

BYLAWS
PERIGEE: PUBLICATION FOR THE ARTS
An Unincorporated Association

The undersigned members of this unincorporated association, natural persons 18 years of age or older, adopt the following bylaws.

Article I: Name of Association

The name of this unincorporated association is Perigee: Publication for the Arts.

Article II: Purpose of the Association

The association is organized and operated exclusively for literary and educational purposes.

Subject to the limitations set forth in the Articles of Association, the purposes of this association shall be to engage in any lawful activity, none of which is for profit, for which associations may be organized under Section 501(c)(3).

The association's primary purpose is to promote literary arts and provide a venue for their publication, distribution, and appreciation.

To this end, the association shall produce publications on a regular basis devoted to verse, prose, and visual art; shall publish work from third parties; shall involve itself in the education and appreciation of literary work; shall hold contests and provide awards. All funds, whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Article III: Membership

Any person who supports the above purposes is eligible to apply for membership.

Article IV: Meetings

Section 4.01 (Place)

Meetings of members shall be held at a place to be designated from time to time by the Board of Directors.

Section 4.02 (Regular Meetings)

Members shall meet regularly as determined by the Board of Directors. Directors and Officers shall be elected as prescribed in Articles VI and VII of these bylaws at the annual meeting held in November of each year.

(cont.)

Section 4.03 (Special Meetings)

Special meetings of members shall be called by the President or Secretary or any two (2) Directors of the Association, and held at such times and places as may be ordered by resolution of the Board of Directors or not less than ten (10) percent of the voting members of the Association. Notice shall be made to all members at least ten (10) business days before the scheduled date for such a special meeting. Such notice shall state the reasons for the meeting, the business to be transacted, and by whom the meeting was called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Section 4.04 (Quorum)

Three (3) members in good standing shall constitute a quorum.

Article V: Voting

At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot any indication as to who cast said ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

Each member and director shall have one vote, and said vote may not be made by proxy.

Article VI: Directors

Section 6.01 (Qualifications)

Any individual member of this association is qualified to be a Director hereof, provided they have been a member for at least ninety (90) calendar days and are currently, and have for at least that period of time been, in good standing.

Section 6.02 (Election)

Directors shall be elected by the members present in person at the annual general meeting of the association in November. Directors shall be eligible for re-election provided they continue to meet the qualifications for office.

Section 6.03 (Terms of Office)

Each Director shall be elected for a period of one year, and shall serve from January 1st to December 31st in any calendar year.

Section 6.04 (Duties)

It shall be the duty of the Directors:

- (a) To perform any and all duties imposed on them collectively or individually by law, by the Articles of Association or by these bylaws.

(cont.)

- (b) To employ such officers, agents, and employees as may be authorized from time to time by the vote or written consent of the majority of the members of the association.
- (c) To supervise all officers, agents and employees of this association to assure that their duties are properly performed.
- (d) To register their addresses with the secretary of the association, and notices of the meetings mailed to them at such addresses shall be valid notices thereof.

Section 6.05 (Compensation)

Directors will serve without compensation.

Section 6.06 (Removal)

The entire board of directors, or any individual director, may be removed from office at any time by the vote of a majority of the members. If any or all directors are so removed, new directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed directors. If new directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 5.07 hereof.

Section 6.07 (Vacancies)

- (a) Vacancies in the board of directors shall exist (1) on the death, resignation, or removal of any director; (2) whenever the number of directors authorized by the Articles of Association is increased by an amendment to the Articles of Association; and (3) on failure of the members in any election to elect the full number of Directors authorized.
- (b) Vacancies shall be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director.
- (c) A majority of members of the association may elect a director at any time to fill a vacancy not filled by the Directors as provided in part (b) of this section. Should all of the Directors become vacant and there is consequently no Director left to fill vacancies, the vacancies shall be filled by a majority of the members present at a regular or special meeting of members called for that purpose, provided a quorum is present.
- (d) Persons elected to fill vacancies shall hold office for the unexpired terms of their predecessors, or until their removal or resignation as provided in the bylaws.

Article VII: Officers

Section 7.01 (Initial Officers)

The initial officers of the organization shall be as follows:

President: Robert Judge Woerheide
Vice President: Susan Fellows
Secretary: Kathryn Margery Woerheide
Treasurer: Robert Judge Woerheide

Section 7.02 (President)

The President shall preside at all membership meetings. He or she shall by virtue of his office be Chairman of the Board of Directors. He or she shall present at each annual meeting of the organization an annual report of the work of the organization. He or she shall appoint all

(cont.)

committees, temporary or permanent. He or she shall see all books, reports and certificates required by law are properly kept of filed. He or she shall be one of the officers who may sign the checks or drafts of the organization. He or she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Section 7.03 (Vice President)

The Vice President shall in the event of the absence or inability of the President to exercise his or her office become Acting President of the organization with all the rights, privileges, and powers as if he or she had been the duly elected president.

Section 7.04 (Secretary)

The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his or her duty to file any certificate required by any statute, federal or state. He or she shall be the official custodian of the records and seal of this organization. He or she shall present to the membership at any meetings any communication addressed to him or her as Secretary of the organization. He or she shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

Section 7.05 (Treasurer)

The treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He or she shall cause to be deposited in a regular business bank or trust company the total sum. He or she must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He or she shall render at stated periods, as the Board of Directors shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors.

Section 7.06 (Compensation)

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving compensation from the organization for duties other than as a director or officer.

Article VIII: Salaries

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

Article IX: Committees

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

(cont.)

Permanent committees may be established in special or regular meetings by the action of the Board of Directors.

Article X: Dues

The dues of this organization shall be \$0.00 per annum and shall be payable on January 31st.

Article XI: Amendments

These bylaws may be altered, amended, repealed, or added to by an affirmative vote of not less than sixty-six percent (66%) of the members. Any proposed amendment or alteration shall be submitted to the membership, in writing, at least thirty days before the meeting at which they are to be acted upon.

Signed: _____ (President) Date: _____

Signed: _____ (Vice President) Date: _____

Signed: _____ (Secretary) Date: _____

Signed: _____ (Treasurer) Date: _____