

# **DIAMOND VALLEY WRITERS' GUILD BYLAWS**

Approved July 18, 2017

## **PREAMBLE**

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of California and the Articles of Incorporation of Diamond Valley Writers' Guild. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of California, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Diamond Valley Writers' Guild, these Bylaws shall be controlling.

## **ARTICLE 1 – NAME**

The legal name of the Non-Profit Corporation/Organization shall be known as Diamond Valley Writers' Guild, and shall herein be referred to as the "Guild."

## **ARTICLE 2 – PURPOSE**

The purpose of the Diamond Valley Writers' Guild is to provide a friendly and inclusive environment for members to meet and network; to provide knowledgeable speakers who will aid in writing, publishing, and marketing members' works; and other writing-related opportunities that will further members' writing enjoyment and careers.

The Guild is established as a non-profit organization within the meaning of IRS Publication 557 of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for the mission to maintain an organization to share the members' enthusiasm for writing.

In addition, this Guild has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Guild shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Guild shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Guild. At no time and in no event shall the Guild participate in any activities which have not been permitted to be carried out under Section 501(c) of the Internal Revenue Code of 1986 (the "Code").

**ARTICLE 3 – OFFICES**

Business is conducted through a P.O. Box located in the County of Riverside. Mailing address is PO Box 1154, Hemet, CA, 92546. Meetings are conducted at various facilities.

**ARTICLE 4 – DEDICATION OF ASSETS**

The properties and assets of the Guild are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Guild, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Guild. On liquidation or dissolution, all remaining properties and assets of the Guild shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

**ARTICLE 5 – BOARD OF DIRECTORS**

**General Powers and Responsibilities**

The Guild shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of California. The Board shall establish policies and directives governing business and programs of the Guild and shall delegate to the appropriate board officers and DVWG members, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

**Number, Compensation, Positions, Duties, and Qualifications**

The Board shall have no fewer than three members. Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in their regular duties not to exceed a certain amount as stipulated by the Board, but not without Board approval.

The Board membership shall include the following five elected directors: President, Vice President, Treasurer, Recording Secretary, and one Members-at-Large. The Board may add additional directors as needed, or eliminate directors as long as the minimum number (5) is maintained.

1. The President shall:
  - a. Oversee the operation and welfare of the Guild;
  - b. Ensure the proper execution and/or operation of established activities;
  - c. Seek to initiate new and beneficial activities for the Guild;
  - d. Preside over all general membership meetings and otherwise represent the Guild when and where necessary;
  - e. Preside as Chair at the meetings of the Board of Directors.
  - f. Set meeting agendas.
  - g. Attend all meetings of the board.

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2. The Vice President shall:
  - a. Substitute in place of the President when needed.
  - b. Assist the president as assigned.
  - c. Attend all meetings of the board.
  
3. The Treasurer shall:
  - a. Keep all monies collected by the Guild;
  - b. Maintain and ensure the safe deposit and collection of such monies in an account designated or approved by the Board of Directors;
  - c. Distribute such monies and pay such obligations as may be directed by the President or the Board of Directors;
  - d. Keep a record of all transactions;
  - e. Provide a status report on Guild funds and activity for all meetings of the Board of Directors;
  - f. Complete a yearly budget and any other projections which may be needed for long-term planning for the Guild.
  - g. Attend all meetings of the board.
  
4. The Recording Secretary shall:
  - a. Keep a record of all meetings of the Board of Directors and general membership meetings.
  - b. Send meeting notices as necessary for meetings of the Board of Directors, the General Membership, critique groups, or other events, or delegate a representative to send such notices;
  - c. Shall present the prior minutes at each meeting to be reviewed and approved.
  - d. Attend all meetings of the board.
  
5. Member-at-Large shall:
  - a. Assure representation among the full membership of the DVWG
  - b. Have the right to vote
  - c. The authority to act as an officer substitute in the event an officer is absent at board meeting, as requested by the President.
  - d. Help further the purpose of the Guild as requested by the president
  - e. Attend all meetings of the board.

## **ARTICLE 6 – ELECTIONS**

### **Board Elections**

At the general membership meeting in October, the members of The Guild shall elect a sufficient number of Board members to fully staff the Board. Board members will serve a two-year term effective November 1 following the election. Board members shall be elected by majority vote of all Guild members present. The new Board shall be elected by nomination and voice vote from the floor. In the event of more than one nominee, members shall vote at the meeting by paper ballot supplied by and counted by a person(s) designated by the President. A nomination from the floor shall be considered valid if said nominee is absent but has expressed to the President a willingness to serve. Board members must be current members of the Guild.

## **ARTICLE 7 – TERM OF OFFICE**

### **Term of Board**

A board member term is 2 years. After serving the six consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 2 years have passed since the conclusion of such Board member's service.

### **Vacancies**

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a simple majority of then-serving Board members.

Except as provided in this paragraph, any board member may resign upon giving written notice to the Board of Directors. A successor may be appointed by with president with board approval to complete the term.

Any vacancy on the Board may be filled by vote of a simple majority of the board members then in office, or by vote of a sole remaining member.

## **ARTICLE 8 – MEETINGS**

### **Meetings**

The Board's regular meetings may be held at such time and place as determined by the President. The President may call a special meeting of the Board with 24 hours written or electronic notice to each member of the Board.

### **Minutes**

The Secretary shall be responsible for the recording of all minutes of Board meetings. If the Secretary is unavailable, the President shall appoint someone to act as Secretary at the meeting. A copy of the minutes shall be delivered to each Board member within 15 days after the meeting.

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**Voting**

Each Board member shall only have one vote.

**Proxy**

Board members shall not be allowed to vote by written proxy. However, board members may vote if participating via live video appearance, teleconference, or phone call.

**ARTICLE 9 – AMENDMENTS AND REVISIONS**

These bylaws may be adopted, amended, or repealed by the vote of a quorum of the board members then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws.