

**BYLAWS OF THE
CALIFORNIA WRITERS CLUB – SAN FRANCISCO PENINSULA BRANCH
AMENDED March 1, 2018**

ARTICLE I: NAME

Section 1: The name of the organization is the San Francisco Peninsula Branch of the California Writers Club (CWC).

ARTICLE II: MISSION STATEMENT

Section 1: The objective of the San Francisco Peninsula Branch of the California Writers Club (herein referred to as "the branch") is to foster professionalism in writing, to promote networking of writers within the writing community, to provide literary support for writers and the writing community as is appropriate through education and leadership, and to mentor new writers.

Section 2: The branch shall support the statewide organization in a manner that upholds the bylaws and policies of said organization. Furthermore, the branch will participate as appropriate to the furtherance of the rich literary tradition of the California Writers Club.

ARTICLE III: MANAGEMENT

Section 1: Executive Board. The corporate powers of the branch shall be vested in an Executive Committee consisting of the elected offices of president, vice president, secretary and treasurer.

Section 2: The term of office is one year for all Executive Committee members. The president's tenure expires after a maximum of two terms.

Section 3: 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.

Section 4: The Executive Committee shall act for the club in situations when a timely decision is required. Such actions shall be reported at the next board meeting.

ARTICLE IV: MEMBERSHIP

Section 1: Membership in the branch shall conform to ARTICLE 1 Section 1 of the bylaws of the California Writers Club, and the Policies and Procedures of the CWC Central Board. Questions of membership requirements shall be referred to the CWC Central Board. Membership categories are Active, Emeritus, Life, Patron, Honorary, Courtesy, Associate and Associate Non-writing Literary Professionals, Student, and Supporting. Refer to the California Writers Club Policies and Procedure Manual, VI. Membership, Page 8.

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

ARTICLE V: OFFICERS

Section 1: The Executive Committee of the branch board of directors shall be elected at the general membership meeting in June.

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

- (a) The president shall, with the advice and consent of the branch board, conduct the affairs of the club in accordance with the bylaws.
- (b) Except for the nominating committee, the president shall appoint such committees and chairpersons as necessary to conduct the affairs of the club. 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, along with the treasurer, shall be included on all bank signature card(s) of the branch.
- (d) The president shall be responsible for any changes to the bank signature card(s) and will make all arrangements with the bank to facilitate changes.

Section 3: The vice president shall assume the duties of the president in his or her absence. In addition, the vice president is responsible for monthly meeting speaker programs.

- (a) The vice president may delegate the responsibility of special programs to other members of the branch or by the formation of a committee to conduct such activities.

Section 4: In the absence of both president and vice-president, the president shall appoint a chair pro tem for a specified amount of time.

Section 5: The secretary shall keep minutes for all meetings, handle incoming and outgoing correspondence and maintain electronic administrative files for the branch.

Section 6: The treasurer shall keep proper books of account and report the financial status of the branch at each called meeting of the branch board.

- (a) The treasurer shall receive and keep all funds of the branch and pay out funds necessary to keep the club running (e.g., website, speakers' fees, meeting fees). Any funds received for the organization shall be promptly deposited in an account set up for that purpose.
- (b) The treasurer shall normally sign all regular fund checks issued by the branch. The president is designated as an alternate signer for branch checks.
- (c) Board approval shall be required for all check amounts over \$200. Between meetings, approval via email shall be considered sufficient.
- (d) The treasurer shall prepare all quarterly financial reports required by the CWC Central Board.
- (e) The treasurer shall assist the membership chairperson in preparing the membership reports for the CWC Central Board.
- (f) The treasurer shall oversee any additional accounts opened by the San Francisco Peninsula branch, e.g., Fault Zone anthology, San Mateo County Fair.

ARTICLE VI: BOARD OF DIRECTORS

Section 1: The board of directors shall consist of not less than three nor more than seven members in good standing, appointed by the president. According to the needs of the branch, these positions may include (but are not limited to) CWC Central Board Representative, NorCal Representative, Membership Chair, Publicity Chair, and Newsletter Editor. The president, with approval from the Executive Committee, shall determine which members of the board are to be voting members.

Section 2: The web manager and parliamentarian shall have non-voting seats on the board.

Section 3: Non-voting members shall attend board meetings as necessary.

ARTICLE VII: REPRESENTATIVE TO THE CWC CENTRAL BOARD

Section 1: The president shall appoint one branch member in good standing to represent the branch at the semi-annual meetings of the California Writers Club. The

representative is responsible for communication between the branch and the Central Board.

Section 2: If the representative cannot attend a Central Board meeting, another branch member may be appointed to attend in his/her place with a proxy letter or email.

ARTICLE VIII: REPRESENTATIVE TO THE NORCAL GROUP

Section 1: The president shall appoint one branch member in good standing to represent the branch at the meetings, three times per year, of the California Writers Club NorCal Group. The representative is responsible for communication between the branch and the NorCal Group.

Section 2: If the representative cannot attend a NorCal meeting, another branch member may be appointed to attend in his/her place with a proxy letter or email.

ARTICLE IX: COMMITTEES

Section 1: The branch president is a de facto member of all committees.

Section 2: Executive Committee

- (a) The elected officers (president, vice president, treasurer, secretary) comprise the Executive Committee. The president shall chair the committee.
- (b) The president shall report all Executive Committee actions at the next duly called branch board meeting.

Section 3: Award Committees. The president may create and appoint chairpersons, subject to approval of the board, for committees formed to propose nominees for awards such as the Louise Boggess Award and the Jack London Award. Such appointments end when the business of the committee is finished.

Section 4: Ad Hoc Committees. The president, with the approval of the branch board, may appoint other committees and chairpersons as deemed necessary to conduct branch-sponsored events like conferences, writing groups, or other programs. Examples would include, but are not limited to, the San Mateo County Fair, Fault Zone anthology, Critique Groups, and Community Outreach.

- (a) All such events shall support the mission of the branch.
- (b) The chairperson of each committee shall be appointed by the branch president, subject to approval of the branch board.

- (c) Responsibility and authority of each chairperson may vary, but in general, the chairperson is authorized to recruit as many volunteers as necessary to plan and manage the event and is responsible for preparing plans and budgets which are subject to the approval of the branch board.
- (d) The branch board may authorize the provision of seed money for a conference or program. All funds in the conference/program account, whether provided by the branch or raised from external sources, are the property of the branch and may revert to the branch account when the conference or program is ended.

Section 5: As deemed necessary, subcommittees may be clustered under one "umbrella" committee chairperson. For example, subcommittees of Publicity, Fundraising, Website, Newsletter and others may be clustered under a single Outreach Committee chairperson. The chairperson would coordinate input from the subcommittees and represent them on the branch board.

Section 6: Written Policies, Procedures, Job Descriptions, and Records. All committee chairs shall prepare and maintain electronic job descriptions, policies and procedures, as well as pertinent up-to-date records pertaining to their responsibilities. These documents shall be uploaded into a branch-designated common area where they will be accessible to current and future board members and committee chairs.

ARTICLE X: ELECTIONS

Section 1: In March of each year, the board of directors, excluding the Executive Committee, shall appoint a committee of no more than three members in good standing to present nominations for elections. The news of the formation of the committee and the name/contact information of the chairperson shall be posted in the April branch newsletter.

Section 2: No member wishing to run for office may serve on the nominating committee.

Section 3: The board of directors shall submit a list of open positions along with their updated job descriptions to the nominating committee.

Section 4: Along with the slate of officers, the nominating committee shall prepare a list of qualified candidates for open positions on the board of directors. The list shall be presented to the Executive Committee and the board of directors for consideration.

Section 5: The slate of officers (president, vice president, secretary, treasurer), all of whom have given consent to be nominees, shall be presented at the May general meeting by the nominating committee. The nominees' names shall be published in the branch newsletter at least two weeks before the June general membership/election meeting.

Section 6: The parliamentarian shall conduct the election at the June general membership meeting in accordance with Parliamentary Procedure (i.e. Robert's Rules of order).

- (a) In the event that two or more candidates contest a position, the parliamentarian shall conduct an election by written ballot. The parliamentarian shall appoint a teller to distribute, collect and count ballots.
- (b) The parliamentarian shall give each candidate five minutes to speak to the membership before the teller distributes the ballots.
- (c) The teller shall tally and announce the results of the voting.

Section 7: The incoming and outgoing officers and directors shall meet within thirty days after the election to effect an orderly transfer of responsibilities. At the August general membership meeting, the incoming president shall introduce the incoming officers and directors.

ARTICLE XI: MEETINGS

Section 1: Except for special meetings, the branch shall have regular meetings throughout the year at a place and time determined by the president.

Section 2: Branch board meetings shall be at the discretion of the president.

- (a) Board meetings are open to observation by any member of the branch. If a non-board member wishes to speak at a board meeting, the member must file a request with the president with a written notice to the secretary at least 48 hours prior to the scheduled meeting.

Section 3: Special meetings must be called by the president or three members of the board of directors, unless the meeting is a committee or subcommittee meeting.

Section 4: 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 shall affirm the actions of the president at the next meeting.

ARTICLE XII: QUORUM

Section 1: A quorum for a meeting of the branch board shall be a simple majority of voting members.

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

Section 3: No quorum is needed for a general membership meeting vote unless otherwise stated in these bylaws.

ARTICLE XIII: AMENDMENTS

Section 1: Amendments to these bylaws shall require that the proposed amendment be submitted for approval by the board or by written petition of any five branch members in good standing to the board.

- (a) Proposed amendments shall be published in the next branch newsletter and voted on at the next regular monthly branch meeting.
- (b) A simple majority of the members present at the meeting is needed to pass the amendment.
- (c) The amendment shall take effect immediately following the vote, unless otherwise stated.

Section 2: Any amendment to the California Writers Club bylaws or Policies and Procedures of the CWC Central Board will automatically be included in the San Francisco Peninsula branch bylaws.

ARTICLE XIV: BRANCH ROSTER

Section 1: The branch roster derived from the MRMS may be used for mass mailings only when those mailings pertain to the business of the organization and should not be used for any individual member purposes.

Section 2: In the event of a conflict between this document and the bylaws of the California Writers Club or the Policies and Procedures of the CWC Central Board, (available at calwriters.org/documents), the state document will supersede this document.

ARTICLE XV: PARLIAMENTARY PROCEDURE

Section 1: Robert's Rule of Order (Parliamentary Procedure) will serve as the governing resource for any issues not specifically covered in these bylaws, in the bylaws of the California Writers Club and the Policies and Procedures of the CWC Central Board.

Section 2: The president may appoint a parliamentarian for the purposes of implementing Section 1 at any and all board meetings.

Date.....

Signatures of Branch Board

..... President

..... Vice President

..... Secretary

..... Treasurer