



## Bylaws of the California Writers Club Tri-Valley Branch

### ARTICLE I: NAME

Section 1: The name of the organization is California Writers Club Tri-Valley Branch.

### ARTICLE II: MISSION

Section 1: The California Writers Club (CWC) aims to foster professionalism in writing, promote networking of writers within the writing community, mentor new writers, and provide literary support for writers and the writing community as is appropriate through education and leadership.

Section 2: The CWC Tri-Valley Branch supports all genres, writing styles and related professions such as editing, publishing, photographic journalism and agents and provides an environment where members may obtain critique of their efforts, attend workshops, and share experiences.

### ARTICLE III: MANAGEMENT

Section 1: The corporate powers of the Tri-Valley Branch shall be vested in a board of directors consisting of the elected officers of President, Vice President, Secretary and Treasurer, and a board of directors of not less than three nor more than seven members, appointed by the branch President.

Section 2: The President may, subject to approval by the board, appoint an officer pro-tem or a director pro-tem to fill vacancies on the board. Such pro-tem appointments expire at the end of the term to which the original officer or director was elected.

### ARTICLE IV: MEMBERSHIP

Section 1: Membership in the Tri-Valley Branch shall conform to ARTICLE I, Section 1 of the bylaws of the California Writers Club. Questions of interpretation of the articles of membership shall be referred to the Central Board of the California Writers Club.

Section 2: Each member shall pay dues according to the Policies and Procedures adopted by the California Writers Club Central Board.

## ARTICLE V: OFFICERS

Section 1: The officers of the branch board of directors shall be elected at the general membership meeting in June each year. The basic duties and terms of the officers are described in this article. Expanded duties are described in Policies and Procedures.

Section 2: The President shall prepare agendas and preside over meetings of the branch board of directors and general membership.

- (a) The President shall, with the advice and consent of the branch board of directors, direct the affairs of the branch in accordance with the bylaws.
- (b) Except for the annual nominating committee (see Article VI Elections), the President shall appoint such committees and chairpersons as necessary to conduct the affairs of the branch. Such appointments end when the business of the committee is finished or at the end of the term of the President who made them.
- (c) The President shall be on file as a signer on any financial account.
- (d) If the President resigns or cannot perform the required duties, the board of directors shall confirm the Vice President as President or select another board member as President Pro-tem, whichever serves the branch best, until the end of the current term.
- (e) The President shall be limited to two consecutive terms in that elected office.

Section 3: The Vice President shall assume the duties of President in his or her temporary absence.

Section 4: The Secretary shall keep minutes for all meetings and maintain administrative files for the Tri-Valley Branch.

Section 5: The Treasurer shall keep proper books of accounts and report the financial status of the Tri-Valley Branch at each called meeting of the board of directors.

- (a) The Treasurer shall receive and maintain all funds of the Tri-Valley Branch and pay them out only as authorized by the Executive Board. Any funds received for the organization shall be promptly deposited in an account set up for that purpose.
- (b) Checks issued shall be signed by any two elected officers of the branch. Checks written in the amount of \$100.00 or less require only one signature. No officer may be the sole signatory of a check issued to that elected officer, regardless of the amount.
- (c) The Treasurer shall prepare all financial reports required by the Central Board of the California Writers Club.
- (d) The Treasurer shall assist the membership chairperson in preparing reports for the Central Board of the California Writers Club.

Section 6: With the exception of the elected president's position, which is limited to two consecutive terms, elected or appointed positions are limited to six consecutive terms. Should the nominating committee/board fail to identify any willing and qualified candidate to nominate for a position, the board may petition the membership for an emergency extended term of one additional year. The board must agree by a two-thirds super-majority to petition the membership in this way. The general membership will vote on the emergency extension as petitioned by the board, requiring a two-thirds super-majority from the membership present at that meeting to pass.

## ARTICLE VI: ELECTIONS

Section 1: In March of each year, the branch board shall appoint a committee to present nominations for election. The news of the formation of the committee and the name of the chairperson shall be posted in the Tri-Valley Branch newsletter or be distributed to members by other electronic means.

Section 2: The slate of officers (President, Vice President, Secretary and Treasurer) shall be presented at the May general meeting and published in the following newsletter and/or distributed by other electronic means prior to the June general membership/election meeting. No nominations may be made by the committee without the prior approval of the nominee.

Section 3: The election shall be held at the June general membership meeting. If an elected office has no candidate at this meeting, nominations from the floor may be accepted with the prior consent of the nominee. The election shall be by simple majority of the members present. If there is more than one nominee for an office, voting shall be by written ballot.

Section 4: The incoming and outgoing officers and directors shall meet in July/August to affect an orderly transfer of responsibilities. At the September general membership meeting the incoming President shall introduce the incoming officers and directors.

## ARTICLE VII: REPRESENTATIVE TO THE CENTRAL BOARD

Section 1: The President, with the approval of the board, shall appoint one branch member to represent the Tri-Valley Branch at the statewide meetings of the California Writers Club. The representative must be a member in good standing. If the representative cannot attend, the President shall appoint another member of the branch who shall carry a proxy vote notice.

Section 2: A Tri-Valley Branch member elected to California Writers Club Central Board Executive Committee, defaults to the Tri-Valley Branch representative as required by Central Board Policies and Procedures.

## ARTICLE VIII: MEETINGS

Section 1: The Tri-Valley Branch shall hold regular general membership meetings at a place and time determined by the President with approval of the board of directors.

- (a) Board meetings shall be at the discretion of the President.
- (b) Special meetings of either the general membership or the board may be called by the President or by three members of the board providing that the notice of the meeting is emailed to the interested parties no less than 72 hours before the scheduled board meeting and seven days prior to the special general meeting.

Section 2: In an emergency, the President may poll the board by telephone or email to handle urgent matters and act according to the majority received by such poll. The board of directors shall affirm such actions of the President at the next board meeting.

## ARTICLE IX: QUORUM

Section 1: A quorum for a meeting of the branch board of directors shall be one half the directors and should include the President or the Vice President. If neither is present, the President shall appoint an officer to preside at the meeting. For all other meetings, the members present shall constitute a quorum.

Section 2: Unless otherwise stated in these bylaws, a simple majority of a quorum will determine the outcome of a vote.

#### ARTICLE X: AMENDMENTS

Section 1: Amendment to these bylaws shall require that the proposed amendment:

- (a) be published in the branch newsletter and/or be distributed to the membership by other electronic means prior to a regular, scheduled meeting; and
- (b) be submitted as a motion, read at a regularly scheduled meeting, and be approved by a majority of the members present at that meeting.

Section 2: Any amendment to the California Writers Club bylaws will automatically be included in the Tri-Valley Branch bylaws.

Section 3: The board of directors shall make necessary edits for mechanical revisions that do not alter the intended purpose of these bylaws.

Section 4: Amendments, additions or deletions that change the intent of these bylaws shall become effective during the next term following the membership vote.

#### ARTICLE XI: PRECEDENCE

Section 1: In the event of a conflict between Tri-Valley Branch governing documents and the bylaws of California Writers Club and/or Central Board Policies & Procedures, the latter will prevail.

Section 2: The latest edition of Robert's Rules of Order shall guide the Tri-Valley Branch board meetings and elections parliamentary procedures.

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#### *Affirmation*

*Original bylaws adopted by action of the board of directors, Tri-Valley Branch, May 15, 2006; and revised bylaws approved on June 16, 2012, June 20, 2015, and September 19, 2020. Most recent revision/addendum of bylaws approved by a majority vote of the membership present on May 15, 2021.*

Signed:

*Lani Longshore*

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Lani Longshore, Secretary

May 25, 2021

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Date

**Addendum # 1 to the California Writers Club Tri-Valley Branch Bylaws dated August 8th, 2020--EMERGENCY PROVISIONS**

1. General. The provisions of this Addendum shall be operative only during an emergency declared by a civil authority or in the event of a disaster making it impossible or impracticable for the organization to conduct its business without recourse to the provisions of this Addendum. Said provisions in such event shall override the current Bylaws of the branch in conflict with any provisions of this Addendum and shall remain operative as long as it remains impossible or impracticable to continue the business of the branch otherwise. Thereafter the Addendum shall be inoperative.
2. Unavailable Board Members And Executive Board. All members of the board who are not available to perform their duties by reason of physical or mental incapacity or for any other reason or whose whereabouts are unknown shall automatically cease to be directors, with like effect as if such persons had resigned, so long as such unavailability continues.
3. Quorum. The number of board members necessary to constitute a quorum shall consist of a majority of the remaining members.
4. Board Members Becoming Available. Any person who has ceased to be a board member due to civil or natural disaster but who thereafter becomes available to serve shall automatically resume performing the duties unless the term of office of such person has expired.
5. President and Vice President Becoming Unavailable. Should both the president and vice president be unable to serve at the same time, the board shall have the power to appoint a pro-tem leader from either the remaining Executive Board members or other board members.
6. General Membership. The board may, if in-person general meetings are not possible, submit issues to the membership for vote in any other practical format, including but not limited to email vote, vote during virtual meeting, vote by mail, vote by conference call. Issues to be presented to the membership shall include but not be limited to election of the Executive Board, Bylaw changes, adoption of or changes to the annual budget.
7. The provisions of this addendum will apply retroactively to actions of the board and branch made since the COVID-19 shelter-in-place restrictions imposed by the Alameda County Public Health Department on March 16, 2020, and subsequently confirmed and extended by the state public health department.