# AMENDED AND RESTATED
# BYLAWS OF
# TEMECULA VALLEY WRITERS AND ILLUSTRATORS

## PREAMBLE

The name of the Organization is Temecula Valley Writers and Illustrators. The Organization is organized in accordance with the Nonprofit Corporation Act of California, as amended. The Organization has not been formed to make any profit or personal financial gain. The assets and income of the Organization shall not be distributable to or benefit the trustees, directors, officers, or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to directors, employees, and independent contractors for services provided for the Organization's benefit or reimbursement to any party for expenses incurred on behalf of the Organization. This Organization shall not carry on any other activities not permitted to be carried on by an Organization exempt from federal income tax. The Organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the Organization is the following:

***The mission of Temecula Valley Writers and Illustrators is to support and encourage the local creative community in their endeavors and provide a platform for personal and professional growth.***

The Organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

The Board of Directors has full power and authority to change the principal office of the Corporation from one location to another in the County of Riverside, California, or the state of California. Any change of address will be noted by the Secretary in these Bylaws but will not be considered an amendment of these Bylaws.
The founding Bylaws of the Organization were adopted on May 16, 2024.

## ARTICLE I - MEETINGS

**Section 1. Annual Meeting.** An annual meeting shall be held once each calendar year for the purpose of electing directors, electing new officers, and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors.

**Section 2. Regular Meeting.** The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

**Section 3. Special Meeting.** Special meetings may be requested by the President or a quorum of the Board of Directors with 24-hour notice.

**Section 4. Notice.** Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice, written or electronic, shall state the place, date, and hour of the meeting, and if for a special meeting, the purpose.

**Section 5. Place of Meeting.** Meetings shall be held at a geographic location or by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments. Unless the articles of incorporation or bylaws provide otherwise, the Board of Directors may permit any or all directors to participate in meetings by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed present in person at the meeting.

**Section 6. Quorum.** A majority of the voting directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business that might have been transacted at the meeting as originally scheduled may be transacted. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in the representation of less than a quorum.

**Section 7. Informal Action.** Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing or by electronic communications technology, setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

**Section 8. Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the Organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the meeting minutes. The Board shall keep written minutes of its proceedings in its permanent records.

## ARTICLE II - DIRECTORS

**Section 1. Number of Directors.** The Organization shall be managed by a Board of Directors consisting of no fewer than five (5) and no more than seven (7) voting directors.

**Section 2. Election and Term of Office.** The voting directors shall be elected at the annual meeting or at any regular or special meeting of the Board of Directors. These directors shall serve a term of two (2) years, or until a successor has been elected and qualified. To provide continuity of governance, directors shall serve in two staggered classes. Class A shall consist of three (3) directors, and Class B shall consist of the remaining number of elected directors. Class A directors shall be elected in even-numbered years and Class B directors shall be elected in odd-numbered years. Voting directors may serve up to three successive terms unless extended by the Board of Directors by resolution.

Upon initial adoption of this provision in 2026, the Board shall by resolution designate existing directors to Class A or Class B, with Class B directors serving an initial term of one (1) year to establish the stagger.

**Section 3. Quorum.** A majority of voting directors shall constitute a quorum.

**Section 4. Adverse Interest.** If a director has a financial or other material interest in a matter before the Board, the director shall disclose the nature of that interest to the Board. After disclosure, the disinterested directors may determine whether the interested director may participate in discussion or vote on the matter. The interested director, however, shall be counted for purposes of establishing quorum.

**Section 5. Removal / Vacancies.** A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve within the same Class, and for the remaining term, of his or her predecessor, or until a successor has been elected and qualified.

**Section 6. Committees.** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

**Section 7. Special Advisors to the Board of Directors.** To the extent permitted by law the Board of Directors may appoint special advisors to the Board of Directors. These non-voting members will represent the constituency of the Organization.

## ARTICLE III - OFFICERS

**Section 1. Number of Officers.** The officers of the corporation shall include a President, Secretary, and Treasurer, and such other officers as the Board of Directors may determine appropriate from time to time. Two or more offices may be held by one person, except the President may not concurrently serve as any other officer.

> **President.** The President shall be the chief executive officer and shall serve as Chairperson of the Board, presiding at all meetings of the Board of Directors and its Executive Committee, if established.
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> **Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the Organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.
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> **Treasurer.** The Treasurer shall serve as the chief financial officer and be responsible for conducting the financial affairs of the Organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

**Section 2. Election and Term of Office.** Officers shall be elected by the Board of Directors at the first such meeting following any officer vacancy caused by term expiration, resignation, or expansion. Each officer shall serve a two-year term or until a successor has been elected and qualified.

**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the Organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

**Section 4. Compensation for Professional Services.** A director or officer who provides professional services to the Organization through their business, profession, or independent practice may receive reasonable compensation for such services, provided that: (a) the services are distinct from and outside the scope of their normal duties as a board member or officer; (b) the compensation and scope of services are approved in advance by a majority vote of the Board of Directors, with the interested director or officer recusing themselves from the vote; (c) the arrangement is documented in writing and retained by the Secretary; and (d) the interested director or officer makes full disclosure of the arrangement in accordance with the Organization's Conflict of Interest policy. Nothing in this section shall be construed to entitle any director or officer to compensation solely for serving in a board or officer capacity.

**Section 5. Conflict of Interest.** Each officer and director of the Organization shall disclose to the Board any actual or potential conflict of interest relating to any matter before the Board. After disclosure of the interest and all material facts, the disinterested voting members of the Board shall determine whether the interested director or officer may participate in discussion or vote on the matter. The interested director or officer may be counted for purposes of establishing quorum. The Board may adopt a formal Conflict of Interest Policy by resolution, which shall supplement but not replace the requirements of this section.

## ARTICLE IV - CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The Organization shall not have a corporate seal. All instruments that are executed on behalf of the Organization which are acknowledged and which affect an interest in real estate shall be executed by the President and the Secretary or Treasurer. All other instruments executed by the Organization, including a release of mortgage or lien, may be executed by the President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

## ARTICLE V - MEMBERS

The Organization may have members who participate in its programs and activities as determined by the Board of Directors. Such members shall not be statutory voting members of the Corporation within the meaning of the California Nonprofit Public Benefit Corporation Law and shall have no governance or voting rights unless otherwise required by applicable law.

**Section 1. New Members.** New members will be accepted any time during the Organization's fiscal year.

**Section 2. Classes of Regular Members and Their Dues.** Any individual, corporate organization, or group, by making application and payment of dues, may become a regular member of the Organization. The Board of Directors shall determine classes of membership and their dues.

**Section 3. Honorary or Life Members.** The Board of Directors may elect to bestow honorary or life membership on any person, business, organization or groups who have made outstanding contributions to local history or the work of the Organization.

**Section 4. Number of Members.** There is no limit on the number of members that the Organization may admit.

**Section 5. Application Fee.** No fee will be charged for making application for membership in the Organization.

**Section 6. Payment of Dues.** All members must pay regular dues on an annual, monthly, or periodic recurrent basis as determined by resolution of the Board of Directors. The first payment of dues of each member is payable and must be submitted in full with the application for membership. Future dues are due and payable on the periodic schedule as outlined in their membership agreement with the Organization. Any member, on learning of the amount of dues and the time fixed for payment, may avoid liability for the dues by promptly resigning from membership, except if the member is, by contract or otherwise, liable for the dues.

**Section 7. Transferability of Membership.** Neither membership in the Organization nor any rights in the membership may be transferred or assigned for value or otherwise.

**Section 8. Membership Book.** The Organization will keep a membership book containing the name, address, and class of each member in any form capable of being converted into written form. The membership book must note if a membership has terminated, the manner of termination, and the date on which that membership ceased. The membership book will be kept at the principal office of the Organization and is subject to the rights of inspection required by law and as set forth herein.

**Section 9. Inspection Rights of Members.** Membership in the Association is confidential. Notwithstanding any other provision of these Bylaws, the membership book is not available for inspection by any person, whether or not a member of this Organization, except as required by law and except as follows: active Board Members and Officers of the Organization will have access, as needed, to the membership book for the purposes of conducting the business of the Organization.

**Section 10. Termination of Membership - By Resignation or Death.** The membership of any member of the Organization automatically terminates on the death of the member or on receipt of the member's written request for termination delivered to the President or Secretary of the Organization personally or by United States mail. Termination of membership does not relieve the member, or the member's estate in the event of termination by death, of the obligation to pay any dues, assessments, or other charges that accrue and remain unpaid at termination.

**Section 11. Termination of Membership - By Nonpayment of Dues or Assessments.** The membership of any member who fails to pay membership dues or assessments within 30 days after they become due automatically terminates at the end of that 30-day period, provided that the member was given written notice, within 10 days before the due date, that the dues or assessments were due and payable as of that date. Written notice shall be delivered to the recipient personally or means of electronic communication to the address of the member as it appears in the membership book of the Organization.

**Section 12. Rights on Termination.** All rights and interests of a member in the Organization cease on the termination of membership.

**Section 13. Reinstatement.** Any member whose membership is terminated, other than by death, may have his or her membership reinstated on the terms as the Board of Directors deems appropriate by filing a written request for reinstatement with the President or Secretary of the Organization. On approval of the request by a majority of the Board present at the meeting at which the request is considered, provided that a quorum is present at the meeting, the membership will be reinstated.

**Section 14. Suspension and Expulsion**. The Board of Directors is authorized to suspend or terminate from membership any member of the Organization for good cause. Such suspension or termination shall only be done by resolution.

(a) "Good cause," as used in this section, means any of the following:

> (1) Any conduct that brings the Organization into public disrepute or violates the purposes for which this Organization is formed.
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> (2) Any willful failure or refusal to abide by the Articles of Organization, bylaws, or Rules of this Organization.
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> (3) Any willful failure or refusal to abide by the Code of Ethics of the Organization.

## ARTICLE VI - AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a two-thirds majority of a quorum vote at any annua, regular or special meeting. The text of the proposed change(s) shall be distributed to all board members at least ten (10) days before the meeting.

## ARTICLE VII - INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this Organization shall be indemnified and held harmless by the Organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Organization to provide broader indemnification rights).

## ARTICLE VIII - DISSOLUTION

The Organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose and in accordance with applicable law. In the event of the dissolution of the Organization, the assets shall be applied and distributed as follows: All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organizations, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this Organization, as determined by the Board of Directors.

## ARTICLE IX - NON-DISCRIMINATION

The Organization does not condone or support, nor will it tolerate, any form of discrimination based upon race, color, national origin, sex, gender, age, religion, ethnic identity, or any disadvantaged group protected by federal, state, or local law or ordinance. This discrimination prohibition applies to Organization members, officers, directors, volunteers and any person or entity associated with the Organization.

### Certification

Trond Hildahl, Secretary of the Board of Directors, certifies that the foregoing is a true and correct copy of the bylaws of the above-named Organization, duly amended and restated by the Board of Directors on July 6, 2026.

Temecula Valley Writers & Illustrators

By: By Trond Hildahl, Secretary Date: 07/06/2026

Trond Hildahl, Secretary