

BYLAWS OF THE SOUTHERN LITERARY TRAIL

Adopted on April 6, 2010

ARTICLE 1 - NAME

The name of this non-profit organization shall be *The Southern Literary Trail* (identified and referred to herein as SLT).

ARTICLE 2 - PURPOSE AND ACTIVITIES

Section 2.1. Purposes of SLT. SLT shall organize a network of individuals and organizations in the South to promote, support, and engage in recognitions and celebrations of the region's literary heritage and the cultural history associated with or influential to its classic literature. The purposes of SLT shall be pursued through the following *essential* goals:

(a) Recognition of the region's literary history by restricting SLT's honored writers principally to significant writers of the twentieth century as determined by the SLT Board of Directors and the SLT Steering Committee.

(b) Participation in and/or organization of events to celebrate SLT's writers in the Trail's member cities, communities or places, including structures, homes, buildings and sites that influenced them or their work. Events shall include, but not be limited to, discussion panels, scholarly lectures, exhibits, performances, plays, tours, film screenings and festivals.

(c) Promotion of southern literary heritage and southern culture within SLT's member communities and/or places as outlined in these bylaws and within the framework of SLT as established in subparts (a) and (b) above.

Section 2.2. Activities of SLT. SLT activities shall be charitable or educational as are permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (as it may be amended) or by a corporation that may receive contributions which are deductible to their donors under Section 170(c)(2) of the Internal Revenue Code of 1954 (as it may be amended).

ARTICLE 3 - MEMBERSHIP OF PLACES IN SLT

Section 3.1. Charter Places and Writers. In accordance with Section 2.1 (a) and (b), the following communities are deemed the charter places and associated writers of *The Southern Literary Trail*:

Alabama:

Demopolis : Lillian Hellman
Hartselle: William Bradford Huie
Mobile: William March, Albert Murray and Eugene Walter
Monroeville: Truman Capote and Harper Lee
Montgomery: F. Scott Fitzgerald and Zelda Fitzgerald
Tuskegee: Ralph Ellison and Albert Murray

Georgia:

Atlanta: Joel Chandler Harris and Margaret Mitchell
Clayton: Lillian Smith
Columbus: Carson McCullers
Milledgeville: Flannery O'Conner and Alice Walker
Moreland: Erskine Caldwell
Savannah: Flannery O'Conner

Mississippi:

Clarksdale: Tennessee Williams
Columbus: Eudora Welty and Tennessee Williams
Greenville: Shelby Foote and Walker Percy
Jackson: Margaret W. Alexander, Eudora Welty and Richard Wright
Natchez: Richard Wright
Oxford: William Faulkner

Section 3.2. Places in SLT. Trail memberships in SLT shall be held by and extended to those places in the South that influenced the work of a classic southern writer as outlined in Section 2.1 and in compliance with the provisions of Section 3.4 below.

Section 3.3. Writers on SLT. Additions of honored writers are permissible in accordance with the goals and missions of Section 2.1. There will never be more than the addition of one writer per state in any calendar year. The Southern Literary Trail Director (Trail Director, hereinafter) shall determine when an election is necessary to add a writer to SLT in accordance with Section 3.2.

Section 3.4. Nominations for the addition of members or honored writers. All nominations for the additions of places or writers to SLT must originate from a member of the SLT Board of Directors or the SLT Steering Committee. Thereafter, the Trail Director must submit the nomination to the board of directors exclusively for election or denial. Election of a place or writer to SLT requires a simple majority vote by the board of directors. ***No additions of any writer or place can be made to SLT without full compliance with this section and without election by simple majority vote of the SLT Board of Directors at the time of submission.*** If not elected, writers and places may be nominated for reconsideration, but they may not be submitted for a second election or reconsideration within the same calendar year.

Section 3.5. Announcement of new SLT member communities or writers. The announcement may be made at the discretion of and at any event chosen by the Trail Director in consultation with the SLT Board of Directors and SLT Steering Committee members who are serving at the time of the election.

ARTICLE 4 - MEETINGS OF SLT'S BOARD OF DIRECTORS AND STEERING COMMITTEE

Section 4.1. Board and Steering Committee meetings. SLT Board meetings must be held once annually, at least, at a time and place to be determined by the Trail Director and the board. The consultations and votes mandated by these bylaws may be conducted electronically (via emails) at the discretion of the Trail Director and not necessarily delayed until the time of the annual

meeting. Substitute or early votes on behalf of absent board members shall be allowed only at the discretion of the Trail Director.

Section 4.2. Notices of SLT Board meetings. Written notice (inclusive of email) of the time and place of the annual board meeting of SLT shall be sent to all board members not less than twenty (20) days in advance of the date of such meeting.

Section 4.3. Business of annual SLT Board meeting. The business of the annual board meeting shall include: (1) the selection of a Trail Director, steering committee members and board members to serve three year terms and (2) such other SLT business as may be raised by the members of the board.

Section 4.4. Procedure of membership meetings. At the discretion of the presiding Trail Director, Robert's Rules of Order, as revised, will govern the conduct of all board meetings of SLT or any other meetings.

Section 4.5. State Steering Committee meetings. Individual state meetings of SLT Steering Committees may be conducted at the discretion of the Trail Director or the individual state's project directors, if needed, for the discussion or implementation of SLT business or goals within the said member state.

Section 4.6. Content of membership. It will be the goal of SLT during each calendar year to have, at least, one representative from each member community or place on the Trail on its board and/or steering committee. Section 2.1 (b) provides guidance on the spectrum of places that may be included on the Trail.

ARTICLE 5 - GOVERNING STRUCTURE OF SLT: TRAIL DIRECTOR, BOARD OF DIRECTORS AND STEERING COMMITTEE

Section 5.1. Trail Director. A single SLT Director (Trail Director) shall be selected to chair SLT for a three year term, July 1 to July 1. The Trail Director is charged with implementation and execution of the provisions of these bylaws and any amendments thereto.

Section 5.2. State Project Directors. Each member state in SLT will have two State Project Directors for terms running from July 1 to July 1. The term of one State Project Director shall conclude at the completion of two years after commencement and the term of the other shall conclude at the completion of three years from commencement. The State Project Directors must advise the Trail Director of the agreement, left to their discretion, of how and by whom the separate terms will be served. If necessary, the Trail Director may require the State Project Directors to reach a decision regarding fulfillment of these terms and to report the same.

The SLT State Project Directors are charged with implementation and execution of the provisions of these bylaws and any amendments thereto in their member states. They will work with and consult with the Trail Director in the execution of their duties.

Section 5.3. Secretary and Treasurer. Every three years a secretary and treasurer for the SLT shall be selected from one of the member states to serve from July 1 to July 1. The secretary and treasurer will be from the same state for all three years of service, unless determined otherwise by the board of directors. The secretary keeps minutes of meetings and records votes. The treasurer maintains records of monetary contributions and SLT deposits in an interest-bearing account of an

established banking institution.

Section 5.4. Academic Advisers. For a three year term, from July 1 to July 1, each member state will be represented by two academic advisers who serve on the SLT Board.

Section 5.5 SLT Board of Directors. The board of directors of SLT consists of the Trail Director, the two State Project Directors for each member state (a total of 6), the two Academic Advisers for each member state (a total of 6), a Secretary and a Treasurer. The board may meet at its discretion for the purpose of implementing and executing the business of SLT. As necessary, the board shall decide the means and methods by which new directors and steering committee members are determined for each term of service in SLT.

Section 5.6. SLT Steering Committee. In consult with the members of the board of directors, the Trail Director shall request a maximum of 15 representatives from each state (45 total maximum) to serve as members of the entire Southern Literary Trail Steering Committee for three year terms. The responsibilities of Steering Committee members are further enumerated within these bylaws. In summary, the Steering Committees of each state shall act as advisers to the board and shall participate in the planning and implementation of all SLT programs including Trailfest celebrations.

Section 5.7. Voting. When elections are conducted by SLT at annual board meetings or otherwise, each member of the board of directors and steering committee shall be entitled to one vote.

Section 5.8. Ex-officio directors. Ex-officio directors serve as non-voting representatives on the SLT Board and are selected by the Trail Director in consult with the members of the board of directors on an ad hoc basis for each calendar year.

Section 5.9. Election of a Trail Director, Board of Directors and Steering Committee members. Board Members of SLT at the annual membership meeting, held no later than November 30 in each calendar year, shall elect the Trail Director and SLT Steering Committee members for any forthcoming three (3) year term. The SLT Board determines the nominating and election process.

Section 5.10. Terms of office in SLT. Terms of office in the SLT positions enumerated within these bylaws run from July 1 to July 1 for three years.

Section 5.11. Resignation from the Board or the Steering Committee of SLT. Any member of the SLT Board or Steering Committee may resign by submitting a written resignation to the Trail Director. The Trail Director is charged with finding a replacement in consult with his or her fellow board or steering committee members.

Section 5.12. Vacancies of office. Should any member of the SLT Board or Steering Committee become unavailable or unfit to serve, the members of the board will undertake to name a replacement as soon as feasible.

ARTICLE 6 - ANNUAL ACTIVITIES OF SLT

Section 6.1. Continuing goals of SLT. The Trail Director, SLT Steering Committee and SLT Board of Directors shall undertake to fulfill the following goals by SLT annually:

- (a) The ongoing maintenance and upkeep of an internet website to publicize the activities and events in member communities that further the mission of SLT as stated herein.
- (b) Support for the museums, theaters and other organizations that promote the work of SLT's honored writers including but not limited to the historic structures, buildings and sites associated with these writers or their work in member communities.
- (c) Publication of brochures for distribution on a collaborative basis and for collective promotion to promote Trail communities and their literary events including but not limited to appropriate festivals, humanities programs, performances, and tours.
- (d) Partnering with existing or established events in SLT member states and communities whose missions are consistent with those stated within these bylaws.

Section 6.2. Resolution of disputes regarding annual goals and events organized, promoted or supported by SLT. If the SLT Board of Directors can not resolve any such disputes, the same will be resolved by the members of the entire tri-state SLT Steering Committee via simple majority vote. The Trail Director shall appoint a chairperson from the entire tri-state steering committee to conduct, compile and report the results of the vote.

ARTICLE 7 - FORMULATION OF COMMITTEES

Section 7.1. Formulation of Committees. The Trail Director, SLT Board of Directors and SLT Steering Committee have the discretion to form committees, as necessary, to accomplish the goals and missions of SLT. Committee memberships may extend beyond the members of governing bodies of SLT enumerated herein.

Section 7.2. Announcement of Committees. Any newly formulated committees of SLT are to be announced via email notifications or otherwise to the SLT Board and SLT Steering Committee within 21 days of their organization.

ARTICLE 8 - FISCAL YEAR

Section 8.1. SLT Fiscal Year. The fiscal year of SLT begins on the first day of July of every year.

Section 8.2. Administration of SLT Funds. All SLT funds must be administered in accordance with generally accepted fund accounting procedures. Financial books and records are maintained by SLT's treasurer.

SLT's treasurer is not responsible for the administration of funds that are not being maintained for global use by the Trail, such as proceeds obtained for and applied toward programs hosted by SLT's member places.

ARTICLE 9 - AMENDMENTS TO BYLAWS

Section 9.1. Amendments to bylaws. These bylaws may be amended or repealed and new bylaws may be adopted by the board and steering committee members by an affirmative vote of

not less than two-thirds (2/3) of the members in attendance at any SLT meeting. Notice of the proposed action shall be given in writing at least fourteen (14) days in advance of such meeting. No such action shall be taken if it would in any way adversely affect SLT's qualification under Section 501 (c)(3), or any pending or prospective application for same, of the Internal Revenue Code (or any successor provision).