



SWAN BY-LAWS

Note: Amendments made by the By-Laws Committee during meetings held July 10 and July 26, 2001.

ARTICLE I Name and Purposes

Section 1. Name: This organization, existing under the Not-For-Profit Corporation Laws of the State of New Jersey, shall be known as Self-employed Writers & Artists Network, Inc. (hereafter referred to in these By-Laws as SWAN).

Section 2. Purpose:

- a. The purpose of this organization shall be to perform the functions of a trade association comprising of professional individuals actively engaged in the creation, production and marketing of communications services and materials;
- b. to serve as a forum and a force for promoting the freelance services of its self-employed members within the business community;
- c. to contribute to the continuing professional and educational development of members;
- d. to assist members through referrals;
- e. to cooperate with one another and build ethical business practices to the benefit of all;
- f. to protect one another against undesirable and delinquent customers;
- g. to formulate and maintain standards of professional practice;
- h. to provide a support system for its members.

Section 3. Policies:

- a. SWAN shall not publicly sponsor any commercial enterprise by permitting the use of its name, except with the approval of the SWAN Board of Directors (hereafter referred to in these By-Laws as the Board);
- b. No individual member shall promote or sponsor any product or enterprise in the name of SWAN for financial or personal gain without approval of the Board;
- c. No individual member, other than the President, unless otherwise agreed to by the Board, can represent SWAN as an organization;
- d. All members are bound by and expected to adhere to the policies established by the SWAN Standards and Practices Committee;
- e. The organization shall not carry on or engage in any activity(ies) not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)6 of the Internal Revenue Code of 1954, or the corresponding provision of any future U.S. Internal Revenue law;
- f. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except that the

organization shall be authorized and empowered to pay reasonable compensation for services rendered, and make payments and distributions in furtherance of its purposes, as set forth in Section 2 of this Article;

g. The organization may affiliate with any other city, state, regional or national association for such purposes as may be consistent with the objectives of the organization;

h. The organization may set up affiliated chapters in any other city, state or country for such purposes as may be consistent with the objectives of the organization. Such chapters will be governed by the By-Laws as here stated.

ARTICLE II Membership

Section 1. Qualifications. Those eligible for membership shall be professionals actively engaged in the creation, production, and marketing of communication services and materials. Membership is open to qualified individuals and one-person corporations, but not to larger corporations or organizations of any kind.

Section 2. Classes. There shall be five (5) classes of membership: Full, Associate, Honorary and Emeritus. All classes of membership in good standing have the privileges of attending SWAN meetings, receiving all materials issued by SWAN and voting in all elections. Any additional rights are prescribed in class of membership:

a. Full Member. Any self-employed, or staff individual available for freelance work, who is engaged in the creation, production, and marketing of communication services and materials.

Members may qualify under more than one discipline, as long as they pass a portfolio review in each discipline. Doing so will incur a higher membership fee, which shall be set by the Board.

A full member shall be entitled to hold elective office, and act as chairperson on committees. A full member also has the privilege of being listed in the SWAN Directories.

b. Associate Member. Any individual not eligible for full membership because of lack of professional experience and/or whose work is not targeted toward commercial markets.

c. Adjunct Member. Any individual not eligible for full membership but whose skill and/or service is indispensable, complementary or ancillary to the needs of the organization.

Associate and Adjunct members will have a modified listing in the SWAN Directory and are not eligible to vote or hold office.

d. Honorary Member. Any individual may be elected to this status by a unanimous vote by the Board of Directors for meritorious service to the organization or the industry. Honorary Members may have a voice on all subjects under discussion at all meetings of the organization; be exempt from payment of fees or dues; be entitled to all privileges of full members except to the rights to vote, hold office, or the privilege of being listed in the SWAN Directories.

e. Member Emeritus. Any member, 65 years old or older who has been a SWAN member in good standing for 10 or more years, and who is retired or semi-retired may, upon written application, be elected to Membership Emeritus, with a reduction in annual membership dues. Emeritus members are entitled to all privileges, including the right to vote.

Section 3: Disciplines. Members may change or add disciplines, subject to the portfolio review process outlined in Article III. There will be no fee to change or add disciplines, but there will be an additional fee for each new discipline a member maintains. This fee will be set by the Board; see Article II. A. Full Member.

ARTICLE III Admissions

Section 1. Applications. All applications for membership shall be made in writing on application forms supplied by the Membership Director.

Section 2. Portfolio Reviews. Upon completion of the application and payment of the application fee, qualified prospects are required to submit a portfolio of their work for the discipline(s) under which they are applying to the Portfolio Review Committee. At least one discipline must be approved prior to their becoming a member of the organization. A minimum of two members of the Portfolio Review Committee, from the same discipline as the applicant, whenever possible, shall suggest the acceptance and the class of membership appropriate for each applicant.

Section 3. Acceptance/Rejection. The Membership Director shall review the Portfolio Evaluation Form and notify the applicant of the final decision regarding the applicant's acceptance or rejection for membership.

Section 4. Payment of Dues/Code of Performance. Once approved by the Portfolio Review Committee, an applicant becomes a member upon:

- a. payment of required annual dues
- b. signing SWAN's Code of Performance, which follows:

CODE OF PERFORMANCE

1. SWAN members shall not intentionally seek out client(s) and/or project(s) of other SWAN members.
2. SWAN members shall not misrepresent their abilities, experience and availability. They shall not claim sole credit for projects on which others have collaborated, but shall clearly identify their specific responsibilities and/or involvement in such projects.
3. SWAN members shall honor all business agreements, written or otherwise. In such instances when fulfilling a business agreement becomes impossible, SWAN members shall notify clients immediately and offer alternate solutions and/or referrals when possible.
4. SWAN members shall provide a level of client service identified with professional standards of excellence.
5. SWAN members shall consider all matters relative to work contracted by clients and/or other members as confidential.
6. Failure to adhere to the above Code of Performance will result in dismissal from SWAN membership. Interpretation of the Code of Performance shall be the sole responsibility of the Standards & Practices Committee in cooperation with the SWAN Board.

Section 5. Termination of Membership. Membership shall terminate upon written resignation, death or removal for cause.

- a. Resignation. Resignations may be made by mail or by phone to the Board. A member is considered to have resigned if dues are not received by March 1 (or another date set by the Board) of the membership year in question.
- b. Removal For Cause. Cause for removal shall be defined as conduct considered detrimental to the interests or image of the organization or its members. A member may be expelled by a vote of a majority of the members of the Board if cause for removal is found justified after a hearing by the Standards and Practices Committee of the party(ies) involved.

ARTICLE IV Dues and Finances

Section 1. Fiscal Year. SWAN's fiscal year shall be for a period of 12 months, commencing January 1.

Section 2. Membership Dues. The determination of dues shall be based, to the extent possible, on the revenue needed to support the costs of operations and programs.

Annual or pro-rated dues for classes of membership shall be assessed in such amounts as may be set from year to year by the Board.

Annual membership dues shall be set by the Board. New members who join SWAN between October 1 and December 31 shall pay annual membership dues that include SWAN membership for the following year. New members who join SWAN from January 1 to March 31 shall pay the annual membership dues that include SWAN membership for that entire year. Members who join SWAN from April 1 to September 30 shall pay reduced annual dues to cover the rest of that year.

Section 3. Payment of Membership Dues.

a. New Members. Membership dues are payable immediately upon notification of acceptance into the organization.

b. Continuing Members. The Treasurer shall mail notices of membership dues to the general membership not later than January 1. All membership dues shall be payable to SWAN and remitted to the Treasurer. Dues are payable by January 30 and must be paid by March 1.

c. Honorary Members. Honorary members shall not pay dues.

d. Members Emeritus. Emeritus members shall pay a reduced percentage of the annual dues of full members, as set by the Board.

Section 4. Program Fees. Fees or charges, if any, for admission to seminars and programs conducted by SWAN shall be set by the Board and paid to the Treasurer.

Section 5. Additional Assessments. The Board shall be empowered to set such further fees or assessments as from time to time may be necessary or desirable to raise funds to promote the purposes of the organization as set forth above.

Section 6. Dues in Arrears. Any members whose dues have not been received by March 1 (or another date set by the Board) shall be considered to have resigned (see also Article III, Section 5a). New members become members only upon full payment of dues and signing of the Code Of Performance.

Section 7. Audit. Whenever a new Treasurer is elected, and at such times as the Executive Committee of the Board shall direct, the books of SWAN shall be audited by a certified public accountant.

Section 8. Bonding. At such time as deemed necessary by the Board, the Treasurer, President and all other agents handling funds of SWAN shall be bonded, at the expense of SWAN, in the amount designated by the Board.

ARTICLE V
The Board of Directors

Section 1. Function.

a. SWAN shall have a Board which shall act as its policy-making body and have such other duties as may be prescribed in these By-Laws.

b. It shall be the legal representative of SWAN, having control and management over its affairs and funds.

c. Acting as its administrative body, it shall have control over committees, officers and such employees as are necessary to hire in order to effectuate SWAN's purposes.

d. It shall approve all of SWAN's marketing and promotion efforts to outside businesses and individuals.

Section 2. Members. The Board shall consist of an odd number of directors, specifically not fewer than nine members. There shall be five officers, and at least four

directors who shall also hold the office of chairperson of their respective committees. Such directors must include the Membership Director and the Program Director.

Section 3. Length of Office. All directors shall serve for a term of two years beginning immediately after the annual membership meeting in May, and lasting until the new Board is installed at the annual meeting two years subsequent.

Directors shall, upon election and being installed into office, immediately enter into the performance of their duties, and shall continue these responsibilities until their successors shall be duly elected, or unless they resign, are removed, or are otherwise unable to fulfill any unexpired term.

Section 4. Qualifications. To be eligible for director, a member must have paid all dues and assessments in full, served on a committee, attended membership meetings regularly, and have been generally active in the organization for at least one year.

Section 5. Chair. The President shall preside at the Board meetings beginning with the first Board meeting immediately following the annual membership meeting, and ending with the close of the next annual meeting two years subsequent.

Section 6. Meetings. The Board shall meet monthly on a regular basis, or at the call of the President or by two-thirds vote of the Directors for a special meeting for any purpose at any time.

ARTICLE VI
Officers and Directors

Section 1. Officers and Directors. Officers of SWAN must fulfill the requirements set forth in Article V, Section 4 and shall consist of a President, two Vice Presidents, a Treasurer and a Secretary, who shall be elected to their respective offices by the general membership. These officers plus at least four directors (see also Article V, Section 2) shall constitute the Board.

Section 2. Term. Each officer shall hold office for a term of two years and until a successor has been elected and installed. No officer may serve in the same office for more than four consecutive years.

Section 3. Additional Board Members. The Board may create such positions on the Board and elect such additional directors as it shall deem necessary, within the limitations of Article V, Section 2.

Section 4. Appointment of Committee Chairpersons. The Board is empowered to appoint any member to the position of Committee Chairperson.

Section 5. Voting. In the case of an even number of directors present at a meeting of the Board, the President will refrain from voting. (see also Article XII, Section 3)

ARTICLE VII

Removals, Resignations and Vacancies

Section 1. Removals. Any officer or director may be removed for cause by a vote of three-fourths of the Board of Directors at any regular or special meeting.

Section 2. Resignations. If the President resigns during the President's two-year term of office, one of the Vice Presidents shall be appointed as acting President by the Board until the next Annual Membership Meeting.

Section 3. Vacancies. To fill any other vacancy on the Board due to death, resignation, or ineligibility to perform duties required of Board Members, a majority of the Board then in office shall have the power to designate a successor to serve for the remaining term of office. To fill any vacancy, a candidate must fulfill the requirements set forth in Article V.

Section 4. Vote shall be by a show of hands at any regular or special Board meeting.

ARTICLE VIII

Duties of Officers and Directors

The Board may create, continue or discontinue Officers and Directors (within the limitations of Article V, Section 2), as deemed desirable, and may establish policies and procedures for all Officers and Directors in addition to the following specific duties:

a. The President shall preside at meetings of the Board and act as chief executive officer and official spokesperson for the organization. Subject only to the direction and control of the Board, the President shall have general charge and supervision of the business affairs of the organization. The President shall serve in this capacity for two years. The duties of President also include:

1. fulfilling all ongoing management functions
2. delegating responsibilities to the two Vice Presidents
3. appointing Committee heads of special committees created by the Board
4. calling special meetings when requested by the Board, or by members as provided in these By-Laws
5. holding a minimum of one Annual Membership Meeting each year in May.
6. placing his/her signature on file with the bank as the co-signator on all checks of \$500.00 or over
7. approving with the Treasurer or a designated individual any contracts or obligations authorized by the Board, that represent a commitment in excess of \$500.00
8. transferring at the expiration of the term, all SWAN records and material related to the office, to the incoming President, and all permanent records and materials to the Secretary.

b. The two Vice Presidents shall assist the President with administrative functions as needed. In the absence of the President, one of the Vice Presidents shall perform the duties and be vested with the authority of the President. Each Vice President shall serve for a period of two years. The duties of the Vice Presidents also include:

1. executing the administrative duties and responsibilities as delegated by the President, including the production of the SWAN Directories
2. representing the office of President in the absence of the President at all SWAN standing and special committee meetings
3. acting as spokespersons for the organization in the absence of the President
4. transferring, at the expiration of the terms, all SWAN records and material related to the office, to the incoming Vice Presidents, and all permanent records and materials to the Secretary.

c. The Treasurer shall be authorized, in the absence of the President and Vice Presidents, to act as the official representative of SWAN. The Treasurer shall have custody of the funds and securities of the organization. The Treasurer shall serve for a period of two years. Other duties of Treasurer include:

1. receiving and disbursing funds as approved by the Board
2. placing his/her signature on file with the bank as primary signator on all checks up to \$500
3. submitting financial reports to the Board regarding the status of the organization
4. keeping complete financial records of all transactions, including books of accounts with filed paid invoices and cancelled checks
5. invoicing and collecting all membership dues as well as other fees
6. providing the Membership Director each month with lists of paid-up members
7. co-signing, with the President, any financial contracts and obligations authorized by the Board in excess of \$500.00
8. preparing and submitting an annual budget to the Board for approval at the beginning of each fiscal year
9. overseeing the use of funds allocated to the various committees, helping to ensure that the funds are being used wisely and within budget
10. preparing, in conjunction with the Board, budgets for special events
11. immediately notifying the Board if and when any financial problems arise
12. filing an annual income tax return as necessary
13. transferring, at the expiration of the term, all SWAN financial records to the incoming Treasurer, and all permanent records and materials to the Secretary.

d. The Secretary is responsible for recording and distributing the minutes of all SWAN meetings to the Board, and to members upon request. Elected for a term of two years, the Secretary is also responsible for:

1. receiving and filing reports of officers and committee chairpersons
2. collecting and storing all permanent SWAN records
3. assisting other Board members in their functions, as necessary
4. transferring, at the expiration of the term, all records and material related to the office, to the incoming Secretary.

e. The Membership Director shall be responsible for all activities and records pertaining to membership. Elected to office for a term of two years, the Membership Director's duties include:

1. chairing the Membership Committee
2. maintaining and updating the membership list
3. assisting in providing current membership mailing lists to the Vice Presidents for the production of membership mailings and the annual SWAN Directories
4. distributing the SWAN Directory to interested individuals
5. producing, with the approval of the Board, all materials and forms relating to Membership
6. establishing and presiding over a Portfolio Review Board to review portfolios of potential candidates
7. determining the acceptance or rejection of membership candidates (see Article III, Section 2)
8. presiding over a membership committee that will organize new membership generating events
9. notifying the Board and the Standards & Practices Committee Chairperson of all additions and/or deletions to the membership roster
10. transferring, at the expiration of the term, all records and other materials related to the office, to the incoming Membership Director, and all permanent records and materials to the Secretary.

f. The Program Director shall be responsible for all programs and special events. Elected to office for a term of two years, the Program Director's duties shall include:

1. chairing a Program Committee that solicits and secures guest speakers
2. organizing the writing, design and production of meeting notification mailings
3. overseeing meeting publicity, meeting refreshments and the preparation of the meeting room for each SWAN meeting
4. establishing ad hoc committees to produce special events
5. handling all appropriate correspondence relating to speakers and special events
6. transferring, at the expiration of the term, all records and other materials related to the office, to the

incoming Program Director, and all permanent records and materials to the Secretary.

g. The Public Relations Director shall act as liaison between the SWAN organization and outside media. Elected to office for a term of two years, the Public Relations Director's duties shall include:

1. chairing the Public Relations Committee
2. generating all public relations materials and publicity information pertaining to the organization, its activities, and all special events
3. contacting the President or Vice Presidents prior to release of all public relations materials and publicity information for the purpose of content review
4. sending copies of all materials released for publication to the Secretary for general filing
5. maintaining a press clipping book of published articles and news items on SWAN
6. transferring, at the expiration of the term, all records and other material related to the office, to the incoming Public Relations Director, and all permanent records and materials to the Secretary.

ARTICLE IX

Nomination & Election Procedures

Section 1. Nomination. A Nominating Committee Chairperson shall be appointed by the Board on or before September 1 of each election year to form a Nominating Committee that will prepare a slate for approval by the Board. The committee will consist of from three to five members who will be representative of each discipline. No member of the Nominating Committee may be nominated for the Board. Except in the case where a director has announced his/her retirement from the Board, no Board member may attend or serve on the Nominating Committee.

Section 2. Nominees. Any full or emeritus member of SWAN may sit on the Board. Interested candidates are required to contact the Nominating Committee prior to November 1.

Any full or emeritus member not listed on the slate of candidates may be nominated for any position on the Board by securing signatures from 15% of the total number of full or emeritus members of good standing. This petition must be received by the Nominating Committee Chairperson by November 15 so that the candidate's name may be included in the mail ballot.

No candidate shall be proposed for office unless his/her consent to serve has been secured.

Section 3. The Slate. In creating a viable slate, the Nominating Committee shall poll the general membership for their suggestions for Board Members. From these recommendations, a single slate shall be selected, offering one qualified SWAN candidate for each elective office.

The slate shall represent a cross section of the professional disciplines represented by the SWAN membership.

This official slate form shall be presented to the Board for approval. It is required that the Nominating Committee Chairperson shall present this slate no later than November 15.

Section 4. Ballots. Secret ballots shall be mailed out to voting members on December 1, or 30 days prior to the election deadline. The ballot shall contain the slate approved by the Board and any other member nominees who have fulfilled the requirements set forth.

Section 5. Voting. Members eligible to vote may either approve or disapprove the entire slate as it stands or, in cases where the number of nominees exceeds one for each elected Board position, voting members may vote for individual nominees. When there is more than one nominee for any Board position, the nominee receiving the greater number of votes shall be elected.

Section 6. Tallying the Votes. Upon receipt of the returned ballots, the Nominating Committee shall count the ballots and initial the calculation. The result shall then be announced at the Annual Membership Meeting.

ARTICLE X Committees

Section 1. Committees. The Board may create, continue or discontinue Committees as deemed desirable, and shall establish policies and procedures for said committees.

ARTICLE XI Meetings, Reports

Section 1. Regular Meetings. Regular meetings of this organization shall be held once monthly at the discretion of the Board. Notice of meeting dates shall be mailed to the entire membership at least seven days in advance.

Section 2. Annual Meeting. The Annual Meeting of SWAN shall be held in May to review the previous fiscal year, and to plan for the fiscal year just beginning.

A financial review of SWAN shall be presented by the outgoing Treasurer and a report of SWAN's activities shall be made by the outgoing President. The newly-elected Board of Directors shall be introduced to the membership and installed to their positions.

Section 3. Committees. Every Committee shall hold meetings, as necessary to transact the business with which it is entrusted, at the call of the Committee Chairperson or of the President.

Section 4. Board of Directors. (See Article V, Section 6)

Section 5. Special Meetings. Special meetings of SWAN shall be called at the discretion of the Board or of the President, or upon written request of 25% of its members.

Section 6. Notice for Annual and Special Meetings. Notice of

the Annual Meeting and of all Special Meetings shall be sent to every member at least two weeks prior to the date of such meeting. Notices shall contain a statement of purpose.

Section 7. Report. Every committee chairperson shall, on a regular basis, make a report, either written or verbal, to the Board of Directors on the status of the progress of their committee in fulfilling its stated duties and responsibilities. At the annual meeting, Committee Chairpersons are required to present an annual update on their committee's progress in fulfilling its function.

Section 8. Order of Business. All meetings shall follow a pre-determined agenda which shall consist of:

- a. announcements
- b. reports from committee
- c. unfinished business
- d. new business
- e. meeting program
- f. date of next meeting.

For the convenience of committee members, the Chairperson may alter the agenda when necessary or appropriate. In the interest of time, minutes of the previous meeting(s) shall be distributed for review rather than read to those assembled.

Section 9. Rules of Procedure. Roberts' Rules of Order, Revised, shall be the authority of SWAN in all procedural matters not covered by these By-Laws.

ARTICLE XII Quorums, Majority Action

Section 1. Quorum. The members present at a duly-called meeting who are eligible to vote as provided in these By-Laws, shall constitute a quorum for the transaction of business at such meetings and, except as otherwise specified in these By-Laws, a majority vote of those present shall be required for action.

Section 2. Majority Action. Any matter submitted for approval, ratification or consent shall be considered approved, ratified or consented by the majority of votes cast by the full and emeritus members present at a duly-called meeting, unless a greater vote is required by these By-Laws, the Certificate of Incorporation, or law.

Section 3. Board of Directors. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board. A majority of the votes cast at any meeting at which a quorum is present shall be regarded as the act of the Board, unless a greater vote is required by these By-Laws, the Certificate of Incorporation, or law.

Section 4. Action Without Meeting. Any action required or permitted to be taken by law, the Certificate of Incorporation, and/or these By-Laws, may be taken by the Board without a meeting if, prior to such action, a majority of the members of

to such action. Each written consent or consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE XIII Interpretation

The Board shall be the final authority in the interpretation of the provisions of these By-Laws. All dates specified herein are subject to change by the Board.

ARTICLE XIV Amendments

Section 1. Amendments. These By-Laws may be altered, amended, supplemented or repealed as follows:

Amendments to these By-Laws may be proposed by any member in writing for approval by the Board of Directors. The text of each proposed amendment or amendments in written form shall be submitted to each voting member for approval at least fifteen days prior to a regular or special meeting at which they are to be considered. Such amendment(s) shall be considered effective upon receiving a two-thirds vote of the voting membership present at such a meeting.

Section 2. Force and Effect of By-Laws. These By-Laws are subject to the provisions of the New Jersey Not-For-Profit Corporation Act and to SWAN's Certificate of Incorporation, as each may be amended from time to time. If any provision in these By-Laws is inconsistent with a provision of the Act or the Certificate of Incorporation, the provision of that Act or Certificate shall govern.

ARTICLE XV Notification

All Board and Committee communications to and from the SWAN membership, may be in written or electronic form.

October 15, 2001