

BYLAWS
Florida Authors and Publishers Association, Inc.
Updated August 2 2024

NAME AND PURPOSE

Section A: Name

The name of this organization is "Florida Authors and Publishers Association, Inc." (hereinafter called FAPA). The organization was founded November 2, 1996 and Incorporated as a 501(c)(3) entity on February 24, 2014. The registered office of the Association shall be located in the State of Florida.

Section B: Purpose

FAPA is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986, as amended, and may make expenditures for one or more of these purposes.

Mission: Florida Authors and Publishers Association, Inc. (FAPA) is dedicated to providing the highest quality of information, resources, and professional development to members and others interested in the writing and publishing professions in the State of Florida.

Article 1 – Board Function

Without limiting or expanding the foregoing, the Association's specific purpose shall be to provide a forum for better utilization of human ability and potential in the businesses of writing and publishing by:

- a. Providing leadership in the fields of writing and publishing
- b. Providing access to materials and resources that can lead to professional development in the field of writing and publishing
- c. Educating writers and independent publishers on the resources, advantages, and opportunities of self-publishing
- d. Fostering closer relationships between writers and publishers
- e. Encouraging the participation and affiliation of individuals or groups concerned with specialized areas of activity or interests within the broad field of writing and publishing
- f. Providing forums to share trends, ideas, resources, tools, and techniques in the fields of writing and publishing

Article 2 – Governance and Management of Association

The Association shall be governed and managed by a Board of Directors elected by the membership. The Board of Directors shall set policies within the limits prescribed by these Bylaws.

Article 3 – Fiscal Year

The fiscal year for FAPA shall commence on the first day of September and end on the last day of August the following year. This aligns with our annual conference, FAPA's largest expenditure. It also aligns with the assumption of the new President and selection of new board members.

Article 4 – Equal Opportunity

FAPA offers equal opportunity to all eligible members, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, veteran status, and physical or mental impairment.

Article 5 – Legal Compliance

Materials and activities provided by the Association shall be visible to members and in compliance with Florida State and federal laws and guidelines pertaining to nonprofit organizations, nondiscrimination, and equal opportunity.

Article 6 – Political Activities

The Association will restrict its lobbying efforts to an insubstantial part of its total activities and will refrain from participating in the political campaigns of candidates for local, state, and federal offices.

Article-7 – Membership

a. Definition of a Member

Membership shall be open without restriction to anyone involved in the professions of writing or publishing or any student engaged in learning activities related to these professions upon tender of an application and prescribed dues to the Board Member responsible for Member Services.

b. Types of Membership:

1. Standard Membership (regular membership)
2. Partner Membership (offered to business partners)
3. Student Membership (offered to full-time students)

c. Benefits of Membership:

1. Association newsletter
2. Discounted registration for the conferences and other association events
3. Networking opportunities

4. Opportunity for authors and publishers to include their books in the online FAPA bookstore
5. Workshops and other educational opportunities
6. Participation in promotional opportunities provided by our Partner Members

Article 8 – Dues

The annual dues for each member category shall be reviewed and determined by the Board of Directors at the beginning of each Fiscal year. Any changes in dues shall be communicated to all current members immediately once a vote by the Board has been taken.

Article 9 – Annual Association Meetings

- a. Annual meetings shall be held at a time and place to be announced by the Board of Directors. The annual meeting is usually scheduled in conjunction with the annual conference or as soon after the conference as is practical.
- b. Any number of members attending a regularly scheduled annual meeting or a special meeting called for by the majority of the Board of Directors shall constitute a quorum for the conduct of business.

Article 10 – Election Procedures

- a. Elections to the Board of Directors will be held each year either during the annual membership meeting or via email ballot within one month of the annual membership meeting.
- b. The annual membership meeting will normally be held in conjunction with the annual conference (FAPACon), either before, during, or immediately after. The annual membership meeting may also be conducted via an internet meeting if an “in-person” meeting at the conference is not feasible.
- c. Not less than three months preceding the annual meeting, the President shall appoint a Nominating Committee that will be chaired by the President-Elect.
- d. In collaboration with the President, the Nominating Committee shall choose the election method used, electronic or in person, based upon the time and location of the annual membership meeting.
- e. The Nominating Committee will prepare an application form for candidacy and post it, along with a due date, on our website. Additionally, board vacancies and application procedures will be announced in the FAPA Newsletter, on FAPA social media, and on our website two months before the annual membership meeting.

- f. In order to be eligible for consideration to the Board of Directors, each person must:
 - a. Be a current member in good standing of FAPA at least from the time application is completed through the annual membership meeting or the end of the election process.
 - b. Complete the application online by the due date.
- g. All eligible candidates will be included on a ballot, which will be emailed to the entire membership one month prior to the annual membership meeting.
 - a. If the entire election is held electronically, the President-Elect shall appoint a member of the Nominating Committee to manage the electronic ballots and to tally the results.
 - b. If the election is held in person at the membership meeting, paper ballots will be distributed and collected. Since the entire membership will be afforded the opportunity to cast a vote, electronic absentee ballots cast before the meeting will be counted along with the paper ones.
- h. Each member may cast a "Yes" or "No" vote for each of the candidates. This means that they may cast "Yes" votes for as many candidates as they choose. For election to the board, a candidate must receive "Yes" votes from the majority of those who voted.
- i. If there are more candidates than there are vacancies, the candidates with the most votes will be selected to serve on the board.
- j. The term of service on the board of directors will commence the day after the conclusion of the annual conference or the day after the election, whichever comes later. Board members who are reelected to another term will continue with no gap in service.

Article 11 – Board of Directors

- a. The business of FAPA shall be conducted by a Board of Directors. The Board shall be composed of not more than fifteen (15), nor fewer than three (3) members.
- b. All board members must be Association members in good standing at the time of their nomination and will be selected by members present at the annual meeting or via email ballot.
- c. Board members receive free annual membership and may register free of charge for all Association seminars and conferences, as long as they are active members of the Board. Membership dues paid before joining the board will not be refunded, but membership renewals regardless of type will be free as long as the member remains on the board.

- d. Board meetings will be conducted monthly at the direction of the President in coordination with all Board members.
- e. All Board members and committee chair members serve voluntarily without compensation. However, nothing herein shall prevent the Board from selecting from among its members a person to serve as a paid Association Manager whose duties and salary shall be determined by the Board.
- f. All Board members may be reimbursed for FAPA-related travel and other expenses at the discretion of the Board.
- g. All former Association Presidents shall be granted free lifetime FAPA membership for their dedication and service to the Association.
- h. Other than the President-Elect and President, the terms of all Board members shall be two years unless re-elected by the membership.
- i. Assumption of the role of President-elect is a three-year commitment with one year each served as President-elect, President and Immediate Past President.
- j. In the event a Board vacancy occurs during the year, the President may appoint an Interim replacement until the next scheduled board election.

Article 12 – Duties of the Board of Directors

Specific duties of the Board of Directors shall be outlined in Board Job Descriptions found in the Association Operating Procedures. In general, the duties of the members of the Board of Directors include:

- a. Oversee all elements of the Association operation and maintenance and regularly reporting status to the membership
- b. Establish uniform annual membership fees
- c. Propose Bylaw amendments to the membership for a vote
- d. Convene annual meetings
- e. Organize seminars and conferences as necessary
- f. Promote member participation in book shows, fairs, and other appropriate public events
- g. Establish FAPA policy
- h. Provide a membership directory to members
- i. Recruit new members and board nominees
- j. Do all other things necessary and proper to further the purposes for which FAPA was founded

- k. Adopt operational procedures
- l. Create and adopt an annual budget. The Treasurer may approve unbudgeted expenses up to the amount \$300. Expenses greater than that must be approved by a majority of the Board.

Article 13 – Affiliates

FAPA maintains professional relationships with related writing and publishing organizations in order to further the Association's purposes and goals and to add value to its members.

Article 14 – Amendment of Bylaws

These Bylaws may be amended:

- a. By referendum from the Board of Directors at a membership meeting and a subsequent affirmative vote by a simple majority by the members in good standing present at the annual meeting or through a written vote, or
- b. By motion from the floor at a membership meeting. When the amendment is sponsored by a motion from the floor, a two-thirds (2/3) majority of those members in good standing present and voting shall be required.

Article 15 – Dissolution

- a. FAPA may be dissolved by a vote of two-thirds (2/3) of the Board of Directors.
- b. In the event of dissolution, after all liabilities and obligations of FAPA have been satisfied, and assets held for return have been returned, any remaining funds shall be distributed among such not-for-profit organizations as may be designated by the Board of Directors provided such organizations have a current Internal Revenue Service Code Chapter 501(c)(3) designation.

Article 16 – Dedication of Assets

The properties and assets of this nonprofit organization are irrevocably dedicated to fulfillment of the objectives and purposes of this organization as set forth in these Bylaws. No part of the net earnings, properties, or assets of this organization, on dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or any member or Director of this organization except in fulfillment of said objectives and purposes. On liquidation or dissolution, all properties and assets and obligations shall be distributed pursuant to the nonprofit provisions of the Florida Statutes.

These Bylaws were amended on 1-5-2014.

These Bylaws were amended on 8-4-2018.

These Bylaws were amended on 8-10-2022.

These Bylaws were amended on 8-2-2024.

Robert C. Jacobs Delene G. Miller
President Secretary