

Constitution
of
The Authors Guild, Inc.

ARTICLE I

*Name and
Seal*

The name of this corporation shall be The Authors Guild, Inc. (the "Guild"). Its seal shall be of a design adopted by its Board of Directors. Its principal office shall be in the City and State of New York. It shall continue until dissolved.

ARTICLE II

Objects

The objects of the Guild are:

- (a) To supply information to its members regarding their joint professional interests and matters affecting those interests.
- (b) To suggest, initiate, and carry out action in behalf of its members' joint professional interests.
- (c) To protect and promote the professional interests of creators of literary material.

ARTICLE III.

Membership

SECTION 1. The active members of the Guild shall be creators of literary material published in the United States of America. Eligibility for active membership in good standing is defined in Article XIV, below. Active members are voting members.

SECTION 2. Persons not eligible for active membership may be admitted to the Guild as associate members, members-at-large or other categories of non-voting members as determined by the Council from time to time. Such members, including associate members and members-at large, shall not be entitled to a vote and may be removed by the Council at its discretion. Eligibility for associate and at-large membership is defined in Article XIV, below.

ARTICLE IV.

*General
Management*

SECTION 1. The general management, control, and direction of the affairs, funds, and property of the Guild shall be vested in its Board of Directors,

hereinafter referred to as the Council.

SECTION 2. No part of the net earnings of the Guild shall inure to the benefit of any member, director or officer of the corporation, or to any private individual, provided, however, that reasonable compensation may be paid for services rendered to, or for, the Guild (subject, however, to the provisions of Article VII hereof).

SECTION 3. If there shall be a cash surplus at the end of the fiscal year, it shall be retained in the treasury of the Guild to be used to further its purposes.

ARTICLE V.

Officers

SECTION I. The officers of the Guild shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer. They shall be active members of the Guild. They shall hold office for a term of two years and until their successors are elected and qualified.

SECTION 2. The President shall be the first executive officer of the Guild, and shall preside at membership meetings and at Council meetings, and shall perform such other duties as the Council may from time to time determine. No employee of the Guild shall serve as President.

SECTION 3. The Vice-President shall perform the duties and exercise the powers of the President in the event of the latter's absence, and shall perform such other duties as the Council shall from time to time determine.

SECTION 4. The Secretary shall perform such duties as may be directed by the Council.

SECTION 5. The Treasurer, or any person or persons designated by the Council, shall receive all monies of the Guild and shall deposit the same as directed by the Council. The Treasurer, or any person or persons designated by the Council, shall make disbursements from the funds of the Guild as authorized by the Council from time to time and shall keep accurate financial accounts.

SECTION 6. Should there be a vacancy in the Presidency, the Vice-President shall succeed to the Presidency and shall serve until the next annual election. Any other vacancy of an office shall be filled by the Council, and the successor shall hold office until the next annual election.

ARTICLE VI.

Salaries

No officer shall receive any salary or other compensation for services rendered as such officer. No member of the Council shall receive any salary or other

compensation for services rendered as a member of the Council. Salaries may be paid, at the direction of the Council, to any employee of the Guild, including employees who have been given official titles, such as Executive Secretary or Assistant Secretary.

ARTICLE VII.

The Council

SECTION 1. The Council shall consist of:

(a) Thirty "elected" members, each of whom shall be an active member of the Guild, who shall be nominated and elected as provided in Articles XI and XII. Their term of office shall be three years and until their successors are elected. Their terms shall be staggered so that ten elected Council members shall be elected each year.

(b) The present and past Presidents of the Guild and of The Authors League of America, Inc., provided that they have been and remain active Guild members in good standing, as defined in Article XIV, below, shall be "ex officio" members of the Council, with full voting rights, by virtue of their present or former offices. Following the annual election each year, the elected members of the Council shall confirm the appointment of all "ex officio" Council members, to serve until the next annual election.

(c) Those individuals who have served on the Council for twenty-four years or more, and who have been and remain active Guild members in good standing, as defined in Article XIV, below, shall be eligible to be elected, as provided in Article XII, as "Honorary Council Members" with full voting rights. Their term of office shall be five years and until their successors are elected.

SECTION 2. If an elected Council member ceases to be an active Guild member, his/her place on the Council shall automatically become vacant. Any vacancy in the place of an elected member on the Council shall be filled by the Council, and the replacement shall serve until the next annual meeting of the members and the election and qualification of his or her successor. If a Council member is absent from three or more successive Council meetings, such Council member shall be deemed to have resigned and the Council may determine that his/her place has become vacant, provided that there is a quorum of not less than a majority present at the Council meeting where such determination is made.

SECTION 3. The use of the term "entire Council" herein refers to the total number of Council members entitled to vote that the Guild would have if there were no vacancies.

ARTICLE VIII.

Committees

SECTION 1. The Council may, by resolution adopted by a majority of the entire

Council, designate from among its members such Committees of the Council as it may deem appropriate from time to time. Each such Committee of the Council shall have thereon at least three (3) Council members and, to the extent provided in a resolution, shall have the authority of the Council, except as limited by the Council or by law. No committee shall have the power to (a) alter, amend or add to this Constitution, (b) make removals from office, (c) fill vacancies in the Council or in any Committee of the Council, (d) amend or repeal any resolution of the Council which, by its terms, shall not be so amendable or repealable or (e) submit to the members any action requiring members' approval. Each Committee of the Council shall serve at the pleasure of the Council.

SECTION 2. Each Committee of the Council may provide for the holding of regular meetings, with or without notice, and may fix the time and place at which such meetings shall be held. Special meetings of each committee shall be held upon call by or at the direction of its chairman or, if there be no chairman, by or at the direction of any of its members, at the time and place specified in the respective notices or waivers of notice thereof. Notice of each special meeting of a committee shall be given as provided in Article XV of this Constitution.

SECTION 3. At each meeting of any Committee of the Council the presence of a majority but not less than two of its members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of such committee; in the absence of a quorum, a majority of the members present at the time and place of any meeting may adjourn the meeting from time to time until a quorum shall be present. Any resolution authorizing action consented to by all the members of such committee shall be as effective as if made by such committee at a meeting. Such consent may be written or electronic and shall be executed or transmitted as provided in Article XV of this Constitution.

SECTION 4. Any member of any Committee of the Council may be removed, with or without cause, at any time by the Council.

SECTION 5. The Council, from time to time, may establish Committees of the Guild to assist the Council in carrying out its duties. Committees of the Guild shall be advisory in nature and shall not have the authority to bind the Council or the Guild. The members of Committees of the Guild, who need not be directors, shall be appointed by the President and may be removed with or without cause by the President. Each Committee of the Guild shall serve at the pleasure of the Council.

ARTICLE IX.

Membership Meetings

The annual meeting of the active members of the Guild shall be held prior to

March 31st each year, the date to be designated by the Council, in the City and State of New York. Notice shall be given as provided in Article XV of this Constitution.

Each active member shall have one vote at membership meetings. A vote at a meeting may be cast either in person or by proxy. A proxy may be given only to an active member of the Guild and shall be effective for the meeting specified therein and for any adjournments thereof.

A member may authorize another person or persons to act for the member as proxy by providing such authorization in writing, including by facsimile or electronic mail, to the person who will be the holder of the proxy, provided that any such authorization by electronic mail shall set forth information from which it can be reasonably determined that the authorization by electronic mail was authorized by the member. If it is determined that such authorization by electronic mail is valid, the inspectors or, if there are no inspectors, such other persons making that determination shall specify the nature of the information upon which they relied.

The Council shall present, at the annual meeting of members, a report, verified by the President and Treasurer or by a majority of the Council members, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Council, showing in appropriate detail the information required by Section 519 of the New York Not-for-Profit Corporation Law. The annual report shall be filed with the records of the Guild and a copy or abstract thereof entered in the minutes of the annual meeting.

Special membership meetings shall be called by the Secretary at the direction of the Council, or upon the written request of the active members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting. The notice of a special meeting shall state the objects of the meeting.

At any meeting, one hundred active members (in person or by proxy) shall constitute a quorum. If no quorum should be present, the presiding officer shall adjourn the meeting to a date and hour fixed by him not more than thirty days later. The meeting held upon the adjourned date shall have the same effect as if held on the date originally set. At all membership meetings decisions shall be made by majority vote, except as otherwise provided herein.

ARTICLE X.

Council Meetings

Meetings of the Council shall be called by the President or by the Secretary at the direction of the President or the direction of the Council. Notice shall be given as provided in Article XV of this Constitution. At all meetings of the Council, the quorum shall be five members of the Council plus one additional member for every ten members (or fraction thereof) in excess of fifteen.

Any one or more members of the Council or any committee thereof may participate in a meeting of the Council or such committee by means of a

conference telephone or similar communications equipment or by electronic video screen communication provided that all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Council or committee, including, without limitation, the ability to propose, object to and vote upon a specific action to be taken by the Council or committee. Participation by such means shall constitute presence in person at a meeting.

Any resolution authorizing action consented to by all the members of the Council shall be as effective as if made by the Council at a meeting. Such consent may be written or electronic and shall be executed or transmitted as provided in Article XV of this Constitution.

ARTICLE XI.

Nominations

SECTION 1. *For Council Members.* Each year, the Council shall appoint a Nominating Committee from among its members. Not later than December 21, the Nominating Committee shall give the Secretary a list of the nominations it has made for Council members and for replacement of a vacancy, if one has occurred, in the office of President, Vice-President, Secretary, or Treasurer. Not later than December 31, the Secretary shall mail copies of the list of nominations to all active members. Additional nominations may be made in writing if signed by at least ten active members who shall not have signed the nominations of any other person for the same position. To be valid such additional nominations shall be filed with the Secretary not later than the January 31 following.

SECTION 2. *For Officers.* Every two years the Nominating Committee shall give the Secretary a list of the nominations it has made for Guild officers. The provisions in the preceding Section regarding dates and additional nominations shall apply also to nominations for officers.

ARTICLE XII.

Elections

The Officers and Council Members shall be elected at the annual meeting provided for in Article IX. Not later than thirty (30) days prior to the annual meeting the Secretary shall mail to all active members a ballot listing all nominations. There shall be no nominations from the floor at the annual meeting. Each active member shall be entitled to cast one ballot, either by proxy or in person, until the President shall at the annual meeting declare the election closed. The candidate for each office who receives the largest number of votes cast for such office shall be declared elected. The casting of ballots, either by proxy or in person, and the counting of them, shall be arranged, under the direction of the Council, so that they shall be secret.

ARTICLE XIII.

Dues

SECTION 1. *To the Guild.* Each member shall pay dues to the Guild. The minimum amount to be paid by each active member, associate member and member-at-large shall be \$149 annually, except that active members whose writing-related income exceeds certain levels shall pay annual dues greater than \$149 as determined from time to time by the Council in its reasonable discretion. Determination of writing-related income level for this purpose only, i.e., to determine dues greater than \$149, shall be entirely the responsibility of the member. Prorating of dues of members who join during a fiscal year shall be at the direction of the Council. Other categories of non-voting members may be established by the Council and shall pay annual dues of less than \$149 as determined from time to time by the Council in its reasonable discretion.

SECTION 2. *To the League.* Dues to The Authors League shall be paid by the Guild as a Member of the League. The amount of such dues will be fixed each year by the League Council, with the approval of a majority of its author-members, and the payment of such dues shall be at the direction of the Guild Council.

ARTICLE XIV.

Eligibility for Membership

To be eligible to become and to remain an Active Member in Good Standing, a member must:

- (i) Be a book author published by an established American publisher; or (ii) be a freelance writer who has published three works, fiction or non-fiction, by a periodical of general circulation within the past eighteen months; or (iii) have earned significant writing income at or above an amount to be established by the Council during the preceding fiscal year; and
- Pay his or her dues for the preceding fiscal year within sixty (60) days of his or her annual renewal date.

To be eligible to become and to remain an Associate Member in Good Standing, a member must:

- (i) Have a contract or offer for a contract with an established American publisher for a work not yet published; or (ii) have a contract or offer for a contract with an established American literary agent; or (iii) have earned significant writing income at or above an amount to be established by the Council during the preceding fiscal year; and
- Pay his or her dues for the preceding fiscal year within sixty (60) days of his or her annual renewal date.

To be eligible to become and to remain a Member-at-Large, a member must:

- Be an established literary agent who has placed more than ten (10) works with publishers; or
- Be an attorney or accountant representing authors; or
- Be a widow, widower or other heir or the trustee or executor of the estate of a deceased author whose literary work qualified the author to be an Active Member of the Authors Guild.

The rules set forth in this Article shall be interpreted and applied by the Council in its sole discretion.

ARTICLE XV.

*Notices and
Written
Consents*

Written notice of the date, time, and place of each members' meeting shall be sent, as provided herein, to each active member at least twenty but not more than fifty days before the date of the meeting. In the case of a special meeting, such notice shall also set forth the purpose or purposes of the meeting.

Notice of the time and place of any annual, regular or special meeting of the Council or of any committee shall be given to each Council or committee member, as provided herein, within the following time periods: if by first class mail, three days' notice shall be sufficient; if by electronic mail, facsimile or hand delivery, twenty-four hours' notice shall be sufficient.

Written notice shall be given by first-class mail, facsimile, electronic mail or by hand delivery. Notice of any meeting shall not be required to be given to any person who attends such meeting without protesting prior thereto the lack of notice to him or her, or who submits a waiver of notice, whether before or after the meeting. Such waiver of notice may be written or electronic. If written, the waiver must be signed by the person by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and must set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the person to whom it is attributed.

Any action required or permitted to be taken at any meeting of the Council or by any committee may be taken without a meeting if all members of the Council or committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the appropriate person signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and must set forth, or be submitted with, information from

which it can reasonably be determined that the transmission was authorized by the person to whom it is attributed. The resolution and consents thereto shall be filed with the minutes of the proceedings of the Council or committee as applicable.

ARTICLE XVI

Real Property Transactions

Any purchase of real property by the Guild must be authorized by a vote of a majority of the Council or of a majority of a committee authorized by the Council, provided that if such property would, upon purchase thereof, constitute all or substantially all of the assets of the Guild, then the vote of a majority of the entire Council shall be required. The Guild shall not sell, mortgage, lease, exchange or otherwise dispose of its real property unless authorized by a vote of a majority of the Council or of a majority of a committee authorized by the Council, provided that if such property constitutes all or substantially all of the assets of the Council, then the vote of a majority of the entire Council shall be required. If the Council authorizes a committee to act with respect to a real property transaction, the committee shall promptly report any actions taken to the Council, and in no event after the next regularly scheduled meeting of the Council.

ARTICLE XVII

Indemnification

The Guild may, to the fullest extent authorized by law, indemnify any present or former Council members or officers of the Guild or the personal representatives thereof, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that he or she, his or her testator or intestate is or was a Council member or officer of the Guild, or served with any other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity at the request of the Guild, against judgments, fines (including excise taxes assessed on such a person in connection with service to an employee benefit plan), amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action or proceeding may, to the fullest extent authorized by law, be paid by the Guild in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such Council member or officer to repay such amount as, and to the extent, the person receiving the advancement is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced by the Guild exceed the indemnification to which he or she is entitled.

The foregoing right of indemnification and advancement of expenses shall not be deemed exclusive of any other rights to which any person, his or her testator

or intestate may be entitled apart from this provision provided that no indemnification may be made to or on behalf of any Council member or officer if a judgment or other final adjudication adverse to the Council member or officer establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. Nothing contained in this provision shall affect any rights to indemnification to which corporate personnel other than the Council members and officers may be entitled by contract or otherwise under the law.

ARTICLE XVIII.

Definitions

The following definitions apply to words and phrases, where not qualified, as used in this Constitution:

"Guild" or "Authors Guild" means The Authors Guild, Inc. "Dramatists Guild" means The Dramatists Guild, Inc. "League" or "Authors League" means The Authors League of America, Inc.

"Council" or "Guild Council" means the Board of Directors of The Authors Guild, Inc.

"League Council" or "Authors League Council" means the Board of Directors of The Authors League of America, Inc.

ARTICLE XIX.

By-Laws

This Constitution shall constitute the By-Laws of the Corporation.

ARTICLE XX.

Amendments

No proposal to amend this Constitution shall be acted upon by the members unless it shall have been authorized by the Council or shall have been presented in writing to the Secretary over the signatures of not less than one hundred members. Any provision of this Constitution may be adopted, amended or repealed by a vote of sixty percent of the members who vote on the amendment, provided, however, that (i) the Council may make amendments to Article XIII without the vote of the members and (ii) any amendment that increases the quorum requirement or the proportion of votes necessary for the transaction of business or any specified item of business must be authorized by the affirmative vote of at least two-thirds of all of the members entitled to vote thereon.