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BYLAWS OF THE ELECTRONIC LITERATURE ORGANIZATION
Approved by the Board December, 1999.

The Electronic Literature Organization

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be "The Electronic Literature Organization."

Section 2: The Electronic Literature Organization is organized exclusively for charitable, literary and educational purposes, specifically to facilitate and promote the writing, publishing, and reading of literature in electronic media, for the benefit of the general population.

ARTICLE II - MEMBERSHIP

Section 1: The members of the Board of Directors shall be entitled to vote on all matters on behalf of the Electronic Literature Organization.

Section 2: The members of the Board of Directors shall consist of the current Board of Directors and such persons as the Board of Directors shall elect in the future pursuant to the terms of these bylaws.

Section 3: The Board of Directors may establish one or more categories of non-voting personal or corporate members classified by contribution levels. The nonvoting members shall be accorded all rights and privileges of membership with the exception of voting on matters of the corporation.

Section 4: The secretary shall keep and maintain records designated the names, current addresses, telephone, fax, and email addresses of all voting members. The records shall include the date upon which a person became a member and the expiration of the term.

ARTICLE III- ANNUAL AND SPECIAL MEETING

Section 1: Annual Meeting. The annual meeting of the organization shall be held on the second Tuesday of January annually.

Section 2: Special Meetings. The President of the Board of Directors may call special meetings.

Section 3: Notice. Notice of all meetings shall be sent to each voting member, by regular mail or electronic mail, not less than ten days before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Duties. The Board shall set the policy of the organization and may delegate the execution of aforesaid policy to an executive committee consisting of not more than 5 directors and/or an operating executive who need not be a member of the Board of Directors.

Section 2: Number of Directors. The number of Directors shall consist of at least 7 and no more than 21 directors.

Section 3: Director expenses. A member of the Board of Directors may be reimbursed for reasonable and authorized out-of-pocket travel expenses. No directors shall receive compensation for their services.

Section 4: Elections. The Election of directors will occur at the annual meeting of the corporation. Directors will be elected by the voting members and require a majority of the vote for election. Additional directors may be elected at regular board meetings.

Section 5: Terms. Unless otherwise stated herein, all directors shall serve a 3-year term. The election which is held at the first annual meeting shall stagger the terms of the directors so that one third of the total Board of Directors are elected to a 1-year term, one third to a 2-year term, and the remainder to a 3-year term. Terms shall be renewable by board election.

Section 6: Quorum. Sixty percent of the Board of Directors constitutes a quorum for purposes of transacting business.

Section 7: Notice. Notice of Board meetings shall be sent by regular mail and/or email at least 10 days prior to the meeting.

Section 8: Meetings. The Board of Directors shall meet at least once every three months. Meetings may be held either in person or through teleconferencing or electronic conference.

Section 9: Officers and Duties. There shall be three officers of the Board consisting of a President, Secretary and Treasurer. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Secretary and Treasurer.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, assist in the development fundraising plans, and make financial information available to Board members and the public.

Section 10: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 11: Resignation, Termination and Absences. A director may resign by written notice to the Secretary. Unless otherwise directed by a majority of the Board of Directors, a director shall automatically be removed if he or she fails to attend three consecutive regular board meetings without reasonable excuse. A director may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 12: Special Meetings. Special meetings may be called by the President or at the request of at least one-third of the members of the Board of Directors upon notice to the Secretary. Notice of special meetings shall be provided in accord with Article IV, Section 4.

Section 13: Teleconference. Meetings will be held from time to time via teleconference or other electronic conferencing systems.

Section 14: Email. Board members may vote from time to time on organizational matters via electronic mail, given that adequate notice is given of these votes during regular board meetings.

ARTICLE VI - COMMITTEES

Section 1: The Board may create committees as needed. The Board President shall appoint all committee members and shall designate committee chairs. The President shall be an ex officio member of all committees.

Section 2: Executive Committee. There shall be an Executive Committee consisting of the President, the Treasurer, the Secretary, and two other members of the board. The Executive Committee may act and approve expenditures on behalf of the board. The Executive Committee will oversee the day to day operations of ELO in consultation with the operating executive of the Corporation.

Section 3: Finance Committee. The Treasurer is Chair of the Finance Committee, which includes at least three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the

budget. The fiscal year shall be the calendar year. The Finance Committee will provide annual reports to the Board showing income, expenditures and pending income.

ARTICLE VII - INDEMNIFICATION OF DIRECTORS

Section 1: To the extent permitted by law, the Corp shall indemnify and save and hold harmless members of Board of Directors against all claims, lawsuits, liabilities, or damages arising out of the performance of their duties on behalf of the Corp.

ARTICLE VIII -- EXECUTION OF INSTRUMENTS

Section 1: All checks, contracts, and other instruments executed on behalf of the Corporation shall be signed in such manner as they may be provided from time to time to the Board of Directors.

Section 2: No officer or agent of the Corporation shall have the power to make any contract or incur any debts or liabilities on behalf of the Corporation unless thereunto authorized by resolution of the Board of Directors.

ARTICLE IX - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved by the Board of Directors of The Electronic Literature Organization on DATE, 1999.

Signature:

Cathy Marshall, Secretary

Name: Bylaws
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