Bylaws of the Editorial Freelancers Association

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1. Purpose

This Association (Editorial Freelancers Association, Inc.), hereinafter referred to as EFA, has been formed to provide the means of developing and implementing programs of benefit to professional editorial freelancers and the publishing industry, and to support and advance the interests of both.

2. Offices

The principal offices of EFA will be located in the City, County, and State of New York.

3. Membership

3.1. Qualifications

3.1.1. Any adult who affirms that he or she contracts his or her services as an editorial freelancer or is professionally qualified to do so may apply for membership in EFA by submitting a written application.

3.1.2. Members will include (but not be limited to) editors, writers, copy editors, proofreaders, indexers, copywriters, researchers, desktop publishers, and translators.

3.2. Classes of membership

EFA may establish classes of membership, along with any qualifications and rights for such classes, by majority vote of the Board of Governors.

3.3. Dues

Membership dues will be determined and established by the Board of Governors, with a majority vote necessary to effect any increases.

3.4. Termination of membership

3.4.1. Any member may terminate his or her membership at any time by submitting a letter of resignation to the Board of Governors or by failing to renew membership.

3.4.2. The Executive Committee may from time to time recommend to the Board of Governors termination of membership when a member is in default of any monetary payment. If a member resigns or if membership is terminated, the Board of Governors may reinstate said member at its discretion.

3.4.3. All memberships will terminate automatically if EFA is dissolved.

3.4.4. All membership rights will cease when the termination becomes effective. Termination does not relieve said member of any accrued liabilities to EFA, its members, or its employees.

4. Officers

4.1. Offices and responsibilities

4.1.1. EFA's four Officers will consist of two Co-Executives, a Secretary, and a Treasurer.

4.1.2. **The Co-Executives** will serve as EFA's Chief Executive Officers. Their primary duties are to oversee the management of EFA's affairs, to preside at Board or membership meetings, and to see that all orders and resolutions of the Board are carried out. They will preside in rotation over regular Board meetings, with the presiding member voting only in the event of a tie.

4.1.3. **The Secretary** will keep the minutes of Board meetings, as well as any records of other meetings of the Board or the membership. The Secretary has custody of EFA's Corporate Seal and will affix and attest this to documents when duly authorized by the Board. The Secretary will be responsible for maintaining all official EFA records.

4.1.4. **The Treasurer** will have care and custody of all EFA funds and securities. Duties include depositing funds in the name of the Association in any EFA bank accounts as directed by the Board; signing and executing all contracts in the name of the Association (when countersigned by one or both Co-Executives); signing all checks, drafts, notes, and orders for payment of

money. In addition, the Treasurer will make periodic written reports to the Board and present a year-to-date report in writing during the Annual Business Meeting. At the conclusion of the fiscal year, he or she will present an annual report fully detailing EFA' financial condition, which will be published in full in the first issue of the Association newsletter after that presentation. The Treasurer will also make the EFA's books and accounts available to any member who makes such a request in writing.

4.1.5. During the absence or disability of the two Co-Executives, the Secretary will preside and exercise all powers and functions of a Co-Executive. During the absence or disability of the Secretary, the Co-Executives will appoint a Secretary pro tempore who will exercise all powers and functions of the Secretary. During the absence or disability of the Treasurer, the Co-Executives will handle the financial affairs of EFA.

4.2. Election of Officers

4.2.1. Officers will be elected at the Annual Business Meeting. Each Officer is elected for a term of two years; Co-Executives are elected in alternating years so that every year one Co-Executive's term will end. Officers can be elected from among the membership, but must be EFA members in good standing for at least one year at the time of election. Other Officers are also elected for two-year terms; each term runs through the second Annual Business Meeting after the Officer's election. No person can hold more than one office simultaneously. Upon expiration of an Officer's term, he or she becomes an ex officio member of the Board for a period of one year.

4.2.2. Nomination: Each spring, the Board will prepare a slate of candidates for election at the Annual Business Meeting. The slate will be included in the Annual Business Meeting notice that is mailed to each member (see 7.1.3), and will be posted on the EFA Web site.

4.3. Removal, resignation, salary

4.3.1. Any Officer may be removed for cause by a two-thirds vote of the Board. In the event of the death, resignation, or removal of an Officer, the Board may at its discretion appoint a successor to fill out the unexpired term.

4.3.2. No Officer will receive any salary for his or her services. Officers who incur out-of-pocket expenses for EFA, however, will be reimbursed upon presentation to the Treasurer of appropriate documentation.

5. The Board of Governors

5.1. Composition of the Board

5.1.1. EFA will be managed by its Board of Governors, whose members will be chosen from among the membership either through election or appointment.

5.1.2. The Board will consist of the four Officers, Committee Representatives (for Committees of Record as designated by the Board), and Members at Large (in a number to be designated by the Board). Ex officio members may participate in Board meetings but have no voting rights.

5.2. Committees

5.2.1. The Board can create Committees to help conduct EFA's business and further EFA's objectives. Each Committee of Record will designate one Representative to the Board who may or may not be the Chair of said Committee. In the event that the Board Representative for any Committee cannot attend a regularly scheduled or special Board meeting, he or she can designate a substitute Representative from the Committee who will have full Board status during the period of substitution. The term of appointment for a Committee Representative will be two years.

5.2.2. Committees of Record can be disbanded by a majority vote of the Board. Ad hoc committees can

be disbanded once their work is completed, or through written correspondence from the Committee Chair to the Board.

5.2.3 The Board can create ad hoc committees as needed. Ad hoc committee members can attend Board meetings, but will not have Board status.

5.3. Members at Large

5.3.1. Members at Large will be elected from among the general membership. Their function will be to represent the interests of a broad base of members, to assist other Governors and Committees with EFA business, and to promote EFA to members and potential members and to the publishing industry. The Board can create as many Member at Large positions as it sees fit, but there will be no fewer than three Member at Large slots on the Board at any time. Members at Large will serve a term of one year.

5.4. Increase or decrease in number of Governors

5.4.1. The number of Governors may be increased or decreased by a majority vote of present and voting members of the Board. No decrease in the number of Governors will shorten the term of any incumbent.

5.4.2. Newly created Board positions can be filled initially by a majority vote of present and voting members of the Board. If the position is one to which an individual must be elected, the appointee will stand for election at the next Annual Business Meeting.

5.5. Resignation and removal

5.5.1. A Board Member may resign at any time by giving written notice to the Co-Executives or the Secretary. The resignation will become effective immediately unless otherwise specified, and acceptance of the resignation will not be necessary to make it effective.

5.5.2. Any Board Member can be removed from office for cause by a two-thirds vote of present and voting members of the Board. Any Board Member can also be removed without cause by a majority vote of members in good standing.

5.6. Compensation

No Board Member will receive any compensation from EFA, directly or indirectly, for serving on the Board, except that he or she can be reimbursed for documented out-of-pocket expenses on behalf of EFA. (See Article 4.3.2.)

6. Meetings of the Board of Governors

6.1. Regular meetings

6.1.1. The regular meetings of the Board will be held on the first Wednesday of every even-numbered month (February, April, June, August, October, December). Board meetings will take place at EFA's main offices unless otherwise indicated. If a scheduled meeting date falls on a legal holiday, the meeting will be held the following Wednesday. Meetings will be chaired by one of the Co-Executives, or, in the absence of both, the Secretary. (See Article 4.1.5)

6.1.2. Each Board Member has one vote. The vote of a majority of the Board Members present will be considered the act of the Board of Governors, provided a quorum is present. A quorum will consist of one half of the entire Board. (If there is an odd number of individuals on the Board, a quorum will be one half of the next even number.) In the absence of a quorum, members can vote to approve amended minutes, to adjourn the meeting, or to effect any unofficial EFA business (e.g., votes of thanks, expressions of condolence).

6.1.3. Board meetings are open to any EFA member, but attendance at Board meetings does not confer Board status.

6.2. Special meetings

The Co-Executives or the Treasurer can call special meetings of the Board with three days' notice to the Governors. The Secretary can call special meetings, on the written request of two or more Board Members.

6.3. Executive Committee

The Executive Committee will consist of the Officers and one other Governor (to be selected by the Board at the first meeting following the annual elections). The elected individual will serve on the Committee for one year. The Executive Committee will handle such business issues for EFA as choosing service providers and vendors, hiring and supervising office staff, and such business as may be conducted from time to time. The Executive Committee will meet at least twice a year at the discretion of the Committee members, who will report on their activities at the next regular Board meeting.

7. Annual Business Meeting

7.1. Purpose, structure, and procedures

7.1.1. The Annual Business Meeting of EFA is held to elect Officers and Members at Large, as well as to report on the Association's business and accomplishments during the past year.

7.1.2. The Annual Business Meeting will be held on the third Wednesday of June of each year. If the scheduled meeting date falls on a legal holiday, the meeting will be held the following Wednesday.

7.1.3. Notice of the Annual Business Meeting will be sent by first-class mail to all members in good standing (those who are listed as members of record at the time of the mailing) no less than 28 days before the meeting. Notice shall include the names of those standing for election or re-election and information on any other matters requiring a vote. Postal notification may be supplemented by electronic notification. If at any time in the future all members are found to have e-mail or analogous capability, the Board may at its discretion dispense with postal notification and make all such notifications by electronic means.

7.2. Voting procedures

7.2.1. All members who receive notification are eligible to vote, and each member shall have one vote. Members who cannot be present at the Annual Business Meeting, or who choose not to attend it, may vote for the officers and governors being elected, and on any matter being voted upon, by mailing their ballots to the office. Ballots mailed from within the Continental United States must be postmarked at least 10 days before the date of the meeting. Members residing or temporarily outside the Continental United States shall make a good-faith effort to determine the maximum reasonable length of time required for delivery to the office, and ensure that their ballots are mailed in a timely fashion.

7.2.2. If at any time in the future the Board finds that the electronic capabilities of the members, and the state of electronic communication, render the requirement of mailed ballots obsolete and unnecessary, it may at its discretion institute purely electronic methods by which the members may vote.

7.3. Order of business

7.3.1. The order of business at the Annual Business Meeting will be as follows: (1) Reports of Standing Committees; (2) Treasurer's Report; (3) Co-Executives' Report; (4) Old Business; (5) New Business; (6) Elections; and (7) Adjournment.

7.3.2. All reports presented will be published in the next edition of the Association newsletter after the Annual Business Meeting.

7.4. Special meetings

Special meetings may be called by the Co-Executives, by a majority of the Governors, or by the membership upon the written request of one third of the existing members who were eligible to vote at the last Annual Business Meeting. The Secretary is responsible for preparing a notice of the meeting—its date, time, place, and purpose—to be sent to members of record by first-class mail in a timely fashion before the date of the meeting.

8. Indemnities

In the event that any individual, acting in the capacity of a Governor, an Officer, or an employee of EFA, is subjected to civil legal process resulting from the individual's EFA activity, and if the individual was acting properly within the scope of his or her authority as defined by EFA, the individual will be indemnified and held harmless from any and all loss, cost, and expense, including reasonable attorneys' fees, and EFA will contribute toward this indemnification.

9. Amendments

9.1. Any or all of the provisions of these Bylaws can be amended or repealed at any time by majority vote of the members on the occasion of the Annual Business Meeting, as detailed in 7.2 above.

9.2. The Board of Governors can also vote to amend the Bylaws or repeal any of their provisions, and must then notify the members of all such changes, and supply an explanation of the reason for such changes. If the members take no action to overrule or cancel such changes on the occasion of the next Annual Business Meeting, such inaction will be taken as ratification by the members of such amendments or repeal.

10. Seal of the Association

The Seal of the Association will be designated by the Board of Governors in accordance with the laws of the State of New York.

11. Fiscal year

The EFA fiscal year extends from September 1 of each year to August 31 of the next year.

12. Construction

If there is any conflict between the provisions of these Bylaws and the provisions of applicable New York State law, applicable law takes precedence.

13. Chapters

13.1. Formation

Whenever sufficient members are found to reside within a geographic area that is outside the area of any existing chapter and outside the national headquarters region (the Metropolitan New York City area), a member within that area may volunteer to organize a chapter. Such organization shall be subject to the Board's approval; or the Board may request some member known to it in that area to organize a chapter.

13.2. Operation

Chapters shall operate in a manner consistent with the EFA bylaws and be subject to the rules and regulations of the Board of Governors.

13.3. Representation

13.3.1. Each chapter may designate a member to be its representative on the Board. Such representatives would be ex officio Board members, included on the Board listserve, and may attend Board

meetings in person, by telephone, or electronically, and their written comments and suggestions (submitted by mail or electronically) shall be included, at least in substance, in the Minutes of the Board.

13.3.2. The designated representative may be changed temporarily as needed (e.g., if one member of a chapter will be in New York City at the time of a Board meeting, the chapter may designate him or her its ad hoc representative).

13.4. Finance

Each chapter would be allocated a yearly sum, based on the number of dues-paying EFA members in the chapter at the start of the fiscal year, from which the chapter officers could request reimbursement for chapter expenses on presentation of invoices or other documentation of such expenses incurred or to be incurred. Additional grants for chapter startup expenses may also be made at the Board's discretion.