

# **Bylaws of The Freelance Forum**

As revised by vote of the membership on 8/7/2008

## **I. NAME**

This Association shall be known as “The Freelance Forum.”

## **II. OBJECTIVES**

The Objectives of the Association shall be:

- A. To supply solutions to the problems of running a freelance business in the creative industry (billing, taxes, legal matters, etc.). Information will be provided by expert speakers at club meetings as well as from the exchange of ideas within the membership.
- B. To provide an atmosphere of camaraderie and support based on the common goals and issues of being a Freelancer.
- C. To provide the opportunity for networking and provide information to members on managing a small business; to publish a membership directory and provide the opportunity for sharing knowledge and experience among members.
- D. To improve the image of freelance operation as a viable, necessary, and, therefore, respectable business and to promote this image.
- E. To create and maintain standards of business operation and ethics. This standard will encompass pricing guidelines, client relations and business morality. This standard should be instilled in the Freelance community beginning at the college level by way of club members speaking to creative departments of area colleges.

## **III. MEMBERSHIP**

- A. Eligible members shall be self-employed in a creative capacity in the creative industry, including but not limited to art directors, desktop publishers, fine artists, graphic designers, illustrators, all creative writers, internet and multimedia professionals, pre-press/production artists, photographers and retouchers, videographers, and print brokers, working for themselves with no more than one additional employee.
- B. There shall be five forms of membership, each renewable on a yearly basis.
  - 1. Single membership: Single membership shall apply to one individual and is not transferable.
  - 2. Couples membership: Couples working in the same business at the same business address will enjoy a membership fee savings of 1/2 of the second member’s normal Single Member fee. Couple membership is not transferable.
  - 3. Student membership: Student membership shall apply to an individual showing student identification. Student membership is not transferable.
  - 4. Honorary membership: Honorary Members shall be appointed by the Executive Board only and subject to confirmation by the Board annually. Honorary members shall be non-paying, non-voting and non-office holding members. Honorary membership is not

transferable.

5. Corporate Sponsorships may be obtained subject to the majority approval of the Executive Board.

6. Corporate sponsorships may not be offered to companies that offer products or services which conflict with the objectives and/or goals of the Freelance Forum.

C. No qualified person shall be denied membership on the basis of race, religion, national origin, or gender. The Freelance Forum reserves the right to decline membership to anyone whose goals, personal agenda, or behavior is contrary to the image or objectives of The Freelance Forum. Such a decision is subject to a unanimous vote of the Executive Board.

D. Executive Board may expand or change the privileges of any membership class or create new membership classes in addition to those defined in this section. Any new membership class created by the Executive Board or changes to existing classes must be presented to the full membership for approval by majority vote as an amendment to these bylaws. Members who joined in a class that is eliminated will have their memberships converted to another class of equal or lesser privileges than that of the eliminated class.

#### **IV. MEETINGS**

A. Members will be notified of the date, time and place of each monthly meeting. Unless otherwise agreed by the Executive Board, the Freelance Forum shall meet the first Thursday of each month at a time and place to be determined by the Executive Board.

B. Special meetings may be called by the President or by written petition of at least 25% of the membership.

C. Approximately 15 to 30 minutes of each monthly meeting shall be reserved for Freelance Forum business (announcements, elections, questions, etc.) and the remainder of the meeting shall include an educational program.

D. Only members in good standing may vote on issues brought before the membership by the Executive Board for approval. Each single, couples and student member shall have one vote.

#### **V. DUES & ASSESSMENTS**

A. Membership dues shall be payable annually. Dues shall cover all normal operating expenses of The Freelance Forum. Increase of the annual dues shall be determined by the Executive Board. The Executive Board shall set the annual dues for a new class of membership at the time of its implementation. No dues shall be refunded to any member whose membership terminates for any reason.

B. The fee for attending a meeting of The Freelance Forum by non-members on a “per meeting” basis shall be \$10.00 per meeting unless otherwise determined by the Executive Board.

C. The Executive Board, in its sole discretion, may establish other fees for organized events sponsored by the Association.

D. Any member who for any reason fails to pay an indebtedness due The Freelance

Forum within 60 days from the due date shall be automatically suspended, receiving written confirmation of this suspension from the Treasurer. If the default is not corrected within 30 days thereafter, said member shall be automatically dropped from the membership roll, and shall forfeit all rights and privileges of membership.

## **VI. THE EXECUTIVE BOARD**

A. The governing body of The Freelance Forum shall be the Executive Board that will consist of the officers, the Immediate Past President and one member at large elected directly from the membership, each with full voting rights to serve for a one-year term. A majority of the Executive Board members present shall constitute a quorum.

B. The President shall act as Chairman of the Executive Board, presiding at all meetings. The Vice-President shall serve as Vice-Chairman, presiding in the absence of the Chairman. The duties of the Chairman shall include the arrangement of meetings and the meeting place, keeping Executive Board members informed of its actions, and ensuring that Executive Board members perform the duties assigned to them.

C. The Executive Board cannot conduct an official meeting without the attendance of either the Chairman or the Vice-Chairman. Regular meetings of the Executive Board shall be held a minimum of once monthly unless otherwise determined by the Executive Board. Special meetings may be called by the Chairman, Vice-Chairman or two or more directors on a seven days notice to each member of the Executive Board.

D. The business and affairs of The Freelance Forum shall be managed solely by the Executive Board. The decisions of the Executive Board on all matters delegated in these Bylaws to the Executive Board shall be final.

E. If for any reason there is a vacancy on the Executive Board of an elected member other than the President before June 1st, a general election will be held to replace that elected official and subsequently fill the Executive Board vacancy. After June 1st, the Executive Board shall appoint a replacement to serve the remainder of the term. In the event of a vacancy in the Presidency, the Vice-President shall become President and the Vice Presidency shall be filled as above.

F. The Executive Board shall approve all expenditures of The Freelance Forum.

G. The Executive Board shall appoint such committees as it deems appropriate.

H. Any sitting Executive Board member can be removed by failing to attend three (3) meetings of the Executive Board during any year he/she is elected or appointed to serve or by failing to perform his/her duties. Any member of the Executive Board may be removed at any time with just cause, either at a regular meeting, at a special meeting called for such purposes, or by affirmative vote of the Executive Board at a directors meeting. Removal must be approved by 2/3 vote of the remaining members of the Executive Board. However, if the Executive Board, at its discretion, desires to reappoint the Executive Board member, it may do so by majority vote of the remaining Executive Board members.

I. Any member of The Freelance Forum in good standing can attend an Executive Board meeting, but may not vote at such meetings.

## **VII. OFFICERS & ELECTIONS**

- A. The officers of The Freelance Forum shall consist of a President, Vice-President, Secretary and Treasurer, all of whom shall automatically become members of the Executive Board.
- B. The officers and Member at Large shall be elected by a majority vote taken by secret ballot of the voting membership either online or at the November or December meetings, taking office the following January and serving for one year.
- C. Nominations for candidates for offices may be taken at the September or October meetings or may be taken by email, mail or fax to the Secretary of the Association within seven days following the October meeting. Any member in good standing may place in nomination from the floor any other member in good standing for any position, provided he/she has the permission of the member being nominated and his/her consent to serve if elected. Any member in good standing may also nominate himself/herself as a candidate for elected position.
- D. The slate of candidates shall be introduced to the membership at the general meetings in October or November.
- E. The annual election shall be completed online or during the December general meeting. Only members in good standing as of the December meeting may vote in the election. Ballots shall be distributed to all members in good standing. Each voter may cast only one vote for each elected position either in person or by written ballot as provided herein. Voters may not vote for the same candidate for more than one position. Voting shall be accomplished through distribution of ballots no less than two weeks before the election date and must be returned by the election date by mailing to The Freelance Forum address, or sent via facsimile to the Secretary. In case of a tie(s), a second ballot shall be distributed to the members present at the election and used for breaking the tie(s).
- F. It shall be the duty of the President to supervise the other officers and Executive Board members, assuring their performance of the duties of their respective offices and duties assigned to them by the President.
- G. Members may serve as an Executive Board officer for no more than four consecutive years.
- H. Outgoing Executive Board Members shall assist incoming Executive Board Members in learning the duties of their positions during November, December and January following the elections of the new Board Members.
- I. All Executive Board Members shall read the By-Laws upon election to their position.

## **VIII. DUTIES OF THE OFFICERS**

### **A. General Duties**

1. All officers are required to attend both Regular and Executive Board meetings and may only miss 3 Regular meetings and 3 Executive Board meetings per term and only due to illness, family crisis, work, vacation or religious holiday.

2. Officers who expect to miss either a Regular or Executive Board meeting must inform the President.

3. Should an officer miss more than the allotted meetings, fail to perform his/her job duties, and/or fail to act in a civil, cooperative or professional manner with one or more Executive Board member, he/she will be subject to impeachment by unanimous vote of the remaining Executive Board.

#### B. President

1. It shall be the duty of the President to have general charge of the business, affairs, and property of The Freelance Forum with general supervision over its officers and agents.

2. The President shall preside at all meetings of the membership and Executive Board, preserving order and supervising the observance of the By-Laws.

3. It shall be the duty of the President to appoint all committees and serve as the Immediate Past President the year following the year of his/her Presidency.

#### C. Vice-President

1. It shall be the duty of the Vice-President to attend to the duties of the President in his/her absence and such other duties as assigned to him/her by the President.

2. The Vice-President shall supervise the Committee Heads.

3. The Vice-President shall perform other duties designated by the President or the executive Board.

#### D. Secretary

1. It shall be the duty of the Secretary to keep correct minutes of all business transacted at the meetings of The Freelance Forum and of the Executive Board. The Secretary may delegate to the membership committee his/her responsibility for keeping records of the membership and meeting attendance.

2. The Secretary shall be responsible for giving notice of special meetings of the Membership and special meetings of the Executive Board.

3. The Secretary shall keep all non-financial documents for The Freelance Forum.

4. The Secretary shall perform all other duties designated by the President or the Executive Board.

#### E. Treasurer

1. The Treasurer shall keep full and accurate financial records of all receipts and disbursements in books belonging to The Freelance Forum.

2. It shall be the duty of the Treasurer to deposit all money and other valuables in the name of and to the credit of The Freelance Forum in such depositories as may be designated by the Executive Board.

3. The Treasurer shall maintain The Freelance Forum bank account and accounting records for these funds and to report the financial status of these funds at each monthly meeting of the Executive Board.

4. The Treasurer shall pay all approved expenses of The Freelance Forum. Checks made out for \$1000 or more require prior approval of the Executive Board.

5. The Treasurer shall perform all other duties designated by the President or the Executive Board.

6. The Treasurer shall work with the incoming President, the previous year's Treasurer and the Secretary in developing a budget for the fiscal year by the end of January of his/her term. Such a budget should reflect all predictable expenses and forecasted expenses that are based on membership, new programs and discontinued programs.

## **IX. FISCAL CONTROL**

A. No funds of The Freelance Forum shall be distributed to its members, directors, officers, or private persons, except for reimbursements or payment for services and/or products purchased for the benefit of the organization.

B. No members shall be financially interested, directly or indirectly in any agreement or transaction for furnishing services, facilities, or supplies relating to the operations conducted by the The Freelance Forum for compensation, unless otherwise approved by unanimous consent of disinterested members of the Executive Board.

C. The fiscal year of The Freelance Forum shall be from January 1 through December 31.

D. Disbursements

1. Disbursements over \$50 shall be made only by check and any disbursement for \$5.00 or more shall be supported by voucher or receipt.

2. All checks, drafts, notes and evidence of indebtedness of The Freelance Forum shall be signed by the Treasurer.

3. The Treasurer shall have authority to sign checks in an amount not to exceed \$8000 and all checks over \$1000 shall require prior approval of the Executive Board

4. Any disbursement over the amount of \$1,000 shall be approved by a vote of the Executive Board.

E. Annual Budget

1. Prior to the end of January the Executive Board shall prepare an estimated budget for that fiscal year.

2. This budget must be approved by a unanimous vote of the Executive Board.

## **X. SUSPENSION**

Any member who continually disrupts meetings verbally or physically, after warnings from the President or Vice-President can be suspended from participating in The Freelance Forum's activities for such period of time, approved by a majority vote of the Executive Board. The members acknowledge that an objective of the Association is to promote the exchange of ideas. In order to encourage sharing of ideas among members, any member who intentionally uses information obtained at an Association meeting to compete with other members, or to solicit business from customers of other members,

shall be suspended by a majority vote of the Executive Board for cause.

## **XI. RESOLUTIONS**

A. Any resolution or motion submitted by a member shall be considered and approved or disapproved solely by the Executive Board. Such matters, if offered at a regular meeting of The Freelance Forum, shall be referred to the Executive Board.

B. No person or organization shall be permitted to appeal to the membership for funds or for any purpose at a regular meeting. Individuals or organizations shall make their appeal to the Executive Board at any regular meeting.

C. A majority of the votes cast at a regular or special membership meeting shall determine the decision on any matters brought to a vote of the membership.

D. No person shall sell or distribute any copyrighted material or software without the express permission of the author or publisher during any Freelance Forum event.

## **XII. AMENDMENTS & RULES OF ORDER**

These By-Laws may be amended at any regular or special meeting of The Freelance Forum. To amend the By-Laws, a majority vote of the membership present is necessary, provided that the Secretary has mailed each member a copy of such proposed amendment at least ten (10) days before the date of the meeting at which the vote is to be taken. Email notification to the membership shall constitute a mailing.

## **XIII. QUORUM**

A. 15% of the members in good standing shall constitute a quorum at any meeting of the members of the Association. If a quorum shall not be present at any such meeting or any adjournment thereof, a majority of such members as are present may adjourn such meeting until a quorum shall be present. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

B. 25% of the members in good standing must be present at a general or special meeting in order to conduct an immediate, deciding vote on any issue requiring a vote of the membership.

C. All active committees shall hold regular meetings as necessary and may hold special meetings at the call of the Head of that Committee. A majority of the members of any committee shall constitute a quorum for the transaction of the business of the committee meeting.

## **XIV. PROXIES & NOTICES**

A. No member may vote by proxy at a general or special meeting.

B. Whenever notice is required under the provision of these By-laws, a written waiver of the notice signed by the intended recipient, before or after the fact, shall be deemed to be the equivalent of such notice. Any member or officer who attends a meeting without protesting the commencement of the meeting or the lack of notice shall be conclusively deemed to have waived notice of such meeting.

## **XV. LIMIT OF AUTHORITY**

Except as otherwise specified in these By-laws, no member shall act in the name of The Freelance Forum or take any action that would bind The Freelance Forum unless given express written permission to do so by the President or by vote of the Executive Board.

## **XVI. DISSOLUTION**

Upon the dissolution of The Freelance Forum, assets of the Association shall be distributed first for payment of all outstanding debts incurred by The Freelance Forum and any remaining funds shall be donated to a charity or charities to be determined by the Executive Board.

## **XVII. INDEMNIFICATION**

A. The Freelance Forum shall, in accordance with Georgia Law, and to the extent legally permissible, indemnify and hold harmless any person serving or who has served as a Director, Officer, employee, or duly authorized agent of The Freelance Forum against all liabilities and expenses, including amounts paid in satisfaction of judgment, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such individual in connection with the defense or disposition of any claim, action, suit or other proceeding whether civil or criminal, in which such individual may be involved or with which such individual may be threatened, while serving or thereafter, by reason of being or having been such a Director, Officer, employee, or agent, except with respect to any matter as to which such individual shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such individual's action was in the best interest of The Freelance Forum.

B. Expenses, including counsel fees, reasonably incurred by any such Director, Officer, employee, or agent in connection with the defense or disposition of any such claim, action, suit or other proceeding may be paid from time to time by The Freelance Forum in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay The Freelance Forum the amounts so paid if it is ultimately determined that indemnification of such expenses is not authorized herein. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such Director, Officer, employee, or agent may be entitled.

C. The Freelance Forum may, at the option of the Executive Board, purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of The Freelance Forum or who is or was serving at the request of The Freelance Forum as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such individual and incurred by such individual in or arising out of such individual's position, whether or not The Freelance Forum would be obligated or empowered to indemnify such individual against such liability under this Indemnification Section XVII.

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