

SACRAMENTO VALLEY ROSE CHAPTER BYLAWS

Amended 02/04

Article I - Name

This organization is known as the Sacramento Valley Rose Chapter of Romance Writers of America, at times referred to as "the Chapter" in these Bylaws.

Article II - Purpose

The purpose of the Chapter is to advance the professional interests of career-focused romance writers through networking and advocacy, by means including, but not limited to, providing education in the craft and business of writing through luncheon and workshop speakers and publications, and providing access to other members at meetings and on the internet.

To this end, the Chapter will abide by the rules and regulations of the Romance Writers of America, Inc. (RWA).

Article III – Chapter Membership

Section 1: General membership is open to all persons, 18 years of age or older, interested in the romance genre who willingly embrace the Bylaws of RWA and are members in good standing of RWA.

Section 2: Membership shall be obtained only after approval of completed applications submitted to RWA and the Chapter, payment of RWA fees, receipt of an RWA membership number, and payment of Chapter fees. No person shall be denied membership because of race, color, sex, age, religion or national origin. All members shall be eligible for the Chapter's official publications and attendance at and participation in the meetings, and such other rights, privileges and benefits as may be provided from time to time by the Chapter.

Section 3: Failure to maintain financial obligations to the Chapter or RWA shall result in the termination of Chapter membership and privileges. Failure to comply with these bylaws or other written policies established by the Chapter Board of Directors, or RWA bylaws and policies, may also result in termination of Chapter membership and privileges.

Article IV - Board of Directors

Section 1: The business of the Chapter shall be managed by its Board of Directors. The Board shall control the program, membership, and financial details; shall make policy in accordance with RWA requirements; and shall oversee committee activities.

Section 2: The Board of Directors shall consist of five (5) members, as follows: President, Vice President Programs, Vice President Membership, Treasurer, and Secretary.

Section 3: The immediate Past President shall serve as an advisor to the Board, and shall receive notice and have the right to attend all meetings, but shall not have the right to vote on Board decisions.

Section 4: The Board of Directors shall meet at the request of any member of the Board. The Board will hold a minimum of four meetings during each calendar year. Notice of Board meetings shall be given to the membership in writing or by announcement at the general meeting that precedes the Board meeting.

Section 5: Three members of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board.

Section 6: Business of the Board of Directors may also be conducted by mail, e-mail or phone, but official policy must be ratified at a meeting of the Board where it can be entered into the official minutes. Proxy voting by the Board is prohibited.

Article V - Officers and Duties

Section 1: The officers of the Chapter shall be the President, Vice President Programs, Vice President Membership, Treasurer, and Secretary, who shall constitute the Board of Directors. These officers shall be elected as provided in the Article VI hereof.

Section 2: To qualify for the ballot and to serve on the Board of Directors, an individual must be a member in good standing of the Chapter and of RWA and must agree to complete the duties specified below and detailed in the Policy and Procedure Manual. Any Board member who misses four consecutive chapter meetings may be removed from the Board by a majority vote of the remaining members. The President may appoint a qualified replacement to serve until an election by the membership can be held at the next regularly scheduled general meeting.

Section 3: Duties

a) President. The President shall serve as spokesperson for the Chapter with reference to established policy and in all other matters at the direction of the Board, call meetings, preside over all meetings of the Board of Directors and the Chapter, appoint such committees as may from time to time be necessary, serve as an ex-officio member of all

committees, execute Chapter business as specified by the Board of Directors and established RWA policy, and coordinate all activities. The president may only vote on Board decisions to break a tie. The President may take a tie vote that she/he considers contentious to the membership at her/his discretion.

b) Vice President Programs. This is a voting position. The Vice President Programs shall strive to ensure that the programs of the Chapter run smoothly by coordinating the activities of the various program committee volunteers. The Vice President of Programs shall perform all the duties assigned to the President in the event the President is absent.

c) Vice President Membership. This is a voting position. The Vice President Membership shall work to retain and inform the current membership and to increase Chapter membership by coordinating the activities of the various membership committee volunteers.

d) Treasurer. This is a voting position. The Treasurer shall serve as the official custodian of the Chapter funds, be responsible for the safe-keeping and maintenance of accurate financial records, file tax reports, maintain the Chapter's liability insurance, present an accurate financial statement at each Board meeting, supervise the collection and disbursement of funds, and manage the official Chapter roster.

e) Secretary. This is a voting position. The Secretary shall be responsible for the recording and preserving of minutes of all official Chapter meetings in an accurate and clear way, shall present minutes of the previous meetings for corrections and approval by the Board of Directors before being recorded as the legal records of the Chapter, and shall handle official correspondence, as designated by the Board of Directors and established policy.

Article VI – Elections

Section 1: Elections for members of the Board of Directors shall be held annually at the general meeting in November.

Section 2: -On or before the first day of November of each year, any Chapter member may forward to the Secretary nominations for the offices of President, Vice President Programs, Vice President Membership, Treasurer, and Secretary.

Section 3: All members in good standing shall be entitled to vote on the slate of nominees for those offices at the November meeting. Members must be present in order to vote.

Section 4: Election is determined by a simple majority of the members present at the November meeting. The results of the voting shall be announced at the meeting at which the voting takes place.

Section 5: Any challenges to the election procedure or the results of the elections must be filed with the outgoing Board of Directors no later than thirty (30) days after the announcement of the results. The outgoing Board determines whether any violation of these bylaws or policy has occurred. The decision of the Board is final.

Section 6: The duly elected officers and members of the Board shall take office January 1, following their elections.

Section 7: Terms of officers shall be twelve (12) months from January through December. A joint meeting of the outgoing and incoming boards shall be arranged in concert by the two Presidents as early in the new term as possible in order to insure a proper transition of duties.

Section 8: Any vacancy occurring on the Board after the annual election for any reason shall be filled by a simple majority vote of the Chapter membership present at the meeting when the vote takes place, and such elected individual shall serve out the unexpired terms.

Section 9: An individual may serve on the Board of Directors for a maximum of six consecutive years and in any one position on the Board for a maximum of two consecutive years.

Article VII - Chairpersons and Duties

Section 1: After taking office, and as soon as it is practical, the President, with the consent of the Board of Directors, may appoint such activity coordinators or committee chairpersons, as are deemed necessary for the efficient operation of the Chapter.

Section 2: The Board provides oversight for all committees, but coordinators and chairpersons may report to the President or to the Vice-President responsible for specific activity involved.

Section 3: Coordinators and chairpersons may provide services in areas that include, but are not limited to, event planning, publicity, newsletter editing, web site maintenance, and conference planning.

Section 4: Coordinators and chairpersons must be members in good standing of the Chapter and of RWA, and must agree to complete the duties specified for the position.

Article VIII – Meetings

Chapter meetings shall be held once a month from January to December, with the exception of July. Any meetings in July shall be at the discretion of the Board of Directors. Notice of meetings shall be provided in the Chapter newsletter.

Article IX – Dues

Section 1: The annual dues for membership shall be determined by a simple majority vote of the membership of the Chapter present at the meeting when the vote is held. Notice of a pending vote on possible changes in the amount of the dues shall be provided in the Chapter newsletter prior to the vote being held.

Section 2: Failure to pay annual RWA or Chapter membership fees shall result in termination of Chapter membership.

Section 3: Chapter dues must be paid by January 31 of each year or a late fee will be assessed. Other outstanding fees, such as tape rental fees, must also be paid at that time. Chapter membership shall be terminated effective March 31, if dues and fees are not paid. A member whose membership has been terminated for lack of payment may reapply for membership at any time upon payment of the full annual dues and related fees. There will be no return of dues if a member decides to cancel his or her membership.

Section 4: Dues for new memberships commencing after February 1 may be pro-rated.

Article X – Finances

Section 1: The fiscal year of the Chapter shall be from January 1 to December 31 of each year. The accounts of the Chapter shall be audited annually. The auditor shall be a special appointee of the Board of Directors, but not a member thereof.

Section 2: Funds shall be deposited in accounts(s) designated by the Board of Directors. All checks drawn on such accounts(s) shall bear the signatures of one (1) Board member (President, Vice President Programs, Vice President Membership, Treasurer, and/or Secretary). A minimum of three Board Members shall have signature authority at any time.

Section 3: The Chapter shall adopt an acceptable accounting system with the appropriate checks and balances to safeguard Chapter funds.

Section 4: The Chapter shall keep correct and complete books and records of accounts, as well as minutes of membership proceedings and/or proceedings of the Board of

Directors and Committees. In addition to maintaining the books and records, the Chapter must also maintain, at its registered or principal's office, a record of the names and addresses of members in good standing entitled to vote.

Section 5: All dues collected and other income of the Chapter must be used for the purpose of the Chapter and shall not be to the benefit of any individual member.

Section 6: No Board member or committee member shall receive any salary or compensation from the Chapter for his or her services; however, the Chapter may reimburse certain Chapter-related expenses incurred by members, as determined by the Board.

Section 7: With the prior approval of the Board, contracts for Chapter-related services, including, but not limited to, contracts for meeting places and meals, may be signed on behalf of the Chapter by a Board member, or by the chairperson or coordinator who has been given responsibility for the activity by the Board.

Article XI - Title and Roster.

The title and roster of the Chapter may only be used to promote and stimulate interest in the Chapter. The title and roster may not be used for the monetary gain of any individual members.

Article XII - Policies and Procedures.

Policies and procedures, not inconsistent with these Bylaws and embodying additional provisions for the Chapter, may be adopted by a majority vote of the Board and shall be considered official policy. Such policies and procedures will appear in the official Board minutes and be reflected in the Chapter's Policy and Procedure Manual.

Article XIII -- Indemnification and Insurance

Section 1. To the fullest extent possible, this Chapter shall indemnify and hold harmless its directors, chairpersons, coordinators, committee members, and others working on behalf of the chapter against any and all liabilities, costs, and expenses reasonably incurred by her or him, or on her or his behalf, in connection with any legal action or proceeding to which she or he may be a party by reason of her or his being or having been a director, chairperson, coordinator, committee member, or other member working on behalf of the chapter, or by reason of any action alleged to have been taken or omitted by her or him in such capacity.

Section 2. The Chapter shall purchase and maintain liability insurance for the indemnity specified above.

Article XIV -- Amendments of Bylaws

These Bylaws may only be altered, amended, or repealed, and new Bylaws may only be adopted, by a majority vote of the members in good standing present at any regular meeting of the Chapter or at any special meeting at which a vote takes place. Written notice must be given to the members in the newsletter preceding such a meeting of an intention to alter or amend or repeal these Bylaws or to adopt new Bylaws. Such action shall require a simple majority vote of those voting and such balloting must be in person.

Article XIV - Dissolution of the Chapter

Upon any dissolution of the Chapter, its property and assets shall be distributed as follows:

- a) All liabilities and obligations of the organization shall be paid, satisfied and discharged, or adequate provisions shall be made therefore.
- b) Assets held by the Chapter upon condition requiring return, transfer or conveyance, which condition occurs by reasons of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- c) Any remaining assets shall be distributed among such charities as may be designated by the National Corporation of RWA.