



Founded 1986

BYLAWS  
OF THE  
*SAN FERNANDO VALLEY BRANCH*  
OF THE  
*CALIFORNIA WRITERS CLUB*

A California Nonprofit Public Benefit Corporation

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**ARTICLE I: NAME**

Section 1. The corporate name of the organization is California Writers Club.

**ARTICLE II: DEFINITION OF TERMS**

1. **The California Writers Club** is the name of the statewide corporation under which the San Fernando Valley Branch was chartered in 1986.

**Central Board** is the statewide Board of Directors made up of a representative from each branch of the California Writers Club (CWC).

**CWC-SFV** initials are the accepted initials of the San Fernando Valley Branch.

**Branch** is the San Fernando Valley Branch.

**Member in good standing** is a CWC-SFV member who has paid required dues and fees and has been awarded official member status.

**Member eligible to cast a vote** is a member whose member status includes voting rights, e.g., Active, Associate, Life and Emeritus as described by the Central Board's definitions in their Policies and Procedures document.

**Central Board Policies and Procedures** is a document codifying the operations of the central board and the responsibilities of the branches.

**CWC-SFV Officers** are president, vice-president, secretary and treasurer, elected by the voting eligible members. The elections are in June. Officers are members of the Board of Directors.

**The Board** is made up of the elected officers and appointed or elected non-officer directors on the Board of Directors. The SFV branch Board qualifies as a "small board" and may follow *Robert's Rules of Order Newly Revised* procedures for a small board.

**Non-Officer Board of Directors** are CWC-SFV members appointed by the president, approved by the board, or elected by the membership who are in good standing and eligible to vote. Directors may have additional duties in service to the branch. Selection method is at the discretion of the Board.

**Nonprofit** is the 501(c)(3) IRS tax exempt status awarded to the California Writers' Club in 1994.

**Nonprofit Public Benefit** is the official corporation status established by the California Secretary of State and recorded in the State Attorney General's Office.

However, the tax exempt status of the CWC-SFV branch is designated as 501(c)(6).

**Proxy vote** is the means by which a member, who is in good standing and eligible to cast a vote, and who cannot attend a membership meeting wishes to cast a vote on a matter before the membership. A written authorization shall follow the instructions of the board. The authorized proxy should be sent to another member qualified to vote on behalf of the non-attending member.

**Quorum** is a simple majority of the members in good standing and eligible to vote.

### **ARTICLE III: PURPOSE OF THE CALIFORNIA WRITERS CLUB**

Section 1. The purpose of the California Writers Club, a statewide organization, as allowed in the Articles of Incorporation filed in the office of the Secretary of State, State of California, May 7, 1913, and amended July 6, 1967, October 20, 1994, and March 6, 1995, shall be to provide a forum for educating both members and the public in the craft and business of writing, including marketing their works. The purpose is served by monthly public meetings, workshops, seminars of each of the branches, as well as conferences, which are open to all writers and are conducted for the purpose of educating writers. The statewide California Writers Club networks with other groups and agencies involved in similar pursuits.

Section 2. The California Writers Club is a tax-exempt 501(c) (3) corporation. However, the tax exempt status of the CWC-SFV branch is designated as 501(c)(6).

### **ARTICLE IV: MISSION STATEMENT OF THE SAN FERNANDO VALLEY BRANCH**

Section 1. The San Fernando Valley Branch is one of many branches throughout California, organized, chartered and operating under the auspices of the California Writers Club. We are a nonprofit professional organization whose goal is to provide a welcoming and inclusive environment for members and the public to meet and network, either in person or in a virtual environment- to organize a professional speakers series, providing members and guests with instruction in the craft and business of writing; to facilitate the organization of critique groups for members; and to publish a newsletter, providing members with CWC-SFV news, as well as a platform to which they may submit articles, fiction, and poetry to be considered for publication.

### **ARTICLE V: MANAGEMENT**

Section 1. The corporate powers of the San Fernando Valley Branch shall be vested in the Board of Directors known as the Board. Members of the Board shall consist of member-elected Officers: president, vice president, secretary, and treasurer; and president-appointed and board approved or member-elected Directors. Director duties shall be based on the needs of the branch. The Board of Directors shall include at least one (1) non-officer board member and the elected officers for a total of not fewer than four (4) nor more than (10) members.

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 or appointed. Presidential appointment may include, with the approval by the Board, an appointment of a director to record official minutes in the temporary absence of the secretary.

Section 3: The president may, subject to approval by the Board, appoint members-at-large to serve on the Board for the purpose of performing duties of absent Board members or of performing duties for the club that do not fall within any particular officer's or director's responsibilities.

### **ARTICLE VI: MEMBERSHIP**

Section 1. Membership in the San Fernando Valley Branch shall conform to ARTICLE 1, Section 1, of the state Bylaws of the California Writers Club and the state Central Board's Policies and Procedures. Questions of interpretation of the articles of membership shall be referred to the Membership Chair of the California Writers Club Central Board.

Section 2. Each member shall pay dues and fees according to the requirements in the Central Board's Policies and Procedures.

## **ARTICLE VII: OFFICERS**

Section 1: The officers of the Board shall be elected at the general membership meeting in June. The duties of the officers are described below.

President - Sets a professional and congenial tone for the club and serves as the point of contact. resides over meetings of the Board and general membership. The president shall, with the advice and consent of the Board, direct the affairs of the club in accordance with the Bylaws and Roberts Rules of Order. To fill vacancies the president appoints members of the Board, Chairpersons, and/or Members-at-Large. Under California Corporate law the president shall not also be elected treasurer. The president represents the club at CWC statewide Presidents' Meetings and is available to fill in for other board members when necessary. Suggested qualifications: Outgoing demeanor, good organizational skills, open mind, positive attitude and accountable.

Vice President – Assists the President and assumes the duties of the President in his or her absence. Under California Nonprofit Corporate law the vice president may also be elected treasurer. If the vice president takes over the duties of the president, the same duties and requirements of the president apply. Sets a professional and congenial tone for the club. Presides over meetings of the Board, and general membership. The president shall, with the advice and consent of the Board, direct the affairs of the club in accordance with the Bylaws and Roberts Rules of Order. To fill vacancies the president appoints members of the Board, Chairpersons, and/or Members-at-Large. Under California Corporate law the vice president shall not also be elected treasurer.

Secretary – Requests agenda items for board meetings and membership meetings from Board. Prepares agendas and records minutes of board meetings, and membership meetings. May prepare documents for an election or proposed amendment to official documents; handles incoming and outgoing correspondence; and maintains administrative files for the branch. Under California Nonprofit Corporate law the elected secretary may also be elected treasurer.

Suggested qualifications: Good writing and organizational skills, accountability and ability to summarize information.

Treasurer – Keeps proper books of account and reports the financial status of the branch at each Board meeting. Duties include: receiving and depositing all funds and paying bills as authorized by the Board; paying speakers; reimbursing authorized purchases and travel expenses by Board members; retrieves mail from club's PO Box; Coordinates with bank and webmaster to ensure proper functioning of the club's electronic payment options; co-signs checks; and prepares quarterly financial reports as required by the Central Board of the California Writers Club.

Suggested qualifications: Honest, has bookkeeping, as well as electronic payments knowledge, organizational skills and accountable.

Section 2. Officers shall serve a term of one (1) year. An officer may not serve for more than four (4) consecutive years. An officer who has served for four consecutive years may serve again as an officer or board member after at least one year's absence from the Board.

Section 3. To avoid failing to secure the minimum number of officers and non-officer board members after serving the maximum (4) four years, the general membership shall be given the opportunity to vote to re-elect some or all of the Board for an additional terms per Board approval for the purpose of providing continuity in the functions of the club.

## **ARTICLE VIII: NON-OFFICER BOARD MEMBERS**

Section 1. The Non-Officer members of the Board of Directors shall serve from date of appointment and approval or election until (1) resignation, (2) a successor is appointed and approved, or (3) removed by the then-President and at least one other officer. If a Non-Officer Board Member resigns or is removed, no successor need be appointed.

Section 2. The non-officer board members shall consist of not fewer than one (1) nor more six (6) members in good standing, elected by the membership or appointed by the president with the approval of the board. These positions may include Membership Chair, Program Chair, Newsletter Editor, Publicity Chair, Webmaster, Critique Group Coordinator and/or Members-at-Large, according to the needs of the branch.

Section 3. A non-officer member of the board may not serve for more than four (4) consecutive years. A non-officer director who has served for four consecutive years may serve again as an officer or a board member per Board approval for the purpose of providing continuity in the functions of the club.

## **ARTICLE IX: CHAIRPERSONS**

Section 1. The following chairpersons may be Board members. They may be appointed by the president with the approval of the Board or elected to the Board by the general membership. The selection method is at the discretion of the Board. Their duties and responsibilities follow:

Membership Chair – Invites guests at meetings to become members; receives, validates, and processes membership applications; determines appropriate membership status; enters membership information into the Membership Records Management System (MRMS); provides copies of member information to all officers; notifies new members of additional opportunities to promote themselves (web bio, book covers, open mic) creates member name tags; maintains and dispenses them to members at meetings; works in conjunction with the Treasurer to turn in quarterly membership reports and year-end reports to the Central Board. When meetings are conducted in a virtual environment, the Membership Chair checks with new members to ensure they know how to access online meetings and critique groups.

Suggested qualifications. Enthusiasm, accountability, ability to interact with people easily and tactfully, reliable, organized, good record keeping skills and a desire to help others.

Program Chair – Secures speakers for the monthly meetings and confirms engagements prior to meetings; is responsible for ensuring that the newsletter editor and webmaster each has a current speaker's column for the monthly newsletter as well as the website; introduces the speaker at the meetings; follows up with a thank-you letter or email. If meetings are conducted online, the Program Chair ensures that each speaker knows how to access the online platform and share his/her/their screen. If meetings are conducted in person, the Program Chair will consult with the Board regarding whether to purchase the speaker's book or provide the speaker with a gift following his/her/their presentation, in addition to payment for the presentation.

Suggested qualifications: Outgoing demeanor, reliable, organized, ability to interact with people easily and accountable.

Publicity, Public Relations, Social Media – Creates and issues press releases, maintains social media presence, including Facebook, Twitter, MeetUp, and other social media accounts deemed appropriate by the Board.

Suggested qualifications: Organized, reliable, facile knowledgeable in use of social media, excellent language skills.

Webmaster – Maintains the website, posts new information, trouble shoots and solves website problems as they arise and keeps the Board posted on issues. Transfers data to new website, per authorization by the Board. Works with treasurer to ensure operable, electronic payment functions on the website. Works with Program chair to ensure program information is current on website.

Suggested qualifications: Organized, reliable, knowledge of website development and management.

Critique Group Coordinator – Links members with appropriate critique group openings, develops new critique groups as needed, interfaces with new members who wish to join a critique group, maintains a list and schedule of critique groups and provides accurate information for the liability insurance renewal form. Provides support to critique group coordinators who have questions or problems regarding group facilitation or group members.

Suggested qualifications: Personable, outgoing, organized, reliable and knowledge of critiquing etiquette.

Hospitality Chair – For in-person meetings: Welcomes guests; contacts members for refreshment donations, purchases paper goods, and condiments as necessary for the monthly meetings; arranges refreshments on a table; oversees cleanup, and seeks out other members to help with hospitality and cleanup. Turns in receipts for supplies to the treasurer for reimbursement.

Suggested qualifications: Enthusiastic, accountable, ability to interact with people easily and desire to help others.

Newsletter Editor – Selects newsletter format; Researches and writes articles as needed for a minimum of ten newsletter issues (September –June) per program year; prepares layout and design; sets tone of newsletter; seeks and accepts submissions; engages a maximum of two members to proofread the newsletter before distribution; emails final copy to members, editors and presidents of others branches.

Suggested qualifications: Enthusiastic, accountable, knowledge of word processing technology and good writing skills.

## **ARTICLE X: ELECTIONS**

Section 1. In April of each year, the Board shall appoint a committee to present nominations for election. The formation of the committee and the name of the committee chairperson shall be posted in the San Fernando Valley Branch newsletter. The committee shall be composed of at least two and not more than three members in good standing who are not running for office.

Section 2. The slate of officers (President, Vice President, Secretary, and Treasurer) who are in good standing and eligible to be elected shall be presented at the May general membership meeting and published in the San Fernando Valley Branch newsletter at least two (2) weeks before the June general membership/election meeting. No nomination shall be made by the committee without the prior approval of the nominee. If the May meeting is conducted in person or in a hybrid format, the nominees will be presented to the membership by the nominations committee chair either in person or online. If the May meeting is conducted entirely online, the nominees will be presented by the nominations committee chair in the virtual environment.

Section 3. The election shall be held at the June general membership meeting. If the June meeting is conducted in person, voting will take place at the venue by either a hand-held vote, or by secret ballot, if more than one person is running for the same office. Nominations from the floor shall be accepted if the nominee is eligible and with the prior consent of the nominee. The election outcome will be determined by a simple majority of those in attendance, which must be comprised of a quorum of eligible, voting members.

If the June meeting is conducted either online or in a hybrid format, voting will be conducted by the Chairperson of the Nominations Committee utilizing an email ballot, with a space for a write-in candidate. Write-in candidates must have approved of their nomination prior to distribution of ballots. The election outcome will be determined by simple majority of a quorum of eligible voting members who submit their emailed ballots back to the Nominations Committee Chair by the given date.

Section 3(A) Background: In 2020, Covid restrictions did not permit in-person meetings; thus, the club pivoted to online meetings and elections. In subsequent years, while operating in either a fully virtual or hybrid environment, the Chairperson of the Nominations Committee is responsible for emailing and receiving email ballots from eligible club members. Winners will be determined by a simple majority of a quorum of eligible club members who participate in the email voting process. The Nominations Committee Chairperson reports the election outcome at the June membership meeting.

Section 4. A quorum of membership is the majority of members eligible to cast a vote. Members may vote by proxy in the live environment. Members' proxy vote must be given in writing to a member present at the meeting. The written, signed or verifiable email authorization shall be given to the secretary at the meeting prior to the vote. Voting by proxy is not an option when voting via email. Each eligible member needs to cast his/her/their own vote.

Section 5. At the June general membership election meeting the incoming president shall introduce the incoming officers and directors. The incoming and outgoing officers and directors shall meet in June to effect an orderly transfer of responsibilities.

#### **ARTICLE XI: REPRESENTATIVES TO THE CENTRAL BOARD AND REGIONAL ASSOCIATIONS**

Section 1. The president shall, with the approval of the Board, appoint one branch member to represent the San Fernando Valley Branch at the scheduled meetings of the Central Board of the California Writers Club. The delegate must be a voting member in good standing of the San Fernando Valley Branch. The representative must be an Active, Associate, Life or Emeritus member of CWC-SFV.

Section 2. The president shall, with the approval of the Board, appoint a qualified branch member in good standing to represent the branch at the CWC-South Association meetings.

#### **ARTICLE XII: MEETINGS**

Section 1. The San Fernando Valley Branch shall have regular general membership meetings throughout the year at a place and time determined by the Board.

- (a) General membership meetings shall be open to the public and the purpose is to meet the mission of the branch. Meetings may be conducted in one of three formats: In-person, hybrid (in-person/virtual), or entirely virtual.
- (b) Special meetings of the general membership may be called providing that the notice of the meeting is mailed or emailed to all interested and/or affected parties no less than four (4) days or 96 hours before the scheduled meeting.

Section 2. Board meetings shall be at the discretion of the president.

- (a) Board meetings may be conducted in a room where all board members can assemble or by electronic media: teleconference, video conference or a combination so long as all board members can hear the motion and debates of the issue simultaneously before action is called.
- (b) Conducting Board meetings shall follow the most recent edition of Robert's Rules of Order, section on conducting small board meetings.
- (c) At Board meetings, proxy votes are not allowed.

Section 3. Special meetings of the board may be called at any time by the president or by two (2) members of the board.

Section 4. In an emergency, the president may poll the board by telephone or email to handle urgent matters and act according to the vote of the majority received by such poll. The Board shall affirm the actions of the president at their next meeting.

**ARTICLE XIII: QUORUM – BOARD MEETINGS**

Section 1: A quorum is defined as a majority of the Board of Directors including the Officers and must include at least two (2) elected Officers.

Section 2: A quorum is necessary to pass any legislation or other action, except to adjourn.

Section 3: Unless otherwise stated in these Bylaws, a simple majority of the quorum will determine the outcome of a vote.

Section 4: Although a member may serve in multiple board positions, the member counts as only one ‘seat’ and casts only one vote.

Section 5: In accordance with California Corporate Law, Board members cannot vote by proxy during a Board meeting.

**ARTICLE XIV: AMENDMENTS**

Section 1. Amendment to these Bylaws shall require that the proposed amendment or revision:

- (a) Be published in the branch newsletter or distributed by email or regular postal mail no less than two (2) weeks prior to a regularly scheduled membership meeting; and
- (b) Be submitted in writing as a motion, read at a regularly scheduled meeting, and be approved by a majority of the voting members present at the meeting.

Section 2. Proxy votes. Eligible voting members in good standing may vote to amend these bylaws by proxy. Members may email or postal mail deliver their written proxy authorization to another qualified voting member.

- (a) The member wishing to vote by proxy should follow the board instructions.
- (b) The verifiable proxy authorization shall be handed to the secretary or emailed to the secretary before the vote.
- (c) The secretary will tally the votes, retain and record the proxy authorizations with the minutes of the meeting.

**ARTICLE XV: DISSOLUTION**

Section 1. In accordance with California Nonprofit Public Benefit law and in the absence of Central Board directions, in the event this branch membership voluntarily chooses to dissolve the San Fernando Valley Branch charter or that the CWC-SFV Branch charter is involuntarily revoked by the Central Board, all reasonable effort will be made to pay any and all debts and obligations. The branch may sell assets or donate them to another nonprofit public benefit corporation or the Central Board or according to law. Remaining revenue, assets and official records will be delivered to the president of the statewide California Writers Club by certified mail return receipt requested.

**ARTICLE XVI: PRECEDENCE**

Section 1. In the event of a conflict between this document and the Bylaws or the Policies and Procedures of the California Writers Club, the CWC Bylaws or Policies and Procedure shall supersede this document.



## REVISIONS TO BYLAWS APRIL 17, 2010

In order to more clearly define the purpose, policies and procedures of the San Fernando Valley Branch of the California Writers Club, the following revisions to the previous Bylaws are recommended.

1. Article III SFVB Mission Statement Added.
2. Article IV now specifically states that we have two vice presidents. This was not clear in the past, nor was it clear which one would perform the duties in the absence of the president. It can be either Membership Chair or Program Chair. The Membership Chair has been designated.
3. Article IV. Since we have added a vice president to the board, and we need more assistance to operate the club, the number of the board members has been changed to “not fewer than 5 not more than 9.” This past year has been very taxing on our board members.
4. Article IV. Section 3 was added to address the matter of Members-at-Large.
5. Article VI. Officers’ duties are specifically stated.
6. Article VI. Roberts Rules of Order was added under the President’s protocol;
7. Article VI. Vice President/Membership. Language has been added to specifically state that the Vice President/Membership will assume the duties of the President in his/her absence, with the Vice President/Programs assuming those duties in case V.P./Membership cannot or fails to do so.
8. Article VI. Section 2. This section was changed to conform to Article IV. Also, all officers and chairs of distinction have been listed.
9. Chairpersons were added with their duties.
10. Article VIII. Elections. Sections 2. This section was changed to include both Vice Presidents positions.
11. Article IX. Section 1. The delegate status has been changed to either an Active Member or an Associate Member as a Central Board representative. (Reasoning: since so many of our excellent writers are associate members, it seems more judicious to include Associate Members in the mix in the future.)

Presented by Ethel Ann Pemberton, President  
San Fernando Valley Branch of the California Writers Club

THE MEMBERSHIP SHALL VOTE ON THE RECOMMENDED CHANGES TO THE BYLAWS  
AT THE MAY 15, 2010 MEETING.

## REVISIONS TO BYLAWS SEPTEMBER 6, 2014

1. Vice President has been separated from Program and Membership functions.  
ARTICLE IV Section 1:  
“The corporate powers of the San Fernando Valley Branch shall be vested in the Executive Board consisting of the elected officers of president, vice president/membership, vice president/programs, secretary, and treasurer...”  
was changed to  
“The corporate powers of the San Fernando Valley Branch shall be vested in an Executive Board consisting of the elected officers of president, vice president, secretary, and treasurer...”  
  
ARTICLE VI Section 1  
“Vice-President/Membership – Assists the President and assumes the duties of the President in his or her absence. In the event the Vice President/Membership cannot or should fail to perform the duties of the President in his/her absence, then the Vice President/Programs shall assume those duties. Invites guests at meetings to become active members; receives, validates, and processes membership applications; provides copies of membership information to all officers and the Newsletter Editor; has member nametags made up; maintains and dispenses them to the members at meetings; works in

conjunctions with the Treasurer to turn in quarterly membership reports and year-end reports to the Central Board.

Suggested qualifications. Enthusiasm, accountability, ability to interact with people easily and tactfully, reliable, organized, good recordkeeping skills, desire to help others.

Vice-President/Program Chair - Secures speakers for the monthly meeting and confirms engagements prior to the meetings; writes up a speaker column for the monthly newsletter; introduces the speaker at the meetings; procures a gift and presents same after the presentation; follows up with a thank-you letter or email. Suggested qualifications. Outgoing demeanor, reliable, organizational skills, ability to interact with people easily, accountability.”

changed to

Vice-President – Assists the President and assumes the duties of the President in his or her absence.

Membership Chair - Invites guests at meetings to become active members; receives, validates, and processes membership applications; provides copies of membership information to all officers and the Newsletter Editor; has member nametags made up; maintains and dispenses them to members at meetings; works in conjunction with the Treasurer to turn in quarterly membership reports and year-end reports to the Central Board.

Suggested qualifications. Enthusiasm, accountability, ability to interact with people easily and tactfully, reliable, organized, good recordkeeping skills, desire to help others.

Program Chair – Secures speakers for the monthly meeting and confirms engagements prior to meetings; writes up a speaker column for the monthly newsletters; introduces the speaker at the meetings; procures a gift and presents same after the presentation; follows up with a thank-you letter or email.

Suggested qualifications. Outgoing demeanor, reliable, organizational skills, ability to interact with people easily, accountability.

#### ARTICLE VI Section 2:

“The directors, other than the elected officers, shall consist of not fewer than five (5) or more than nine (9) member in good standing, appointed by the president with the approval of the board. These positions may included Vice-President, Membership, Vice-President/ Programs, Newsletter Editor, Publicity Chair, Hospitality Chair, and/or Members-at-Large, according to the needs of the branch. changed to

“The directors, other than the elected officers, shall consist of not fewer than five (5) or more than nine (9) members in good standing, appointed by the president with the approval of the board. These positions may include Vice-President, Membership Chair, Program Chair, Newsletter Editor, Publicity Chair, Hospitality Chair, and/or Members-at-Large, according to the needs of the branch.”

#### ARTICLE III Section 2

“The slate of officers (President, Vice President /Membership, Vice President/Programs, Secretary, and Treasurer) shall be presented at the May general meeting and published in the San Fernando Valley Branch newsletter at least two (2) weeks before the June general membership/election meeting. No nominations may be made by the committee without the prior approval of the nominee.”

changed to

Section 2: The slate of officers (President, Vice President, Secretary, and Treasurer) shall be presented at the May general meeting and published in the San Fernando Valley Branch newsletter at least two (2) weeks before the June general membership/election meeting. No nominations may be made by the committee without the prior approval of the nominee.

ARTICLE XI

Was augmented:

Section 4. Although a member may serve in multiple board positions, unless voting an additional member's proxy, the member counts as only one 'seat' and casts only one vote.

All CHANGES WERE APPROVED BY THE MEMBERSHIP

**REVISION TO BYLAWS JUNE 3, 2017**

The 2017 Nomination Committee was unable to produce a slate of officers required in the 2014 Bylaws. In order to maintain the San Fernando Valley Branch of the California Writers Club we recommended a temporary amendment to the bylaws, in accordance with the California Nonprofit Public Benefit codes.

The following provisions replaces ARTICLE IV: MANAGEMENT Section 1, ARTICLE VI: OFFICERS, and ARTICLE VII: CHAIRPERSONS, Section 1.

**ANY OTHER PROVISION OF THESE BYLAWS NOTWITHSTANDING, THE FOLLOWING PROVISIONS SHALL SUPERCEDE ANY CONFLICTING PROVISIONS, AND SHALL BE EFFECTIVE UNTIL JUNE 30, 2018 OR, IF EARLIER, UNTIL FURTHER AMENDMENT TO THESE BYLAWS.**

**EXECUTIVE BOARD:** The corporate powers of the San Fernando Valley Branch of the California Writers Club ("the Branch") shall be vested in a board of directors ("the Executive Board") consisting of the (1) the officers of the Branch and (2) up to five additional members in good standing of the Branch ("Non-Officer Board Members"), who shall from time to time be appointed by the President and approved by at least one other officer.

**OFFICERS:** The Officers of the Branch shall consist of a President, Vice-President, Secretary, and Treasurer elected by and from the members in good standing of the Branch for one-year terms, commencing July 1 of each year and expiring June 30 of the following year or, if later, upon election of a new Executive Board. The Secretary and Treasurer may be the same person but neither the President nor Vice President may hold more than one Branch office simultaneously.

**NON-OFFICER BOARD MEMBERS:** The Non-Officer Board Members shall serve from date of appointment and approval until (1) resignation, (2) a successor is appointed and approved, or (3) removed by the then-President and at least one other officer. If a Non-Officer Board Member resigns or is removed, no successor need be appointed.

**BOARD MEETINGS:** The Executive Board shall meet no less frequently than once yearly. Other Board meetings may be scheduled by the President as deemed necessary. A minimum of two elected officers shall constitute a quorum for purposes of conducting business. Minutes of all Board meetings shall be made available to any member in good standing upon request.

Submitted by,

Kay Henden, Publicity Director and Webmaster

Andrea L. Polk, President of the Board July 1, 2015 through June 30, 2017

The above temporary revision was unanimously approved by 34 voting members in good standing on Saturday, June 3, 2017 general membership/election meeting.

**REVISION TO THE BYLAWS MAY 5, 2018**

The CWC-San Fernando Valley Branch bylaws were revised in accordance with the 2018 California Corporation Codes for Non-profit Public Benefit Corporations and the Bylaws of the California Writers'

Club. With two additional amendments offered at the May 5, 2018 general membership meeting the revised bylaws and amendments were approved by a quorum of eligible voting members.  
Submitted by,  
Andrea L. Polk, Membership Chair, appointed by the board to revise our bylaws in compliance with the law.  
Gabiella Owens, President of the Board July 1, 2017 through June 30 2018.

**REVISION TO THE BYLAWS NOVEMBER 5, 2022**  
**Major revisions are summarized below.**

**ARTICLE IV: MISSION STATEMENT OF THE SAN FERNANDO VALLEY BRANCH**

Section 1. The San Fernando Valley Branch is one of many branches throughout California, organized, chartered, and operating under the auspices of the California Writers Club. We are a nonprofit professional organization whose goal is to provide a welcoming and inclusive environment for members and the public to meet and network, either in person or in a virtual environment; to organize a professional speakers series, providing members and guests with instruction in the craft and business of writing; to facilitate the organization of critique groups for members; and to publish a newsletter, providing members with CWC-SFV news, as well as a platform to which they may submit articles, fiction, and poetry to be considered for publication.

**ARTICLE V: MANAGEMENT**

...

The Board of Directors shall include at least one (1) non-officer board member and the elected officers for a total of not fewer than four (4) nor more than (10) members.

**ARTICLE VII: OFFICERS**

...

President - Sets a professional and congenial tone for the club and serves as the point of contact.... The president represents the club at CWC statewide Presidents' Meetings and is available to fill in for other board members when necessary.

Treasurer – Keeps proper books of account and reports the financial status of the branch at each Board meeting. Duties include: receiving and depositing all funds and paying bills as authorized by the Board; paying speakers; reimbursing authorized purchases and travel expenses by Board members; retrieves mail from club's PO Box; Coordinates with bank and webmaster to ensure proper functioning of the club's electronic payment options; co-signs checks; and prepares quarterly financial reports as required by the Central Board of the California Writers Club.

Suggested qualifications: Honest, has bookkeeping, as well as electronic payments knowledge, organizational skills and accountable.

Section 3. To avoid failing to secure the minimum number of officers and non-officer board members after serving the maximum (4) four years, the general membership shall be given the opportunity to vote to re-elect some or all of the Board for an additional terms per Board approval for the purpose of providing continuity in the functions of the club.

## **ARTICLE VIII: NON-OFFICER BOARD MEMBERS**

Section 3. A non-officer member of the board may not serve for more than four (4) consecutive years. A non-officer director who has served for four consecutive years may serve again as an officer or a board member per Board approval for the purpose of providing continuity in the functions of the club.

## **ARTICLE IX: CHAIRPERSONS**

### **Membership Chair**

. . . . When meetings are conducted in a virtual environment, the Membership Chair checks with new members to ensure they know how to access online meetings and critique groups. . . .

**Program Chair** – Secures speakers for the monthly meetings and confirms engagements prior to meetings; is responsible for ensuring that the newsletter editor and webmaster has a current speaker’s column for the monthly newsletter as well as the website; introduces the speaker at the meetings; follows up with a thank-you letter or email. If meetings are conducted online, the Program Chair ensures that each speaker knows how to access the online platform and share his/her/their screen. If meetings are conducted in person, the Program Chair will consult with the Board regarding whether to purchase the speaker’s book or provide the speaker with a gift following his/her/their presentation, in addition to payment for the presentation. . . .

**Publicity, Public Relations, Social Media** – Creates and issues press releases, maintains social media presence, including Facebook, Twitter, MeetUp, and other social media accounts deemed appropriate by the Board. . . .

**Webmaster** – Maintains the website, posts new information, trouble shoots and solves website problems as they arise and keeps the Board posted on issues. Transfers data to new website, per authorization by the Board. Works with treasurer to ensure operable, electronic payment functions on the website. Works with Program chair to ensure program information is current on website.  
Suggested qualifications: Organized, reliable, knowledge of website development and management.

## **ARTICLE X: ELECTIONS**

Section 1. In April of each year, the Board shall appoint a committee to present nominations for election. The formation of the committee and the name of the committee chairperson shall be posted in the San Fernando Valley Branch newsletter. The committee shall be composed of at least two and not more than three members in good standing who are not running for office.

Section 2. The slate of officers (President, Vice President, Secretary, and Treasurer) who are in good standing and eligible to be elected shall be presented at the May general membership meeting and published in the San Fernando Valley Branch newsletter at least two (2) weeks before the June general membership/election meeting. No nomination shall be made by the committee without the prior approval of the nominee. If the May meeting is conducted in person or in a hybrid format, the nominees will be presented to the membership by the nominations committee chair either in person or online. If the May meeting is conducted entirely online, the nominees will be presented by the nominations committee chair in the virtual environment.

Section 3. The election shall be held at the June general membership meeting. If the June meeting is conducted in person, voting will take place at the venue by either a hand-held vote, or by secret ballot, if more than one person is running for the same office. Nominations from the floor shall be accepted if the nominee is eligible and with the prior consent of the nominee. The election outcome will be determined by a simple majority of those in attendance, which must be comprised of a quorum of eligible, voting members.

If the June meeting is conducted either online or in a hybrid format, voting will be conducted by the Chairperson of the Nominations Committee utilizing an email ballot, with a space for a write-in candidate. Write-in candidates must have approved of their nomination prior to distribution of ballots. The election outcome will be determined by simple majority of a quorum of eligible voting members who submit their emailed ballots back to the Nominations Committee Chair by the given date.

Section 3(A) Background: In 2020, Covid restrictions did not permit in-person meetings; thus, the club pivoted to online meetings and elections. In subsequent years, while operating in either a fully virtual or hybrid environment, the Chairperson of the Nominations Committee is responsible for emailing and receiving email ballots from eligible club members. Winners will be determined by a simple majority of a quorum of eligible club members who participate in the email voting process. The Nominations Committee Chairperson reports the election outcome at the June membership meeting.

#### **ARTICLE XII: MEETINGS**

Section 1. The San Fernando Valley Branch shall have regular general membership meetings throughout the year at a place and time determined by the Board.

(a) General membership meetings shall be open to the public and the purpose is to meet the mission of the branch. Meetings may be conducted in one of three formats: In-person, hybrid (in-person/virtual), or entirely virtual.

Submitted by Karen Gorback, President, CWC-SFV

Approved by Quorum of Eligible Membership via email by November 5, 2022