(This document may not be altered except by a Freelance Council membership vote.)

**FREELANCE COUNCIL BY-LAWS** (as of 1-16)

**Article I: Name, Objectives, and Operations**

A. The name of this organization shall be the Freelance Council of the Society of American Travel Writers (hereinafter referred to as the Society).

B. The Council shall be governed by and shall conduct its business in accordance with the Articles of Incorporation, Bylaws, and rules of the Society. The fiscal year of the Freelance Council will run concurrently with that of the Society.

C. The objectives and purposes of the Council shall be to provide a forum for discussion of problems encountered by the freelance travel journalist, to enhance the role of the freelancer in the field of travel communications, to raise skill levels through professional seminars, and to uphold the high standards presented in the Society’s Ethics Code. Council objectives shall be consistent with the objectives and purposes of the Society.

**Article II: Membership**

A. Membership in the Council shall be automatically granted to all Active members of the Society who are freelancers or self-employed. Actives who are editors or staff members of publications, radio or TV stations, or other media on a full-time, salaried basis cannot be members of the Freelance Council. For additional specifics on membership, see the FLC Operations Manual.

B. No initiation fee, annual dues, or other charges shall be imposed on Freelance members. However, a registration fee may be charged for attendance at Freelance Council meetings. Notwithstanding, Freelance Council members need pay no fee to attend only the official Council business sessions. For additional information on fees, see the FLC Operations Manual.

**Article III: Meetings and Notice**

A. Members of the Council shall meet at least once a year and preferably more often at times and locations designated by the Chair. An additional Council meeting, termed the Annual Meeting, shall be held in conjunction with the Society’s annual convention.

B. Meeting sites will be negotiated by either the Freelance Council Chair, the Second Vice Chair, or a person or committee named by the Chair. The Freelance Council Executive Committee must approve the final selection of a meeting site. Meetings will emphasize professional development.

C. Council members present at all scheduled Council business meetings shall constitute a quorum. An affirmative vote of a majority of those Council members present shall be necessary for the adoption of any matter, unless a greater vote is required elsewhere in either the Council or Society Bylaws.

D. All votes taken at the non-annual Freelance Council meetings shall be advisory only and shall be referred to the next Annual Freelance Council meeting for a binding vote. A simple majority vote of those attending the Annual Freelance Council meeting shall suffice to pass any motion.

E. Written notice of all Council meetings, or any change in the time and/or place thereof, shall be sent to all Council members at least 30 days in advance of the meeting. Notice may be mailed to his/her address as listed with Society headquarters. Timely publication of notice in a scheduled Society publication, a Freelance Council publication, or on the Society’s website also fulfills this written notice requirement. If notice is given electronically, it shall be deemed delivered on the day it first appears. If notice is given by mail or by announcement in a scheduled Society publication, it shall be deemed delivered when deposited in the United States mails properly addressed and with postage prepaid.

F. For additional information on meeting policies, see the Freelance Council Operations Manual.

**Article IV: Officers**

A. Officers of the Freelance Council shall be a Chair, a First Vice Chair, a Second Vice Chair, a Secretary, and a Treasurer. All will serve concurrent two-year terms, and only one office may be held by a person at any one time. All officers will be eligible for renomination and reelection to a second consecutive term and then may stand for election again to that or another office after a two-year break in service.

1. The Chair shall establish goals, set the agenda for his/her two-year term, and disseminate Society and Council information to the Council membership. He/She will represent Freelance Council members on the Society’s Board of Directors and preside at meetings of the Freelance Council and the Council’s Executive Committee. The Chair also will approve all Council expenditures and will work closely with the other Council officers to keep them aware of issues affecting Council members. The Chair shall have general supervision of the affairs of the Council, shall appoint all committees and their chairs, and enforce the Bylaws of the Council and the Society.

2. The First Vice Chair shall assume the duties of the Chair, including his or her place on the Society’s Board of Directors, whenever the Chair is unavailable. For specific job description, see the Freelance Council Operations Manual.

3. The Second Vice Chair shall assume the duties of the Chair, including his or her place on the Society’s Board of Directors, whenever the Chair or the First Vice Chair cannot attend. For specific job description, see the Freelance Council Operations Manual.

4. The Secretary shall keep a true record of the proceedings of all meetings of the Council and its Executive Committee and shall promptly forward copies of all such minutes to the Chair and to the Society’s Executive Director. For additional job description, see the Freelance Council Operations Manual.

5. The Treasurer shall be responsible for handling all FLC funds in the manner described in Freelance Council Operations Manual.

B. In the event of a resignation or vacancy in the office of Council Chair, the First Vice Chair shall assume those duties immediately and serve out the remainder of the term. The Second Vice Chair will then move into the First Vice Chair’s place and assume those duties. If, for some reason, neither of the two Vice chairs can serve as the new Council Chair, the Council’s Executive Committee will name a member of the Council to finish out the Council Chair term.

C. Vacancies in the other offices shall be filled by appointment by the Chair, with approval of the Council Executive Committee.

D. Terms of all Council officers will begin on the last day of business of the Society’s annual meeting.

**Article V: Executive Committee**

A. The affairs of the Council shall be conducted by an Executive Committee consisting of the five officers and the immediate past Chair.

B. The Freelance Executive Committee shall meet at least once a year with all officers receiving at least 10 days’ notice of the date, place, time, and agenda from the chairman. Meetings may be held in person or via electronic means. The Chair may call special meetings of the Executive Committee at any time. Notice of such special meetings must be given at least 10 days prior to the meeting. Notwithstanding that requirement, any officer may utilize advisory (non-voting) sessions of the Executive Committee via e-mail or telephone conferencing at any time with no advance notice.

C. A majority of the Council Executive Committee (four members) will constitute a quorum for transacting business. Any actions taken must be approved by a majority of the Executive Committee attending the meeting.

D. The Council Secretary will take the minutes of all official and advisory Freelance Executive Council meetings and forward those minutes to both the Council Chair and to the Society’s Executive Director. Final actions of the Executive Committee are subject to review by the Society’s Board of Directors at that body’s option and may be voided by a two-thirds vote of the members of that body if the actions are inconsistent with the goals and objectives of the parent organization or are otherwise not in the best interests of the Society.

**Article VI: Nominations for Freelance Council Office**

A. The Council Chair will name a three-person Nominating Committee no later than thirty (30) days after the close of the Society’s annual convention preceding an election year. After the Society’s slate is completed, the Freelance Council Nominating Committee shall select two candidates for each Council office. In the event that the Nominating Committee is unable to produce a second qualified candidate for any office, a single nominee shall suffice.

B. Following dates established by the Society’s current election calendar, the Nominating Committee will forward the names of the candidates for Council Chair to the Society’s Nominating Committee and Executive Director for inclusion on the national ballot. Notice of the entire slate of Council candidates also shall be given to all Council members at that time. That notice must specify a date for the return of nominations by petition.

C. Additional nominations by petition for the office of Council Chair must be made in accordance with the Society’s Bylaws and current election calendar.

D. Additional nominations for other Council offices may be made by written petitions signed by ten (10) percent of the Council’s membership. The Society’s Executive Director upon request will provide the specific number of signatures required. Such petitions must be delivered by dated and receipted mail or delivery service to the chairman of the Council’s Nominating Committee no later than the date(s) established for same by the Society’s election calendar. If the petition signatures are found to be valid, those candidate names will be added to the ballot.

**Article VII: Elections**

A. Elections of officers shall be conducted in accordance with the Society’s current election calendar. For election procedures, see the Freelance Council Operations Manual.

**Article VIII: Committees**

A. In addition to the standing Executive and Nominating committees, the Council shall have the following as needed:

1. Elections Committee. When Council elections are not conducted by Society headquarters, the Council Chair will name a three-person committee to conduct the election and count the ballots.

2. Special ad hoc committees may be appointed by the Council Chair at any time to carry out the activities of the Council.

**Article IX: Indemnification of Officers (as stated in the Society Bylaws)**

A. In the discretion of the Society Board of Directors to the extent permitted by law, after full consideration of all the circumstances surrounding any given case, the Society may extend full indemnification (including payment of reasonable attorney’s fees) in any civil or criminal proceeding to any current or former director, officer, employee or agent of the Society so long as the director, officer, employee, or agent acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Society and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

B. Any indemnification (unless ordered by a court) shall be made by the Society only as authorized in the specific case, upon a determination that the indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth above. Such determination shall be made by

1) the Society Board of Directors via a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or 2) if such a quorum is not obtainable, by a majority vote of the members of the Society entitled to vote. The Society shall carry comprehensive general liability insurance and/or professional liability insurance to enable it to fulfill its defense and indemnity obligations. The Society also will share its professional liability coverage with Chapter and Council officers at Society expense.

**Article X: Bylaws Approval and Amendments**

A. Amendments to and revisions of these Bylaws may be proposed by the Council Executive Committee or by a written petition signed by ten (10) percent of the Council’s members and sent to the Council Chair by receipted mail or delivery service. The exact minimum number of signatures required for any specific petition must be requested from Society headquarters.

B. Published notice of a Bylaws referendum must be given by mail to all Council members no later than 60 days after the Executive Committee votes to propose the amendment or revision or after the receipt of a valid written petition. Such notice shall be sent by either the Council Secretary or Society headquarters and must contain a ballot accompanied by both support and opposing statements, if appropriate.

C. A vote on the adoption of these Bylaws or any proposed amendment or revision to these Bylaws shall be by mail referendum. Ballots may be counted by either Society headquarters or a Freelance Council Elections Committee appointed by the Council Chair. Ballots must be returned no later than midnight of the 30th day after they are mailed, and a majority of the votes cast shall prevail. After balloting is complete the approved Bylaws and subsequent amendments must be submitted to the Society’s Board of Directors, who then have thirty (30) days to approve or reject the submitted Bylaws or amendment(s). If the Board of Directors does not act within 30 days, the Bylaws or amendment(s) submitted to them will be considered approved and will then go into effect.

**Article XI: Robert’s Rules of Order**

A. The most current edition of Robert’s Rules of Order shall govern all questions of rules, duties, and parliamentary procedures not covered by these Bylaws.