

**PWR Bylaws**  
**Original Bylaws adopted on April 7, 2012 and revised on**  
**February 4, 2024.**

**Article I. Name**

The name of this organization shall be the **Published Writers of Rossmoor**, hereinafter called PWR.

**Article II Purpose**

The main object of PWR is to support and guide Rossmoor authors in publishing and promoting their books both inside and outside of Rossmoor.

**Article III Membership and Dues**

Section 1. Membership:

a. Rossmoor and senior non-residents (not more than 20% of total) who are published or aspiring authors, and who have paid dues for the current year, shall at any time comprise the membership.

b. Non-resident members shall have all the privileges of membership not denied by Golden Rain Foundation Board or PWR Board policies.

Section 2. Dues:

a. Annual dues shall be set by the Board of Directors (hereafter called the Board) and are due and payable on or before January 1, the beginning of the fiscal, officer and program years.

b. Those who join PWR after July 1st will pay half the current year's dues.

c. Those who join after October 1st, and who pay full dues, will not be liable for additional dues until January 1, of the following year.

Section 3. Severance of membership:

A member may be dropped from membership by a two-thirds vote of the Board for non-payment of dues or for any conduct that tends to injure PWR or to adversely affect its reputation or that is contrary to or destructive to its purpose according to these Bylaws.

**Article IV Board of Directors**

Section 1. Composition:

The Board shall consist of six (6) directors elected by the PWR membership.

Section 2. Terms of Office:

a. The normal term of office for directors, beginning each year on January 1, shall be two (2) years.

b. Directors shall serve no more than two consecutive terms. Service for one-half (1/2) or more of a term shall be considered a full term.

Section 3. Duties: The Board shall:

a. Administer the affairs of PWR and see that its programs and policies are carried out.

b. Receive dues, adopt an annual budget and assume overall fiscal

responsibility.

- c. Appoint specific program Coordinators as needed.

#### Section 4. Meetings:

a. The Board shall ordinarily meet once a month at a stated time and place to be recommended by the president and agreed upon by the board.

b. Special meetings of the Board may be called by the president or five members of the Board provided all Board members feel they have been given sufficient notice of such meetings and of their stated purposes.

#### Section 5. Quorum:

Four (4) directors shall constitute a quorum of the Board.

#### Section 6. Voting Between Meetings:

a. A written, conference call, or electronic vote of the Board may be taken at the request of the President, provided all Board members shall have the opportunity to vote.

b. Votes shall be counted and a majority vote shall have the same effect as a decision at a Board meeting.

c. The result of the vote shall be entered by the Secretary into the minutes of the next Board meeting.

#### Section 7. Removal from Office:

A member of the Board or a program Coordinator may be removed for any reason by vote of four (4) members of the Board in accordance with policies and procedures adopted by PWR Boards.

### **Article V Nominations and Elections**

Section 1AS: A committee comprised of five PWR members, at least two of whom must be non-Board members, shall be appointed annually by the President in October.

b. At least fourteen (14) days prior to the annual membership meeting in January, this committee shall present to the membership by e-mail or snail mail a slate of nominees for election to specific offices on the Board for the coming year.

c. The term of service of Nominating Committee members shall be one year, with a maximum of two consecutive terms.

#### Section 2. Election of PWR members to the Board:

a. Elections for full terms ordinarily shall be held at the annual PWR meeting in January.

b. After the Nominating Committee has made its report at the annual meeting, nominations then may be made from the floor to specific open offices on the Board, with the prior consent of the nominee.

c. Elections shall be by ballot unless there is only the number of nominees needed to fill the Board positions for that particular year, in which case the election may be by voice vote. Election shall be by a majority of those voting.

d. If Board members ever are unable to fulfill a significant portion of their terms, the Board itself, by majority vote, may elect PWR members to fill the vacancies until the annual meeting.

## **Article VI Officers and Coordinators**

### Section 1. Officers (Board members):

a. Officers shall be President, Vice-President, Treasurer, Secretary, Publicity, and Program. Officers' specific roles on the Board shall be agreed upon by the board at the beginning of each year.

b. Officers ordinarily shall serve a term of two (2) years or until their successors have been elected.

c. No officer shall hold more than one (1) office at a time unless by special authorization of the Board.

d. Any vacancies in offices during the year shall be filled for the unexpired term by vote of the Board, with the exception of the office of president, which shall be filled automatically by the vice-president.

### Section 2. Duties of Officers:

a. The President shall be the official spokesperson for PWR, chair both Board and membership meetings, oversee the carrying out of board procedures, plans and programs and recommend to the Board for election, persons to serve as program coordinators for PWR programs (See Section 3). Coordinators may come from the Board or the general membership.

b. The Vice-President shall substitute for the President when necessary and shall perform such duties as the President may direct.

c. The Treasurer shall collect dues, oversee PWR's bank account, prepare the budget, pay authorized bills, be responsible for the financial record of PWR, and arrange for an annual financial review.

d. The Secretary shall record, keep and distribute to Board members the minutes of all Board and PWR business meetings.

e. The Publicity Officer shall oversee ongoing "Rossmoor News" articles about, for and from PWR officers and Coordinators.

f. The Program Officer shall arrange for, oversee and introduce the programs for PWR monthly meetings.

### Section 3. Establishment of Program Coordinators by the Board:

For oversight of Author Events, PWR Membership, Channel 28, Library Featured Authors, Newsletter, Meeting Arrangements, Book Fair, and any other programs the Board establishes, it shall define Coordinator roles, recruit PWR members to fill them and exercise support and oversight of said Coordinators.

### Section 4. General Duties of Program Coordinators:

a. Carry out their delegated areas of authority by themselves or by enlisting as many PWR members as they deem necessary to get their jobs done.

b. Report to the President and the Board when requested to do so and use them as a sounding platform when necessary.

c. Submit budget requests in a timely manner to the Treasurer.

## **Article VII Financial Administration**

### Section 1. Fiscal Year:

The fiscal year shall be January 1 through December 31.

Section 2. Financial Policies:

The Board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal and state laws including an annual financial review.

Section 3. Annual Budget:

The Board shall adopt an operating budget each year and present it as information to the membership at the annual meeting.

**Article VIII Membership Meetings**

Section 1. Monthly Membership Meetings:

a. The Board shall set the times and places of regular meetings to inform and enrich PWR members.

b. The Board shall authorize or form smaller ad hoc groups around members' needs and interests that will meet at times they desire.

Section 2. Annual Membership Meeting:

The Board shall hold an annual PWR membership meeting each January to conduct the organization's business including, but not limited to, electing directors, amending these bylaws and receiving reports from the Board.

Section 3. Special Meetings:

Special PWR business meetings may be called at the president's discretion or shall be called by the President at the written request of four (4) members of the Board or ten per cent (10%) of the PWR membership.

Section 4. Meeting Notice:

Notice of all general meetings shall be sent to PWR members at least seven (7) days in advance of the meetings.

Section 5. Quorum:

A quorum shall be fifteen percent (15%) of the membership.

**Article IX. Property**

The title to all funds and assets shall at all times be vested in the membership of PWR for the joint use of the members, and no member or group of members shall have any severance right to all or any part of such property.

**Article X Dissolution**

In the event of the dissolution of PWR club, all assets shall be transferred and delivered to an entity or entities chosen by at least four (4) members of the Board.

**Article XI Parliamentary Authority**

The rules contained in *Robert's Rules of Order Newly Revised* shall govern PWR in all instances in which they are applicable and in which they are not inconsistent with these bylaws.

## **Article XII Indemnification**

Every Board member and program Coordinator may be indemnified by PWR against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such Board members or Coordinators in connection with any threatened pending or completed action, suit, or proceeding to which the Board member or Coordinator may become involved by reason of being, or having been a member of the Board or having served as a Coordinator or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the PWR Board approves such settlement and reimbursement as being in the best interest of PWR. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the Board member or Coordinator is entitled.

## **Article XIII Amendments to the Bylaws**

Provisions of these bylaws may be amended by a two thirds vote of those present and voting at the annual membership meeting or a specially called business meeting, provided notice shall have been given at least 30 days prior to the meeting.