

BYLAWS

of

the Editorial Freelancers Association, a Nonprofit Corporation,
in plain language

(Based on the Bylaws as incorporated on April 15, 1981, and amended by a unanimous vote of the Board of
Governors on May 9, 2024)

PART 1: PURPOSE, FUNCTION, AND POWERS

1. COMPANY FORMATION

The Editorial Freelancers Association is set up as a non-profit according to the laws of New York State. It is permitted to conduct any business that the federal tax code permits for non-profit organizations like the EFA.

As part of those NY laws, the EFA has to have an office located in the State of New York, but it can conduct its work from anywhere.

Because the Board has adopted these bylaws, they are considered to have been adopted by the entire organization.

2. PURPOSE AND FUNCTION OF THE EFA

The EFA's purpose is to provide opportunities for business development, learning, and networking to freelance editorial professionals and those engaged in publishing and communications.

The EFA aims to help set the international standard for how publishers and others understand editorial services and the work of editorial freelancers. At the same time, the EFA aims to help editorial freelancers interact with publishers and other communications businesses and to encourage professionalism in editorial service work.

Part of the EFA's work is to discern what issues concern its members and how it can address them. The EFA also serves as an advocate for its members and their profession in matters of public policy that may affect those members. The EFA can serve as a source of information and education for lawmakers considering laws that will affect EFA members.

3. POWERS

The EFA is permitted to raise funds, buy or rent property, and sell or lease property it owns, so long as any monies raised through the sale of property go to support the EFA's purpose. It can also borrow money and use EFA property as collateral for the loans.

The EFA can work with other organizations and may even found other charitable organizations to help the EFA accomplish its purpose.

The EFA can deposit or invest money and hire professionals to assist with its investments. It may also purchase insurance for members of the Board to cover them in the case of legal liability.

It can spend money to pay for the costs of running the EFA and can obtain copyrights, patents,

trademarks, domain names, and other intellectual property that can benefit the EFA.

The EFA can do anything legal that is needed to further the EFA's purpose and, if necessary, may even dissolve itself as an organization.

The EFA does not have shareholders who receive dividends. All money earned goes to the EFA's purpose. The only times that Board members, officers, staff, or other individuals can receive money from the EFA are (1) payment of salaries or fees for goods and services performed, (2) interest on a loan from a Board member as long as the interest is no more than 3%, (3) reasonable rent for EFA office space, or (4) professional services, such as legal services, performed by a Board member, acting in their professional capacity.

The EFA can pay interest on money loaned to it by a member of the Board, but the interest rate can't be more than 2% less than the interest rate of the bank selected by the Board to process the loan, and never more than 3%.

If the EFA closes or is dissolved, any assets it has left over after paying its debts and bills must be donated to charities or the federal, state, or local government. Any remaining assets will be distributed by the local federal district court.

PART 2: DIRECTORS

4. DIRECTORS' GENERAL AUTHORITY

The Board of Directors has all the EFA's authority and can act on its behalf unless a law requires the entire membership to authorize something.

5. DIRECTORS MAY DELEGATE

Even though the Board of Directors has all of the EFA's authority, it can delegate any portion of its authority to a committee or an individual as it sees fit, including the ability to further delegate that authority. The Board can take back its delegation of authority or change how it is to be exercised.

6. COMMITTEES

The Board can establish and dissolve committees to further the EFA's purpose. Those committees are required to follow the bylaws and any specific rules for that committee that the Board has created.

7. CALLING A BOARD MEETING

As long as it is done at least ten business days beforehand, any director can notify the other Board members that they are calling a meeting of the Board. The Board member calling the meeting has to provide notice of the proposed date and time, its location, and how virtual communication will take place if needed.

8. PARTICIPATION IN BOARD MEETINGS

Directors participate in a Board meeting as long as the meeting is called following the rules of

the Bylaws and the directors are able to communicate with one another—in person or virtually—about the business of the meeting.

9. QUORUM FOR DIRECTORS' MEETINGS

No Board business can take place at a meeting unless at least two-thirds of the total number of members required by the Bylaws are present. If the Board doesn't have enough current members to meet the quorum requirements, the only business the Board can conduct is to appoint other directors or to call a general meeting so that the members can appoint more directors.

10. CHAIRING OF BOARD MEETINGS

The Board meetings are chaired by the "chair of the meeting," who is either a director selected by the other directors or an independent third party they have recruited for the purpose. The chair of the meeting can only vote if that person is a director.

If the chair is more than ten minutes late for the meeting's start time, the directors must appoint one of the directors at the meeting to chair the meeting. They can also remove the chair as the chair of the meeting at any time.

11. DECISION-MAKING AT MEETINGS

Decisions by the Board are made by majority vote, with each director getting one vote. If a vote is tied, the chair of the meeting gets the tie-breaking vote unless that person is not a director, in which case, the co-chairs get the deciding vote.

12. DECISIONS WITHOUT A MEETING

The Board can make decisions without having to have a meeting. Before holding a vote, the Board may select a director or a director may volunteer to be the person who will collect the votes on the decision. When all the votes are cast, the director collecting the votes will let the rest of the Board know the result of the vote and prepare an entry for the minutes about the voting.

13. CONFLICTS OF INTEREST

If a director could potentially benefit from any action taken by the EFA, that director has to let the other directors know about the potential benefit before any official decision on that action is taken. The director should inform the other directors either at a meeting or in writing. If the circumstances change, or if the benefit a director might receive should change, that director must let the rest of the Board know as soon as possible.

Directors don't have to report their interests to the Board if everyone already knows (or should know) about the connection or if the director doesn't reasonably know about either the action being taken or how they would benefit from it.

Any director who stands to benefit from an action taken by the Board cannot vote on the decision or be counted toward the quorum for that meeting. The Board can set aside this requirement if there is no conflict of interest or if the reason for the conflict is a permitted

reason, such as guarantees for loans made, debts incurred, or securities underwritten by a director.

If there is a question at a Board or committee meeting about a director's conflict of interest, the chair will make a final ruling on whether a conflict exists unless the director with the purported conflict is the chair, in which case, the other members of the Board or committee will make the decision.

14. RECORDS OF DECISIONS

A written record of all the decisions made by the Board must be kept, including appointments of officers, Board decisions, resolutions, and committee decisions. The EFA must also keep records of general meeting proceedings, the members of the organization, and any resolutions passed at general meetings.

15. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

The Board of Directors are free to make rules about voting and about how such rules need to be shared with directors or members, as long as such rules do not violate the Bylaws.

Appointment of Directors

16. NUMBER OF DIRECTORS

There may be no fewer than five directors and no more than seventeen.

17. METHODS OF APPOINTING DIRECTORS

Directors have to be EFA members and cannot serve for more than six years total, whether consecutive or not. Years of service are calculated from one Annual General Meeting to the next.

Elections for vacant seats on the Board of Directors take place annually before the Annual General Meeting, and only EFA members are eligible to vote in director elections.

Any election must include notice to the membership of the election and the dates for voting, a process to nominate candidates, a way to share candidate information with the membership, and a method of balloting to conduct the election.

18. TENURE OF DIRECTORS

Directors serve two-year terms, which begin immediately following the Annual General Meeting. Directors can serve additional terms if approved by the Annual General Meeting and if they have not already served a total of six consecutive years. If there is an extraordinary need and no one else is available, a director can serve an additional two-year term totaling eight consecutive years.

Someone who has previously served the maximum number of years for a director can serve again if they haven't been on the board for at least two years.

If someone is appointed to fill a vacancy among the elected directors, that person serves until

the end of the next Annual General Meeting.

In addition to the directors elected by the membership, the Board can appoint “co-opted directors” to the Board so long as that person has not been an elected director, there are no more than seven co-opted directors, and the number of total directors doesn’t exceed the number permitted by the Bylaws. The co-opted director serves a maximum of two years.

All directors must be at least 18 years old.

19. TERMINATION OF DIRECTOR’S APPOINTMENT

A director’s time in office can end when (1) required by law, (2) they are medically determined to be physically or mentally incapable of performing their duties, (3) they provide notice that they’re resigning, or (4) the Board votes to remove them after they have been absent for two consecutive Board meetings without permission.

20. DIRECTORS’ BENEFITS

Directors can only receive money from the EFA as reimbursement for reasonable expenses connected to EFA meetings, events, or official EFA business. If the Executive Committee approves, a director can also receive some financial support for professional development courses and resources that are related to their EFA duties.

21. OFFICERS

The Board selects four officers from among the current directors. The four officers are the two co-chairs, a treasurer, and a secretary. The Board also defines the officers’ job descriptions and may revise them as necessary.

If an officer can’t do their duties, the Board can assign those duties to someone else. If there’s a vacancy, the Board can fill that vacancy at a regular meeting or by calling a special one.

PART 3: MEMBERS

BECOMING AND CEASING TO BE A MEMBER

22. APPLICATIONS FOR MEMBERSHIP

There is no limit to the number of members the EFA can have. To become a member, a person has to complete the Board-approved membership application, fall within an eligible membership category, and pay the membership dues the Board has set. No one can purchase a membership and give it to someone else.

23. QUALIFICATIONS

Anyone who offers freelance editorial services, intends to, or is qualified to do so can be a member of the EFA. Editors, writers, copyeditors, proofreaders, indexers, copywriters, researchers, graphic artists and designers, translators, and others are among the kinds of professionals who are members of the EFA.

24. CLASSES OF MEMBERSHIP

The Board can establish different membership categories with different requirements, rights, responsibilities, and even voting rights. These membership categories will be published on the EFA website. The Board will review these membership categories from time to time to make sure they best serve the needs of EFA members.

25. TERMINATION OF MEMBERSHIP

A member can cancel their membership so long as they don't owe the EFA any dues and provide six months' notice. The directors can approve a shorter notice period.

A member can be expelled from the EFA for violating the EFA Code of Conduct, including the EFA's Anti-Harassment Policy and Membership Code of Conduct.

If a member doesn't pay their dues or other monies owed to the organization before the due date set by the Board, that member will lose their membership. Losing membership does not cancel the debt already owed, and the member still has to pay the dues or money already owed to the EFA.

The Board can send written notice to a member canceling their membership if (1) the member no longer meets the membership criteria, (2) the member has violated the Bylaws, (3) the member commits fraud or is guilty of any conduct that is likely to have a serious negative effect on the EFA, or (4) the member's business changes from being a freelance editorial services business. If a member's membership is canceled, they are not entitled to a refund of any membership dues or subscription fees.

If the EFA closes or is dissolved, all memberships will end.

ORGANIZATION OF GENERAL MEETINGS

The Board may call a general meeting of the membership and must do so at least once a year as the "Annual General Meeting."

If the directors call a general meeting, they have to do so within 21 days of it becoming necessary because it has been a year without having a general meeting. The meeting must take place within 28 days of calling for the meeting.

When the directors call a meeting, they must provide at least 15 business days' notice with the time, place, and subject matter of the meeting. The notice will be given to all the members and directors and has to state whether a special resolution will be proposed at the meeting and include the text of the special resolution. If, by accident, someone who should have received notice of the meeting does not, the meeting may still continue and is still a legally called meeting.

Members may also call for a meeting if at least one-third of the members who could have voted at the previous Annual General Meeting request it in writing.

26. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

Members have the right of "voice and vote"—the right to speak at a general meeting and to

cast a vote at that meeting. A person's right to voice has been assured if a person has the ability to communicate their opinions or other information to everyone else at the meeting. A member's right to vote has been assured if that person can vote on resolutions put forward during the meeting, and that person's vote is counted during the meeting as part of the tallying of votes to determine whether the resolution passes.

Example: A member is able to attend a meeting and is given the technical means to turn on their mic or attract the attention of the chair of meeting to share their opinion. Whether or not the member shares any opinions, their right to voice has been preserved.

Example: A member who is able to attend a meeting and is given the means to share their opinions but to whom the voting link has not been provided has not had their right to vote preserved, even if their vote wouldn't have changed the result of the vote.

The directors can put in place whatever mechanism they see appropriate to allow people to speak or vote at a general meeting.

As long as a member is able to contribute voice and vote, a member not physically present with the rest of the members but who can participate by phone, video conference, or other method has "attended" the meeting.

27. QUORUM FOR GENERAL MEETINGS

The minimum number of members required to be present in order to conduct business at a general meeting is two.

28. CHAIRING GENERAL MEETINGS

General Meetings are chaired by the chair of the meeting appointed by the Board. However, if that person doesn't want to or isn't at the meeting within ten minutes from the start time, before doing anything else at the meeting, the directors present must appoint a director or member to chair the meeting. If there are no directors present, the members present have to appoint a chair before any business can take place.

29. ATTENDANCE AND SPEAKING BY NON-MEMBERS

The chair of the meeting can decide whether to allow non-members or non-voting members of the EFA to speak at the meeting.

30. ADJOURNMENT

If there aren't enough people to constitute a quorum half an hour after the meeting's start time, the chair of the meeting has to adjourn the meeting. The chair must also do so when people leave a meeting, and there is no longer the required number of members present, or if the meeting votes to adjourn.

The chair of the meeting can also adjourn the general meeting if the meeting agrees to it or if the meeting has become a threat to the safety of an attendee or otherwise become disorderly.

When the chair of the meeting adjourns the meeting, they must provide the date and time that the meeting has been adjourned to or note that the directors will determine when the meeting

will continue. If the meeting voted to adjourn the meeting and reconvene it at a particular time and place, the chair must make note of that.

If the continued meeting takes place more than 14 days after it was adjourned, the EFA must give at least seven days' notice of the new meeting to the same people and containing the same information that any notice of a general meeting would require.

The only business that can be conducted at a reconvened meeting is the business that was to be undertaken at the previously adjourned meeting.

VOTING AT GENERAL MEETINGS

31. VOTING: GENERAL

Only members in good standing can vote at general meetings. Members vote on resolutions by show of hands unless a poll vote is demanded according to the Bylaws. Every member gets one vote, whether in a **show of hands** or a **poll** vote. If there is a tie in the votes, the chair of the meeting can cast the tie-breaking vote.

32. ERRORS AND DISPUTES

If someone has an objection to whether a participant in a meeting is qualified to vote at that meeting, they can raise an objection to the chair, but only at the meeting where the contested vote is made. The chair of the meeting has the final say on whether the participant is qualified to vote.

33. CHAIR'S DECLARATION

When voting is conducted by a voice vote, show of hands, or other method when the votes are not counted individually, the chair declares which side prevailed in the vote (for example, "The ayes have it. The motion passes."). When the chair of the meeting declares the result of a vote, that statement is the official record of the vote's results.

34. POLL VOTES

The chair of the meeting, the directors, a minimum of two voting members, or someone representing at least 10% of the voting members can call for a poll vote on a resolution. They can make this demand either before the general meeting or right before or after a show of hands vote takes place.

If a poll vote is properly called for, it has to take place right away. The chair of the meeting will decide how the poll vote will be conducted.

35. PROCEDURE ON A POLL

The chair of the meeting determines when, where, and how a poll vote will be conducted and how and when the results will be announced. However, if the vote is for electing a meeting chair or adjourning, the poll vote has to take place right away. A poll vote on any other question must be taken within 30 days of the poll being demanded.

The meeting chair can appoint members or nonmembers to count the votes. The results of the poll vote are considered to be the decision of the meeting on the resolution or issue.

If someone successfully calls for a poll vote, the meeting continues, even though the resolution in question will be delayed. If a poll vote is called for at a general meeting, the call at the meeting counts as notice of the poll vote. Otherwise, there needs to be seven days' notice of the date and time the poll vote will happen.

36. APPOINTMENT OF PROXY

Members can authorize another person to be their proxy at a meeting and exercise their rights to voice and vote on the member's behalf.

37. CONTENT OF PROXY NOTICES

If someone wants to authorize another person as their proxy, they have to provide a signed written notice to the EFA with their name and address and identify the person who will be their proxy and the meeting they'll be voting at.

38. DELIVERY OF PROXY NOTICES

Whenever the EFA sends out a notice for a general meeting, the notice needs to provide the address or method that members can use to send their proxy notices. If a member sends a proxy notice in but then attends the meeting instead of their proxy, they retain their right to voice and vote. A member has to deliver the proxy notice to the address the EFA has provided and must do so before the relevant meeting starts; otherwise, the proxy notice is invalid.

39. AMENDMENTS TO RESOLUTIONS

A voting member can make an amendment to a resolution that will be proposed at a general meeting if they give notice in writing to the EFA at least 48 hours before the meeting and the amendment doesn't change the nature of the resolution. The meeting chair can determine if an amendment can be received after the 48-hour deadline and whether the amendment changes the nature of the resolution.

A special resolution can be amended as long as the meeting chair proposes it at the meeting and the changes are minor technical or grammatical changes that don't change the resolution's meaning.

PART 4: ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

40. MINUTES

The directors are responsible for making sure that minutes—records of what happens at the meetings—are kept. The minutes have to make a record of all officer appointments, all resolutions of the EFA and the Board, all decisions made by the Board (even those made without a meeting), all EFA and Board meetings, and names of the directors who are present. Approved minutes are the official record of a meeting.

41. RECORDS AND ACCOUNTS

The Board must follow the law in keeping member lists, financial records, any audits, and copies of annual reports, returns, or account statements sent to the government. Unless the law requires it, members don't have the right to examine these records without permission from the directors.

42. INDEMNITY

The EFA can cover the financial obligations incurred by any EFA director for any harm the director causes while performing official EFA duties unless the law prohibits it.

43. INSURANCE

The Board will provide insurance to cover the directors for the legal consequences of official EFA actions taken by a current or former director. This insurance will also cover actions taken with any organizations legally affiliated with the EFA.

44. RULES AND POLICIES

The Board is free to create and change rules for the organization that help the EFA in its work or to organize who can be a member, what is required to be a member, the rights and privileges of a member, and what members owe to the organization. The Board must let the members know about any rules and policies that affect them but can't enact a policy that contradicts these Bylaws.

45. EXCLUSION OF MODEL ARTICLES

Non-profit bylaws often contain model articles to use. We are not using them, and their provisions are not part of these bylaws.