

# **San Gabriel Writers' League Bylaws**

**Revised and approved on 3 October 2019.**

**Originally adopted in 1999, amended in 2001, revised in 2003, amended 2021.**

## **Article 1: Name**

**Section 1:** The name of the organization shall be San Gabriel Writers' League, also known as SGWL.

## **Article 2: Mission**

**Section 1:** The SGWL mission is to provide a forum to encourage and equip writers for success in the craft and business of writing.

## **Article 3: Authorization**

**Section 1.** An annual budget must be created which accounts for all anticipated financial obligations. After documented approval by the Board and Membership, the funds may be spent in accordance with the budget unless the Treasurer indicates there are insufficient funds.

**Section 2.** Any non-budgeted expenditure of SGWL funds, in any amount by any Member, must be pre-approved in writing (e.g. email, meeting minutes). The President may authorize non-budgeted expenditures up to one hundred dollars. Non-budgeted purchases to be made directly by the President up to one hundred dollars require authorization by a different Board member. All non-budgeted expenditures greater than one hundred dollars require authorization by the Board.

**Section 3.** The use of SGWL's name beyond its normal business must be approved by the Board.

## **Article 4: Membership**

**Section 1.** Membership is available to everyone and may not be denied on the basis of gender, gender identity, race, ethnicity, religious belief, or sexual orientation.

**Section 2.** A Member is anyone who has paid annual dues assessed by the Board in the previous twelve months. Existing honorary Members will be recognized.

**Section 3.** Members are entitled to attend all Membership meetings and shall have one vote per Member on any matters brought before the Membership. Non-members may attend up to two Membership meetings in a calendar year without paying annual dues, and have no vote on matters before the Membership. Members are also entitled to additional benefits defined by the Board; non-members are not.

**Section 4.** The amount of the annual dues shall be established in conjunction with the annual budget. Full payment is required at the time of joining (or renewing), covering the next twelve months. At the end of the twelve-month membership period, renewing Members will be given a thirty-day grace period before membership ceases and benefits stop. Dues paid during the grace period will be retroactive to the beginning of the grace period. There are no pro-rated dues.

**Section 5.** The Board determines what information will be collected from Members and non-members and how it will be used. This information will only be used for SGWL business and will never be shared outside SGWL.

## **Article 5: Board of Officers**

**Section 1.** The affairs of SGWL shall be managed by a Board of Officers, also known as the Board. The Board shall establish policy, procedures, and operate SGWL in accordance with the Bylaws.

**Section 2.** The Board shall consist of four elected Officers, who must remain current in the payment of their dues throughout their tenure.

- a. The four Officers are President, Vice President, Secretary, and Treasurer. A Member may only hold one Office at a time. Officers are elected for one-year terms and may serve a maximum of two consecutive terms in a particular Office. If two or more years have passed, Members may serve in that Office again. Members may serve in different Offices consecutively.
- b. A simple majority of Officers constitutes a quorum at all Board meetings. All Board members have equal voting rights. A simple majority of the quorum is required to pass votes.
- c. If a qualified candidate for an office is not found and the incumbent is willing to serve another year, all requirements preventing the incumbent from being re-elected are rescinded for that office for one year.
- d. If a qualified candidate for an office is not found and the incumbent is not available to continue in the position, all requirements preventing past incumbents from being elected are rescinded for the office for one year.
- e. If a qualified candidate for an office is still not found, the Board may, by majority vote, reassign the duties of the vacant office to, or distribute them among, current or incoming Board members until new Board members are elected the following year.

**Section 3.** Elections shall be held at the regular November meeting, at which additional nominations may be made from the floor. Elections will occur by a simple majority vote of Members present and voting. Non-members are not eligible to vote. The term for all Offices begins on January 1 and ends December 31, following the election.

**Section 4.** A member of the Board may resign by written notice to the President. The President may resign by written notice to the Vice President. The Board has the power to declare any Office vacant if its holder fails to perform the duties specified in the Bylaws or assigned by the Board. The Board will decide how a vacated Office will be filled, either through a prompt election at a Board meeting or at a Membership meeting.

**Section 5.** Any Officer may be subjected to a recall vote by Members for any reason. To request a recall vote, a Member must present to the President a written reason for the request, signed by at least 10% of the Members. The Board will investigate the reason for the recall, then facilitate a discussion and vote at a regular Membership meeting, after providing email notice of the pending vote. The Officer(s) subject to recall will have an opportunity to publicly address the concern to the Membership prior to a recall vote.

## **Article 6: Meetings**

**Section 1.** Monthly Membership meetings shall be held at a time and place determined by the Board and communicated to the SGWL community. The Board shall determine the agenda. Members may suggest topics to the President at any time.

**Section 2:** The number of Members present at a Membership meeting constitutes a quorum. A simple majority of the quorum is required to pass votes.

**Section 3.** Periodic Board meetings shall be held at a time and place determined by the Board. The Board shall determine its agenda.

**Section 4.** Board and Membership meetings will use parliamentary procedures as documented in Robert's Rules of Order.

**Section 5.** Any Member may cast any vote by written proxy. The proxy must state the granting and receiving Members' names, the duration of the proxy, and be signed and dated by the granting Member. An email from the granting Member with the same information, minus the signature, is also acceptable. The proxy must be presented to the President prior to the vote where the proxy will be used or emailed to the President at least 24 hours prior to a vote.

**Section 6.** Any Member may call for a secret ballot for any vote. Otherwise, voting will be done publicly.

## **Article 7: Duties of Officers**

**Section 1:** All Officers must maintain a detailed job description of their duties and processes, and train incoming Officers replacing them.

**Section 2:** Officers must maintain their records for the previous three full calendar years and pass these records on to their successors. Records beyond this statute of limitation may be purged except for those which must be kept permanently. Permanent records include the application for recognition of tax-exempt status, the determination letter recognizing tax-exempt status, organizing documents (such as bylaws, with amendments and revisions), and board minutes. Permanent records must be kept by the President.

**Section 3.** The President shall provide leadership and oversight for all League functions to assure the vitality of the organization, while seeking input from the Board. This includes, but is not limited to the following.

- a. Arrange the date and location of all regular Membership and Board meetings.
- b. Establish the agenda and preside over all regular Membership and Board meetings.
- c. Keep the SGWL community regularly informed about League activities (e.g. via email, meetings).
- d. Appoint and organize committees or coordinators for special events/activities.
- e. Identify a slate of willing Officer nominees for annual elections or appoint a nominating committee.
- f. Provide written approval for expenditures per Article 3, Section 2.
- g. Use the same authority as the Treasurer to execute financial transactions in the Treasurer's absence or inability to act.
- h. Organize and lead an annual audit of financial records per Article 8, Section 4.

**Section 4.** The Vice President shall carry out the duties of the President in the President's absence or inability to act. In addition, the Vice President is responsible for the following.

- a. Define program topics and find speakers for monthly Membership meetings, while seeking input from the Board.
- b. Provide timely, detailed program information for others' use in SGWL communication channels (e.g. website).
- c. Submit information to the appropriate media for the promotion of League and/or Member activities.
- d. Participate in an annual audit of financial records, as needed, per Article 8, Section 4.
- e. Perform other duties as requested by the President.

**Section 5.** The Secretary shall create and maintain records of Membership and Board meetings, plus maintain records of official correspondence. In addition, the Secretary is responsible for the following.

- a. Send a timely, welcoming email to first-time visitors with pertinent SGWL info.
- b. Maintain an historical file with newspaper articles and other materials to provide an organizational historical narrative.
- c. Perform other duties as requested by the President.

**Section 6.** The Treasurer is responsible for the timely collection and disbursement of all funds, the administration of all Board-approved financial accounts, and the creation and retention of all related documentation. In addition, the Treasurer is responsible for the following.

- a. Solicit annual budget inputs from Members and from the Board in January, prepare and seek approval of a proposed annual budget from the Board in February and from the Members in March. The Treasurer must advise the Board and/or Members if there are sufficient funds for non-budgeted requests which may arise during the year.
- b. Prepare and submit a comprehensive monthly report to the Board showing all financial transactions for all accounts in the prior month. The Treasurer shall also prepare and verbally

submit a summary report at each Membership meeting and provide a printed summary or comprehensive report to Members upon request.

- c. Retain records of every financial transaction so they may be efficiently and effectively audited.
- d. Participate in an annual audit of financial records per Article 8, Section 4.
- e. Prepare and submit tax forms as required by law (e.g. 990-N).
- f. Provide access for the President and Vice President to the current procedures, user IDs, and passwords, so that SGWL financial business can be effectively conducted in the Treasurer's absence or inability to act.
- g. Retain a copy of expenditures' pre-approvals made by the President or other Board members.
- h. Create and maintain a secure record of Members and non-members and make it available for SGWL business.
- i. Perform other duties as requested by the President.

### **Article 8: Organization**

**Section 1:** San Gabriel Writers' League shall be organized as and remain a 501(c)(3) organization.

**Section 2.** The SGWL fiscal year shall be January 1 to December 31, aligning with filing the 990-N tax form. The budgetary year shall be April 1 to March 31 to allow time for a newly-elected Board to prepare and approve an annual budget.

**Section 3:** Committees or coordinators appointed by the President may be invited to attend Board meetings but will not have voting rights.

**Section 4:** Following the election of Officers in November, an audit committee shall be formed to examine the current Treasurer's documentation of the past twelve months. The goal is to verify that the recordkeeping aligns with the bank balance and no improprieties have occurred.

- a. The audit committee shall consist of the newly-elected Treasurer, the current Treasurer, the current President, and two non-Board members appointed by the current President. The current Treasurer has no voting rights within this audit committee. The current President shall oversee all aspects of the audit. In the event the current Treasurer is reelected to a new term, the current Treasurer still has no vote, and the Vice President shall serve on the audit committee as a voting member in lieu of a newly-elected Treasurer.
- b. The audit committee will craft a written report of its findings and recommendations and submit it to the Board by December 1. They will also submit a verbal report at the January Membership meeting. The Board shall make the written report available to the Members upon request.

### **Article 9: Bylaws Changes**

**Section 1:** Any Member may propose a change to the Bylaws at any time by submitting it to the President in writing. Proposed changes shall be evaluated by the Board to assure they don't conflict

with other provisions of the Bylaws. The Board may redraft proposed changes for clarity or to eliminate conflicts.

**Section 2:** The Board will facilitate a discussion and vote on proposed changes at a regular Membership meeting, after providing email notice of the pending vote.

#### **Article 10: Dissolution**

**Section 1:** In the event of the dissolution of the League, after all financial obligations have been paid, remaining assets shall be distributed to a 501(c)(3) nonprofit organization determined by the Board.