



***BYLAWS***  
***Redwood Branch***  
***California Writers' Club***  
***As amended August 14, 2016***

**ARTICLE I: NAME**

Section 1: The name of this organization is Redwood Branch of California Writers Club (CWC), also referred to as Redwood Writers.

**ARTICLE II: PURPOSE**

Section 1: The California Writers Club, as specified in the Articles of Incorporation filed in the office of the Secretary of State, State of California, May 7, 1913, and amended October 20, 1994, and March 6, 1995 is organized for the purpose of providing a forum for educating both members and the public in the craft of writing and in marketing their works. This is served by the monthly public meetings, workshops, and seminars of each of the Branches, as well as the biennial conference, which is open to all writers and is conducted for the purpose of educating writers of all levels of expertise. California Writers Club networks with and is a model for other groups and agencies involved in similar pursuits.

Section 2: This organization is organized exclusively for charitable purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code.

### **ARTICLE III: MANAGEMENT**

Section 1: The corporate powers of Redwood branch shall be vested in the Board of Directors (Board), which shall consist of these Officers: Executive Committee (President, three Vice Presidents, Immediate Past President), Secretary, Treasurer, and up to eight Directors. The membership of the Board of Directors shall not be less than four nor more than fifteen persons.

(a) The Immediate Past President shall serve in that capacity only until such time as the succeeding President resigns or is not re-elected.

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 may expire at the end of the term of the appointing President.

### **ARTICLE IV: MEMBERSHIP**

Section 1: Membership in Redwood Branch shall conform to ARTICLE I, 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.

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 Officers of Redwood Branch Board of Directors shall be elected at the general membership meeting in June of each year. The duties of the officers are described in this article.

Section 2: The President shall prepare agendas and preside over meetings of Redwood Branch Board of Directors and the general membership. In the absence of the President at a duly called meeting, one of the Vice-Presidents shall assume the duties of the President.

- (a) The President shall, with the advice and consent of the Board, conduct the affairs of Redwood Branch 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 Redwood Branch. Such appointments end when the business of the committee is finished or, at the discretion of the Board, at end of the term of the President making the appointment.

Section 3: One of the three Vice Presidents shall assume the duties of President in his or her absence.

Section 4: The Secretary shall keep minutes for all meetings, handle incoming and outgoing correspondence, and maintain administrative files for Redwood Branch.

Section 5: The Treasurer shall keep proper books of account and report the financial status of Redwood Branch at each called meeting of the Board.

- (a) The Treasurer shall receive and keep all funds of Redwood Branch and pay them out only as authorized by the Board. Any funds received for the organization shall be promptly deposited in an account set up for that purpose.
- (b) The Treasurer shall cosign all checks issued on behalf of Redwood Branch in the amounts of \$300 or above. Any of the other officers may be the second cosigner, providing their signature is on file for the account.
- (c) The Treasurer shall prepare all financial reports required by the CWC Central Board.

## **ARTICLE VI: ELECTIONS**

Section 1: In March of each year, the President, subject to Board approval, shall appoint a minimum of three members to the Nominating Committee. The Nominating Committee appointees and the name of the Chair shall be posted in the April edition of the Redwood Branch newsletter.

Section 2: The slate of officers (President, three Vice Presidents, Secretary, and Treasurer) shall be presented at the May general meeting and names published in the Redwood Branch newsletter no later than two weeks prior to the June general membership meeting. Nominations must have the consent of the nominee.

Section 3: Nominations are open until June 1. Additional nominations must be in writing and with the written consent of the nominee. Nominations and the nominee consent must be emailed to the Nominations Committee Chair.

Section 4: The election shall be held at the June general membership meeting and by simple majority of the members present. If there is more than one nominee for an office, voting shall be by written ballot.

Section 5: The incoming and outgoing Officers and Directors shall meet on or about the end of the fiscal year (June 30) to effect an orderly transfer of responsibilities. At the July general membership meeting, the incoming President shall introduce the incoming officers and directors.

## **ARTICLE VII: REPRESENTATIVE TO THE CWC CENTRAL BOARD**

Section 1: The President shall, with the approval of Redwood Board, appoint one branch member to represent Redwood Branch at any regular or special meetings of the California Writers Club. The representative must be an Active or Associate member in good standing of Redwood Branch.

## **ARTICLE VIII: MEETINGS**

Section 1: With the exception of Special Meetings called by the President, or by a minimum of three Board members, Redwood Branch shall have monthly meetings at a place and time determined by the President.

(a) Board meetings shall be at the discretion of the President.

Special Meetings of either the general membership or the Board may be called by the President or by three members of the Board provided that the notice of the Special Meeting is mailed or emailed to the interested parties no less than 96 hours before the scheduled meeting.

- (b) Members and the public will be invited to attend all general meetings. Board meetings will be announced at meetings and in the newsletter.

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 vote received by such poll. The board shall affirm the actions of the President at their next meeting.

## **ARTICLE IX: QUORUM**

Section 1: A quorum for a meeting of Redwood Branch Board shall be four of the members. 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 XI: AMENDMENTS**

Section 1: Amendment to these bylaws shall require that the proposed amendment be published in Redwood Branch newsletter no less than two weeks prior to a regular scheduled general meeting, and be submitted in writing as a motion, and approved by a majority of the members present at the meeting.

Section 2: Any amendment to the California Writers Club bylaws or Policies and Procedures shall be deemed to be part of Redwood Branch bylaws without special amendment.

## **ARTICLE XII: PRECEDENCE**

Section 1: In the event of a conflict between this document and the bylaws of California Writers Club or the Policies and Procedures of the CWC Central Board, the CWC document will supersede this document.

Certification

I, SANDY BAKER, President, Redwood Branch of California Writers Club, hereby certify that the above Bylaws were approved by majority vote of the Members of the Club in attendance at a general meeting on August 14, 2016, in Santa Rosa, CA.

/s/  
Sandy Baker, President