined from year to year by the Contest Committee with the approval of the Board and set forth in detail by the Contest Committee working with the President. In all cases, the work must have been published in the calendar year preceding the Annual Conference at which awards are made and submitted during the month of January. The contests are open to any active member whose membership is paid before the January submission period.

Section 3. Judges

The President shall select as many judges as seem needed for fair evaluation of the published works submitted, choosing people competent to judge the quality of the writing. Judges should be allowed from the first of February to no later than the last of March to complete their evaluations. If there are less than six entries in any category other than the Walter Williams and Book Awards, no prizes will be given in that category unless in the judges' opinion, the work submitted was of such quality as to merit recognition. Similarly, the Walter Williams or Book Award may be withheld if in the opinion of the judges no material of sufficient literary merit is submitted.

ARTICLE XI
CHAPTERS

Section 1.

Where a community is large enough to warrant sufficient membership, a Chapter of The Missouri Writers' Guild may be formed for mutual inspiration, information, and encouragement to people striving toward publication of their work.

Section 2.

A chapter may have active and associate classes of membership, but in the interest of contact with the state organization, at least one of the officers must be an active member of The Missouri Writers' Guild.

Any person qualifying for membership in The Missouri Writers' Guild would automatically be accepted as an active member of a Chapter, but a state member is not required to be a member of a Chapter. Associate membership is open to any person interested in becoming a published writer.

Section 3.

Chapters should elect officers patterned after the state organization and cooperate with the state in hosting the annual conference when it is to be in that chapter's area. Chapters may also arrange for regional meetings if they so choose or plan and conduct workshops for people interested in developing writing skills.

Chapter officers are requested to send news of the Chapter's activities to the Board of Directors or the Publicity Director.

ARTICLE XII
AMENDMENTS

Section 1.

Except as provided in Section 2 of this Article of the Bylaws, the provisions and regulations of these Bylaws cannot be amended except upon a two-thirds vote of those present and voting at the regular annual spring business meeting, and then only when each member has been mailed a written statement of the proposed amendment or amendments at least three weeks prior to the business meeting.

Section 2.

These Bylaws cannot be amended by mail vote unless a majority of the Board of Directors approve, and then only upon a two-thirds vote of those voting by mail within the time limit set by the President which shall, on matters relating to these Bylaws, be at least two weeks.

Section 3.

Any amendments to these Bylaws adopted in the future shall be furnished to each member or published in the *Guild News*.