

**Bylaws
Los Angeles Chapter
Women's National Book Association, Inc.**

Article I. National Organization

***Section 1.** The Los Angeles Chapter is a subsidiary of the Women's National Book Association, Inc. (hereafter Corporation) parent organization.

***Section 2.** The name, objectives and classes of membership of the local chapter of the Corporation shall be the same as those established in the National Bylaws.

***Section 3.** The WNBA National President is an ex officio member of the Los Angeles Chapter Board of Directors.

***Section 4.** Notwithstanding any other provisions of these bylaws, all chapter activities shall comply with the requirements of the Certificate of Incorporation, the Bylaws of the Corporation, and Section 501(c)(3) of the U.S. Tax Code.

Article II. Objectives

***Section 1.** The purposes of the chapter are educational and charitable. To fulfill these purposes the chapter

- brings together women and men who are active in the world of books,
- educates and informs members about the need to use books and educate others about books,
- responds to requests for information about books, generates and supports projects that disseminate such information, and
- promotes recognition of women's achievements in the book industry.

Section 2. In addition, the Los Angeles Chapter will

- work to advance women in the world of books,
- serve as a network for professionals in the field,
- generate contacts and connections at all career levels, and
- provide a forum for the exchange of ideas and information.

Article III. Membership

Section 1. A person shall be declared a member of the chapter upon payment of annual dues.

Section 2. There shall be five classes of membership:

1) active, 2) network, 3) sustaining, 4) honorary, and 5) local sponsoring.

***Section 3. Active Membership.** Active membership in a chapter is open to persons who are, or have been, in publishing and allied fields, or who are book lovers. Active members include but are not limited to writers, illustrators, booksellers, critics, editors, educators, librarians, library workers, literary agents, book manufacturers, wholesalers, and book collectors who wish to promote and participate in the objectives of the Corporation and chapter.

Active members enjoy all rights and privileges accorded to any member of the Corporation and chapter. These include but are not limited to those listed below. Active members are eligible to vote in all elections of the Corporation and chapter; to hold office; to serve on the board of directors; to serve as chair or member of any committee; to nominate candidates for national office and awards; and to attend all functions of the Corporation and chapter. Active members receive *The Bookwoman*.

***Section 4. Network Membership.** Network membership is open to anyone who does not live in a city with a WNBA chapter. Network members may elect to affiliate with any WNBA chapter and are entitled to all rights and privileges accorded to active chapter members and to any additional benefits extended by that chapter to its members.

***Section 5. Sustaining Membership.** Sustaining membership is a national membership open to firms, individuals, or organizations that support the goals and activities of the Corporation. Representatives of sustaining members are eligible to attend all functions of the Corporation; to have a 250-word company description and a link on the WNBA Web site; to be listed in Corporation publications, Web site, and stationery; and to submit nominations for the WNBA Award. Sustaining members receive one, one-year complimentary membership in the local chapter and receive *The Bookwoman*.

Sustaining membership application, giving name, address, and affiliation, shall be sent to the WNBA National Treasurer at the address posted on the national Web site.

Section 6. Honorary Membership. Honorary membership may be conferred (at no cost to the honoree) upon a person who, in the opinion of the chapter board of directors, has rendered outstanding service to the chapter and/or the Corporation. Honorary members must be active members if they wish to hold office, vote, or serve on the chapter board of directors. Honorary members are eligible to attend all functions of the chapter or the Corporation.

Section 7. Local Sponsoring Membership. Local sponsoring membership is available to any individual, local organization, or agency that desires to make an initial or additional annual contribution to the chapter.

Local sponsoring members have the full rights and privileges of active members. In addition, members are entitled to have a link on the chapter Web site and to be listed in the chapter newsletter. The board of directors shall annually set the minimum fee for local sponsoring membership.

Local sponsoring membership may not supplant sustaining membership in the Corporation.

Article IV. Executive Committee and Board of Directors

Section 1. The elected officers of the chapter shall be: president, vice president, recording secretary, corresponding secretary, and treasurer. These five officers shall constitute the executive committee.

Section 2. The officers shall be elected from the active membership for a term of two years.

Section 3. Nomination of officers and board members at large shall be made by a committee of three to five active members. The president shall appoint this committee prior to February 1.

Section 4. The election of such officers shall take place at a chapter business meeting, by mail ballot, or by email ballot not less than six weeks or more than two months before the annual WNBA National Board meeting is to be held.

***Section 5.** The president, vice president, recording secretary, and corresponding secretary shall be allowed to succeed themselves only once. There shall be no restriction on the number of consecutive terms the treasurer may serve.

Section 6. The board of directors, consisting of the immediate past president, the five elected officers and up to ten board members at large will conduct the affairs of the chapter.

***Section 7.** Officers and board appointees shall take office on June 1 following the election or appointment to office. All officers and appointees shall serve until their successors are installed.

Section 8. The president, with the consent of the board of directors, shall have the power to fill any vacancy among the officers or board appointees for the balance of the unexpired term with the exception of the office of president. The vice president shall automatically fill any unexpired term of the president.

Section 9. A board member who is absent from three consecutive board meetings without an excuse satisfactory to the board of directors shall cease to be an officer or member of the board.

Article V. Duties of Officers

Section 1. It shall be the duty of the president to supervise the affairs of the chapter, to preside at all meetings of the chapter and board of directors, to appoint all committee

chairs (except the chair of the nominating committee), to send welcoming letters to new chapter members, to summarize the chapter's activities for the year at the annual business meeting, to sign all checks when the treasurer is unable to do so and to represent the chapter on the National Board of Directors. With the exception of the nominations committee, the president shall be an ex officio member of all committees. The president may assign these duties to the vice president or to another board member as necessary. The president is responsible for naming the individual who will send notices of chapter programs to all members.

The president is responsible for addressing the national responsibilities as described in the "Chapter President's Relationship with National" document on the WNBA Web site.

Section 2. It shall be the duty of the vice president to be the program chair for the chapter.

In the absence of the president, the vice president shall perform the duties of the president and carry on all other duties as assigned by the president or the board of directors. If the president should resign, the vice president will fill the office of the president for the unexpired term.

Section 3. It shall be the duty of the recording secretary to take minutes of board of director meetings, to maintain a file of these minutes, and to report same if called upon at the next meeting of the board of directors. A copy of the minutes of each meeting of the chapter board shall be sent to the members of the board of directors.

The corresponding secretary shall answer all general business correspondence of the chapter and carry on all other duties as assigned by the president or the board of directors.

Section 4. It shall be the duty of the treasurer to receive all contributions from chapter members and any other income and to deposit immediately any money received in a bank approved by the board of directors.

The treasurer shall keep true books of accounts of all receipts and expenditures. Such books shall at all times be accessible to the members of the board of directors and to members of the chapter. The treasurer or president shall sign all checks drawn on the chapter bank account. The treasurer shall present a detailed statement at each board meeting of all monies received and disbursed since the date of the previous statement. At the chapter's annual business meeting the treasurer shall present a detailed statement of all monies received and disbursed since the previous annual report.

*The treasurer shall send the per capita amount assessed by the National Board of Directors for each member on record to the Corporation. The sum is to be paid on the dates specified by the National Treasurer.

*The treasurer is responsible for addressing the national responsibilities as described in the Chapter Treasurer Manual on the WNBA Web site.

Section 5. The board of directors of the chapter shall have the control and management of the chapter and its funds. The board shall have the power to decide upon such matters as shall be referred to it.

Article VI. Dues

Section 1. The board of directors of the chapter shall determine the fee for membership and sponsorship categories in the chapter. This fee shall include the amount established by and payable to the National Treasurer.

***Section 2.** The membership fiscal year is from June 1 through May 31. Members enrolled anytime between April 1 and May 31 shall be considered members for the following year.

***Section 3.** Any member except honorary who has not made the annual contribution by December 1 following the end of the membership year, May 31, shall be dropped from membership.

Section 4. No member who is in arrears shall be dropped without notification.

Article VII. Meetings

Section 1. The board of directors shall determine the time, frequency, and place of meetings.

***Section 2.** The annual business meeting shall take place no later than the end of May.

Section 3. Special business meetings may be called at any time by the president and must be called if requested in writing by ten per cent of the members.

Section 4. Ten per cent of the total active membership of the chapter shall constitute a quorum to transact business at the regular and special meetings.

Section 5. The board of directors shall by majority vote decide upon the days and hours of meetings of the board, preferably at regular intervals between chapter meetings. Fifty percent of the board, including the presiding officer, shall constitute a quorum.

Article VIII. Committees

Section 1. The president shall appoint committee chairs from the chapter membership as the need arises, for example: membership, awards, archivist, Judy Lopez Award dinner, hospitality, and *The Bookwoman* correspondent. These chairs may or may not be members of the board of directors, but may be invited to attend board meetings.

***Section 2. The National WNBA Award.** Each chapter, upon consultation with the chapter membership, may submit the name of a nominee to the national committee chair, by the date designated. The nominee need not be limited to the area or locality represented by the chapter.

Article IX. Official Publications

***Section 1.** The official Web site of the Corporation is <http://www.wnba-books.org>. The Web site of the chapter is to be announced.

Section 2. Individual chapter membership information is maintained for official chapter use only and is published in the chapter directory. The directory is not to be used or sold for commercial purposes.

Article X. Affiliation

***Section 1.** The chapter may become affiliated with an organization whose objectives are consistent with the Corporation and whose activities are not in conflict with the WNBA Certificate of Incorporation, the national and chapter bylaws, and Section 501(c)(3) of the U.S. Tax Code. Affiliation and disaffiliation shall be authorized by the board.

Article XI. Operating Principles

***Section 1.** No substantial part of the net earnings of this chapter shall inure to the benefit of any member, or officer, or to the benefit of any other private individual, except as reasonable compensation paid for services rendered to or for the chapter, and as fair value for property purchased, leased or otherwise acquired by the chapter; and such person shall not be entitled to share in the distribution of chapter assets on dissolution of the chapter.

***Section 2.** No part of the activities of the chapter shall consist of the carrying on of propoganda, attempting to influence legislation or participating in any political campaign.

***Section 3.** The chapter shall make no contribution to any other organization any portion of the net earnings of which inures to the benefit of any private individual (except as stated above as reasonable compensation for services or as fair value for property acquired) or any substantial part of the activities of which consists of carrying on propoganda, attempting to influence legislation, or participating in a political campaign.

Section 4. This organization is organized pursuant to the General Nonprofit Corporation Law of the State of California. This association does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes.

Section 5. Upon the dissolution or winding up of the association, its financial records and assets remaining after payment of, or provision for payment of, all debts and liabilities of this association, shall be forwarded to the national treasurer of WNBA, Inc.

Article XII. Parliamentary Procedure

Section 1. The rules contained in *Robert's Rules of Order* (simplified and applied) shall govern this organization in all parliamentary procedures in which they are applicable, and in which they are not inconsistent with these bylaws.

Article XIII. Amendments

Section 1. These bylaws may be amended, if not contrary to the general policies of the organization. The board of directors must first review and approve any proposed bylaw amendments. Then the amendments must be approved by two-thirds of the active members present at a general meeting, provided that copies of the proposed amendments have been circulated to all members at least thirty days prior to the meeting. Such changes shall be made known to the membership in a suitable manner.

Approved

December 7, 2007
Date

**Standing Rules and Procedures
Los Angeles Chapter
Women's National Book Association, Inc.**

1. Order of Business

Section 1. The order of business at a regular meeting of the chapter shall be

- a) report of the president on any business to be brought up before the entire membership,
- b) reports of any special committees, and
- c) program.

Section 2. The order of business for the annual meeting held in May shall be

- a) reading and approval of the minutes of the last business meeting,
- b) annual reports of officers and committee chairs,
- c) opening of nominations for officers and board members at large,
- d) election,
- e) report of election,
- f) installation of new officers and board members at large, and
- g) program.

Section 3. The order of business at a meeting of the board of directors shall be

- a) reading and approval of minutes of previous meeting,
- b) presentation and approval of treasurer's report,
- c) reports of standing committees,
- d) reports of special committees,
- e) special orders (if any),
- f) old business, and
- g) new business.

2. The membership chair will conduct a membership renewal campaign in July.

- Notices will be sent to all members who have not renewed reminding them that it is time to renew their membership.
- The money received will be forwarded to the treasurer.
- The membership chair will maintain a database of current members.
- There will be a book of hard copies of information from each member, to be kept current by a member of the membership committee.
- In September an email or phone call will be made to all members who have not yet renewed.
- A final reminder and notice of termination of membership will be sent in November.
- A membership directory will be published in December at the end of the membership renewal campaign.

3. The board of directors will support the Judy Lopez Award Committee in their event to present the award. This will involve a dinner, publicity, and sale of books.
4. A copy of the minutes of the annual business meeting may be sent electronically to all active members of the chapter.
5. All honorary members will receive a gift such as a WNBA coffee mug as a sign of appreciation for their service to the organization.
6. Individual chapter members will be listed in the WNBA national electronic directory. They have the right to choose whether to have their address, phone, affiliation, etc. placed in the directory. The directory is in the Members Only section of the national Web site.
7. The executive board may use e-mail to conduct board business between regular board meetings. E-meetings must proceed as follows:
 - All board members must have access to e-mail.
 - The chapter president is the facilitator.
 - The president will send an e-mail with the issue for consideration and set forth the time period (usually 48 to 72 hours) for discussion.
 - All discussion/responses must be sent to the entire executive board by using "reply all" and must retain the original subject line. The response e-mail must include the original issue under consideration.
 - The president will send the e-mail that states the motion and calls for the vote within a time period (usually 24 hours) requiring a "Yes" or "No" response.
 - The vote should go to all board members (reply all) and state the motion in the body of the e-mail.
 - The president will send the e-mail that states that the motion has passed or failed. Votes may not be changed.
 - The recording secretary will maintain a record of motions and will read all motions and the result of the vote into the minutes at the next board meeting.
8. Requirements for WNBA fee-based events:
 - It is expected that all WNBA/LA events with an admission charge will at least break even.
 - The chairman, with the committee members for each event, shall be responsible for determining all costs for the event and setting an admission fee sufficient to cover the costs of the event. Any special admission fees (such as a student rate) must also be determined before the event.
 - The WNBA/LA board of directors will decide before an event if there will be any complimentary admissions for the event and who those people will be.
 - All persons attending an event must pay the established admission fee, unless otherwise determined by the board.