

BYLAWS
OF
FAITH, HOPE, & LOVE CHRISTIAN WRITERS, INC.
(Incorporated under the laws of Idaho, as a non-profit corporation on March 26, 2021)

ARTICLE 1
Name

The name of this corporation (sometimes referred to as “FHLCW” or “FHL”) is **FAITH, HOPE, & LOVE CHRISTIAN WRITERS, INC.**

ARTICLE 2
Purposes and Limitations

Section 2.1. The organization is hereby formed for the following purposes:

2.1.1 To promote excellence in Christian fiction and/or fiction written from a Christian worldview. To help Christian writers establish their careers and to provide continuing support for writers within the fiction publishing industry; and

2.1.2. To carry on such other activities as are permissible for a nonprofit corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as the same may be amended or supplemented (“IRC”).

Section 2.2. Notwithstanding any other provision of these Bylaws, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under IRC Section 501(c)(6) or by a nonprofit corporation formed under the laws of the organization’s state of incorporation.

ARTICLE 3
Members

Section 3.1. The membership of the organization shall be composed of Christian writers who are pursuing a writing career.

Section 3.2. Membership eligibility. All individuals who have attained the age of 18 and who agree to accept the purposes of the organization, agree to faithfully observe and be bound by the FHLCW Bylaws and agree to the organization's statement of faith shall be eligible to apply for membership. Membership shall be obtained only after approval of an appropriate membership application and payment of the organization dues. Failure to meet financial obligations to the organization shall result in loss of membership and privileges.

3.2.1. FHLCW Statement of Faith: Members of FHLCW agree that Jesus is God

incarnate, salvation comes by grace through faith in Jesus Christ alone, and confirm that the Bible is God's Word.

Section 3.3. Membership categories. The organization will have the following classifications of membership:

3.3.1. All persons seriously pursuing a writing career are eligible for general membership.

3.3.2. Honorary memberships may be approved by a 3/5 vote of the Board of Directors. Honorary members will not have voting privileges.

Section 3.4. Membership dues. Annual membership dues and/or assessments shall be determined by the Board of Directors. Such dues and/or assessments shall be paid in accordance with a schedule approved by the organization's Board of Directors. Membership in the organization carries a definite obligation to pay membership dues as well as any assessments established by the organization's Board of Directors. Failure to pay within thirty (30) days of said due date will result in loss of membership. Dues and assessments are not refundable unless otherwise approved by the Board of Directors.

Section 3.5. Membership term. The term of membership in this organization shall be established by the Board of Directors and shall be automatically renewable upon timely payment of membership dues, as determined by the Board of Directors.

Section 3.6. Membership meetings. All the organization members shall be welcome to attend group meetings, which shall be held at a time and place determined by the Board of Directors. Notice of each meeting shall be emailed to members via the announcement email group.

Section 3.7. Membership voting. Only general members of the organization are eligible to vote.

ARTICLE 4

Board of Directors

Section 4.1. General Powers. Except as otherwise provided in the Articles of Incorporation, the affairs of the organization shall be governed by its Board of Directors. It shall be the Board of Directors' duty to carry out the objectives and purposes of the organization, and the Board of Directors may exercise all powers of the organization except as otherwise reserved in these Bylaws and the Articles of Incorporation of the organization.

Section 4.2. Composition. The Board of Directors shall be composed of the Officers and Directors of the organization. The duties and voting rights of all Officers and Directors must comply with Idaho Law and be outlined in the organization's policies. The total composition of the organization's Board of Directors shall not exceed eight Officers and Directors.

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4.2.1. Officers. Officers of the organization shall be the President, Vice President, Secretary, and Treasurer.

4.2.2. Directors.

Section 4.3. Removal or Resignation of Directors.

4.3.1. Automatic Removal. Any Officer or Director who fails to maintain general membership in the organization shall be automatically removed from office, without any vote of the membership.

4.3.2. Removal. The members may remove one (1) or more Officers or Directors elected by them without cause. The Officer or Director may be removed if the number of votes cast to remove the Officer or Director would be sufficient to elect the Officer or Director. An Officer or Director elected by members may be removed by the members only at a meeting called for the purpose of removing the Officer or Director and the meeting notice must state that the purpose, or one (1) of the purposes, of the meeting is removal of the Officer or Director.

4.3.3. Resignation. Any Officer or Director may resign at any time by delivering written notice via mail, email, courier, or facsimile transmission to any other member of the Board of Directors. Any such resignation shall be effective and binding upon receipt or, if a later time or date is specified in such resignation, at such later time or date.

Section 4.4. Vacancies. Any vacated Officer or Director position shall be filled by appointment by the President, subject to approval by the Board of Directors, as promptly as reasonably possible. Any such appointee to a vacant position shall serve the remainder of the unexpired term for that position. If the office of President becomes vacant, then the position shall be filled in accordance with Idaho Law.

4.4.1. Eligibility. Candidates eligible for appointment to a vacant position shall be general members who otherwise meet the position requirements as defined in these Bylaws.

Section 4.5. Resolution of Disputes. The Board of Directors shall make the final decision in all disputes among committees, Officers, Directors, and/or others concerning organization functions and business.

**ARTICLE 5
Elections**

Section 5.1. Election Schedule. Elections shall be conducted during the fourth quarter of the organization's fiscal year. Officers and Directors shall take office on the first day of the new fiscal year, subject to any timely filed challenges.

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Section 5.2. Qualifications. In order to be eligible for a Board position (whether elected or appointed), a candidate must: (1) be a general member of the organization; (2) have been a general member of the organization for a minimum of a year before taking office; and (3) not have a material conflict of interest that would disqualify the person from holding the intended office.

Section 5.3. Term Lengths and Limitations. An individual may hold only one position on the Board at any time. No candidate may run for more than one position at a time. Directors may run for office while serving on the Board. Terms shall be no longer than two years in length and commence on the first day of the fiscal year. An individual may serve no more than two consecutive full terms in any one office, except President who may serve only one consecutive two-year term or in such cases in which a replacement has not been elected or appointed and Idaho law requires the individual to remain in office. Term limits must comply with Idaho Law and be outlined in the organization's policies.

ARTICLE 6

Meetings

Section 6.1. Meetings of the Membership.

6.1.1. Organization Meetings. All organization members shall be welcome to attend organization meetings, which shall be held online and/or in-person at a time and place determined by the Board of Directors. Notice of each meeting shall be sent to all members.

6.1.2. Special Meetings. Special meetings of the membership may be called by the President, the Board of Directors, or by at least 10 percent (10%) of the General members listed on the organization membership roster as of the date the meeting is called, by petition signed by such members and delivered to any Board member. The Board of Directors shall fix the time, date, and place for all special meetings, provided that a special meeting called by the General membership shall be held not later than 30 days after receipt of a petition properly filed by members.

6.1.3. Record Date. The Board of Directors shall fix the record date for determining the members entitled to vote at any meeting of the members, which record date shall be not more than 60 days prior to the date of the meeting.

6.1.4. Notice. Notice of all meetings of the membership shall be sent to members via e-mail no less than 10 days prior to the date of such meeting. Each such notice shall include the time, date, place, and purpose of the meeting.

6.1.5. Quorum. Members holding one-tenth (1/10) of the votes entitled to be cast, represented in person, shall constitute a quorum for the transaction of business at any meeting of the membership.

6.1.6. Manner of Acting. The act of the majority vote of the General members present at a duly called meeting of the membership at which a quorum is present shall be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

6.1.7. Minutes. Written minutes of each meeting of the membership shall be recorded by the Secretary and shall contain the results of the deliberations of the membership. Within 14 days after the meeting, the minutes shall be submitted to the Board of Directors for approval. Promptly following such approval, the approved minutes shall be available for the membership through electronic publication and messaging by any electronic communication device the organization utilizes.

6.1.8. Voting. General members who have been elected to voting positions on the organization board may vote during Board meetings on issues being voted on by the Board.

Section 6.2. Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held at such time, date, and place as set by the President. Special meetings of the Board of Directors may be called by the President or by a majority of the voting Officers and Directors. The person or persons who call a particular special meeting of the Board of Directors may, in conjunction with the Board of Directors, fix the time, date, and place for such special meeting.

6.2.1. Notice. Each member of the Board of Directors shall be notified of any Board of Directors meeting not less than 10 days before the date of such meeting. Such notice shall include the time, date, place, and proposed agenda for the meeting.

6.2.2. Quorum. A majority of the voting members of the Board of Directors then in office, present in person or via electronic means, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

6.2.3. Manner of Acting. The act of a majority of the voting members of the Board of Directors present at a duly called meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

6.2.4. Action without Meeting. As and to the extent provided for in the organization's Articles of Incorporation, any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent is in writing, setting forth the action to be taken, and is signed by all Officers and Directors.

6.2.6. Attendance by All Members. All members shall be allowed to attend all online and/or in-person meetings of the Board of Directors as observers but must vacate the Board Room during Executive Session. The cost of attendance shall be borne by the member.

6.2.7. Minutes. Written minutes of each meeting of the Board of Directors shall be recorded by the Secretary and shall contain the results of the deliberations of the Board of Directors. Within 14 days after the meeting, the minutes shall be submitted to the Board of Directors for approval. Promptly following such approval, the approved minutes shall be available for the membership through electronic publication.

Section 6.3. Waiver of Notice. Whenever any notice is required to be given under the provisions of Idaho Law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting unless the person attends such meeting solely to object to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Section 6.4. Voting Member List.

6.4.1. Voting Members List. Not later than two business days following the record date for any meeting of the members, the organization shall prepare a complete and correct alphabetical list of the members entitled to vote as of the record date. The list of members shall state the name and email address of each member.

6.4.2. Distribution. If and to the extent permitted by Idaho Law, a voting member (or a voting member's agent or attorney) may request in writing or by electronic transmission a copy of the list of voting members solely for the purpose of communication with other members concerning the meeting or elections. The organization shall send an electronic transmission of the list as soon as a request is received. Any member may request and receive the list.

6.4.3. Inspection. The list of voting members shall be available for inspection by voting members, or a voting member's agent or attorney, at the organization's principal meeting location on the date of the meeting of members.

ARTICLE 7 Committees

Committees may be designated in policy or a resolution adopted by the Board of Directors. The President shall appoint the committee chairs, subject to the approval of the Board of Directors, unless otherwise indicated in these Bylaws. All committees shall have at least two members unless otherwise approved by the Board. Committees shall perform the duties assigned to them by the Board.

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ARTICLE 8

Compensation and Reimbursement of Expenses

No Officer, Director or committee member shall receive any salary or compensation for his or her services as an Officer, Director, or committee member; however, the organization may reimburse certain organization-related expenses incurred by Officers, Directors and committee members, as determined by the Board of Directors.

ARTICLE 9

Inurement

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its Officers, Directors, committee members, employees, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered by employees, contractors, and others, and to make payments and distributions in furtherance of the purposes set forth herein. No organization funds shall be used for any “hardship” or similar fund for organization membership dues (or any similar expense) of any individual organization members, but the organization can agree to administer any such fund if it is funded entirely through donations by individual members or others.

ARTICLE 10

Finances

Section 10.1. Fiscal Year. The fiscal year of this non-profit corporation shall begin on January 1 and end on December 31, or such other period established by the Board of Directors and approved by the IRS.

Section 10.2. Organization Funds. All organization funds must be deposited in an account designated by the Board of Directors, and the organization shall adopt and maintain an acceptable accounting system with appropriate checks and balances to safeguard organization funds.

Section 10.3. Operating Budget. Each year, the Treasurer shall oversee the preparation of the organization’s operating budget for the ensuing fiscal year. Promptly following Board approval, the budget shall be made available to the membership. The budget may be amended by the Board of Directors when necessary.

Section 10.4. Contracts. The Board of Directors may authorize any Officer or Officers, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of this organization. Such authority may be general or confined to specific instances.

Section 10.5. Financial Audit. The annual report of the Treasurer shall be audited not less than annually by a three-person committee appointed by the Board of Directors or, upon a majority vote of the Board, may be audited by a professional.

ARTICLE 11

Books and Records; Property

Section 11.1. Books and Records. The organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, its Board of Directors, and committees having any of the authority of the Board of Directors in accordance with the Corporation Record Retention Policy. The organization must maintain a record of the names, mailing addresses, and email addresses of all members. The books of account shall be open for inspection by any member or a member's legal representative at all reasonable times and with reasonable advance notice.

Section 11.2. Organization Property. The following shall constitute organization property and shall be used only as described and permitted herein:

11.2.1. Membership List. The membership roster of this organization may be used only to promote or stimulate interest in the organization. Other than as mentioned in Section 6.4.2., it may not be used in whole or in part by any member for any other purpose, or used in whole or in part for the financial benefit of any individual, or given in whole or in part to any nonmember, unless the Board has approved delivery of all or part of the roster to a nonmember for a specific purpose determined by the Board to promote efficiency in providing member services, and the nonmember agrees in writing to use the roster for the approved purposes only and for no other purpose.

11.2.2. Name, Logo, Etc. The organization's name, acronym, logo, website, and any other event or program names as outlined in organization policy are the property of the organization. This property shall not be used, copied, imitated, or reproduced in any manner for any purpose by any individual, with the exception of normal, reasonable use of the names of the property in conversations and correspondence (but not included as part of a letterhead) without Board approval.

11.2.3. Other Property. Any books, publications, video or audio tapes, CDs or other media, organization files, records, forms, brochures, computer software, etc., or other real or personal property that has been given to, created by, or purchased by the organization shall be considered the property of the organization, and not the property of any individual member, except in case of dissolution of the organization. Such property may be borrowed by organization members upon approval of the organization's Board as long as such borrowing is allowed under the copyright, End User License Agreement, and/or terms of use of the property. Procedures for borrowing organization property as well as examples of acceptable use of the property by organization members must be outlined in the organization's policies. Reproduction of such property is strictly forbidden unless

such reproduction is allowed under the copyright, End User License Agreement, and/or terms of use of the property.

ARTICLE 12

Limitation of Liability and Indemnification

Section 12.1. Limitation of Liability. The personal liability of any present or former Officer, Director, and committee member of this organization is hereby eliminated to the fullest extent permitted by Idaho Law.

Section 12.2. Indemnification. To the fullest extent permitted by Idaho Law, this organization shall indemnify and hold harmless each Officer, Director, and committee member of this organization against any and all liabilities, costs, and expenses (including attorneys' fees and expenses) reasonably incurred by such individual or on his or her behalf in connection with any legal action or proceeding to which such individual may be a party by reason of such individual being or having been an Officer, Director, or committee member of this organization, or by reason of any action alleged to have been taken or omitted by such individual in such capacity. Such indemnity shall be effective only in the event that the interested Officer, Director, or committee member provides the Board of Directors, within a reasonable time after the institution of such action or proceeding, written notice thereof. Such indemnity shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, or otherwise. Such indemnity shall inure to the benefit of the heirs, executors, or administrators of each Officer, Director, or committee member. The organization may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board of Directors. Such indemnity may be lost if the Officer, Director, or committee member does not act in good faith in the performance of his or her fiduciary duty.

ARTICLE 13

Duration and Dissolution

The duration of this organization shall be perpetual, except that it may be dissolved in the manner provided by Idaho Law; provided, however, that no dissolution of this organization shall be effected unless approved by the Board of Directors and the General membership of this organization as required by Idaho Law. Upon the dissolution of the organization, and after paying or making provision for the payment of all the liabilities of the organization, all remaining assets of the organization shall be donated to ProLiteracy or another national literacy program.

ARTICLE 14

Amendments

The power to amend these Bylaws shall rest with, and may be exercised by, the General members of the organization. Amendments to these Bylaws may be proposed by (i) petition signed by at least two percent (2%) of the general members listed on the organization membership roster as of the date the petition is filed or (ii) the Board of Directors (by resolution approved by the affirmative vote of a majority of the voting members of the Board present at a

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duly called meeting of the Board or by written action without such meeting). These Bylaws may be amended only by either (A) the affirmative vote of a majority of the general members present (in person or by proxy) and voting at a meeting of the membership or (B) the affirmative vote of a majority of the ballots cast by general members in any member vote conducted by electronic means. Notice and text of any proposed Bylaw amendments shall be delivered to the President at least 30 days prior to the date of such meeting or other vote and sent to each general member of the organization at least 10 days prior to the date of such meeting or other vote. The Board of Directors may amend these Bylaws (without vote of the General members) only to correct or classify ordering, wording, and punctuation as long as the meaning and intent of these Bylaws are not altered.

ARTICLE 15

Miscellaneous

Section 15.1. Governing Law. All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of Idaho.

Section 15.2. Headings. The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify, or place any construction upon any of the provisions of these Bylaws.

Section 15.3. Severability. All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full effect.

Section 15.4. Parliamentary Authority. All organization Board and membership meetings shall be conducted according to the rules of parliamentary procedure set forth in the then-most current edition of Robert's Rules of Order Newly Revised, to the extent that such parliamentary procedures do not conflict with the Articles of Incorporation of this organization, these Bylaws, or applicable law.

Section 15.5. Policy Manual. The Board of Directors may adopt any additional written policies or procedures for this organization to the extent they are not inconsistent with or contrary to these Bylaws or Idaho Law.