

PCG EC Meeting by email  
August 9-11<sup>th</sup>, 2017

Members present: David Zink, Michael Walden, Verna Myers, Karen Quattlander, Dan Joseph.

The EC met via email and approved the following resolutions to be presented at the California Guild annual convention in October 2017.

**Resolution: Optional Ceremonial Officers**

**Whereas** California Guild by-laws describes as mandatory a full roster of ordinary and ceremonial officers for all levels of the Guild, thus:

14.1 All Guilds. The officers of the Junior, Community, Regional and California Guilds shall consist of and rank as follows: President, Vice President, Executive Committee (3-5), Lecturer, Marshall, Assistant Marshall, Lady Assistant Marshall, Minister, Treasurer, Secretary, Sentinel, Musician, and Muses.

; and

**Whereas** these officers titles may be described as either “ordinary” or “ceremonial,” the former being required under California corporate law to oversee the ordinary business activities of the Guild (namely the President, Vice President, Executive Committee, Treasurer and Secretary), and the latter being optional to that end (namely Lecturer, Marshall, Assistant Marshall, Lady Assistant Marshall, Minister, Sentinel, Musician, and Muses); and

**Whereas** California Guild members desire the option to explore what meaningful ceremonial roles may be needed to reflect our community goals and values, and which may better attract new members, without risking non-compliance with California Guild by-laws; therefore

**Be it resolved** to amend California Guild By-laws, Article 14.1 to read:

14.1 All Guilds. The ordinary officers of the Junior, Community, Regional and California Guilds shall consist of and rank as follows: President, Vice President, Executive Committee (3-5), Treasurer, and Secretary. The ceremonial officers of the California Guild shall consist of and rank as follows: Lecturer, Marshall, Assistant Marshall, Lady Assistant Marshall, Minister, Sentinel, Musician, and Muses. Junior, Community and Regional Guilds. Junior, Community and Regional Guilds may also choose to elect ceremonial officers.

**Resolution: Number of Executive Committee Members for Junior, Community and Regional Guilds**

**Whereas** it is never desirable to create a decision-making body that may potentially deadlock due to having an even number of members, and

**Whereas** California Guild by-laws direct the following:

14.2 Executive Committee

a) Junior, Community and Regional Guilds - There shall be an Executive Committee consisting of the President and at least three elected members.

; and

**Whereas** this Article makes possible an undesirable even number of members of the Executive Committee; therefore

**Be it resolved** to amend California Guild By-laws, Article 14.2 to read:

14.2 Executive Committee

a) Junior, Community and Regional Guilds - There shall be an Executive Committee consisting of the President, Vice President and either three or five elected members.

**Be it further resolved** for consistency to amend California Guild By-laws, Article 14.1 to change the number of Executive Committee members from “(3-5)” to “(either three or five)”.

**Resolution: Re-statement of Articles 2.5 through 2.7, Charters**

**Whereas** California Guild Bylaws Article 2.5 describes as its subject “Junior and Community Chapters,” but goes beyond its subject to Regional, State and National Chapters, thus:

**2.5 Junior and Community Chapters.** In order for a Charter to be issued there must be seven or more regular members. **Regional Chapters** – In order for a Charter to be issued there must be two or more Community Chapters and seven or more regular members. **State Chapters** - In order for a Charter to be issued there must be two or more Community Chapters. **National Chapters** - In order for a Charter to be issued there must be two or more State Chapters.

; and

**Whereas** the agency and process of chartering State and National Chapters is unclearly stated in Article 2.5, therefore

**Be it resolved** to change the numbering of California Guild Bylaws Articles 2.6 and 2.7 to 2.9 and 2.10 respectively, and to restate the content of Article 2.5 thus:

**2.5 Junior and Community Chapters.** In order for a Charter to be issued there must be seven or more regular members.

**2.6 Regional Chapters.** In order for a Charter to be issued there must be two or more Community Chapters and seven or more regular members.

**2.7 State Chapters.** Junior, Community and Regional Chapters may be established in states other than California. Where two or more Community Chapters are established within another state, they may apply to the President of the California Guild for approval to charter a new State Chapter intended to function separately but co-equal to the California Guild.

**2.8 National Provision.** Where two or more State Chapters are established, California Guild may, by a two-thirds vote of members assembled at the annual convention, elect to establish a new National level Guild, which itself may have the power to charter State Chapters.

**2.9 Organization.** The President of the California Guild or a duly authorized Ambassador shall see that the officers of a newly organized Guild are duly elected and installed and that the membership fees are paid to the before the organization is complete.

**2.10 Reorganization.** It shall be the duty of the President of the California Guild and Ambassadors to make every effort to reorganize Guilds whose membership declines below seven members or become inactive. The President of the California Guild or a duly authorized Ambassador shall see that the officers of a newly reorganized Guild are duly elected and installed and that the membership fees are paid before the reorganization is complete.

**Resolution: California Guild Bylaws Amendment: Restating the Election and Appointment, Purpose, and Authority of the Goodwill Committee**

**Whereas** members desire there be a balance of powers in the California Guild designed to favor members and Chapters, and to prevent the potential abuse of executive powers; and

**Whereas** the Goodwill Committee represents this potential check on executive power; and

**Whereas** California Guild Bylaws Article 18.3 defines the Goodwill Committee as a standing committee to which the President shall appoint members, thus:

**18.3 California Guild Standing Committees.** The President shall appoint members of the Guild to the following committees:

b) Annual Standing Committees:

3) Goodwill Committee

; and

**Whereas** such power of the President to appoint members to the Goodwill Committee introduces the potential to abuse executive power in suspending or revoking Charters, suspending officers, and suspending or terminating members; therefore

**Be it resolved** to restate California Guild Bylaws Article 18.3 by striking the Goodwill Committee from it, and to restate the powers of the Goodwill Committee found in Article 14.14, thus:

**18.3 California Guild Standing Committees.** The President shall appoint members of the Guild to the following committees:

a) Legislative Committees: Committees as necessary to carry on the business of the Guild in developing Guild policy and laws. These committees may continue on an interim basis at the direction of the President, if needed.

b) Annual Standing Committees:

1) Guild Women's Committee,

2) Junior / Youth Committee

These committees shall function on a year round basis serving the needs of the Guild.

Additional committees may be appointed as authorized by the Guild bylaws.

**14.14 Goodwill Committee – Election and Appointment, Purpose, and Authority.** The Goodwill Committee shall be a standing committee of California Guild, comprised of three (3) elected members and two (2) appointed members. Elected members shall be elected and installed biennially at the annual meeting, or as necessary. Appointed members shall be appointed to serve only on single occasions, whenever appropriate notice on a relevant matter has been received by the elected Goodwill Committee members. The President shall then appoint one representative member, and the Chapter or member in question shall appoint one representative member. Appointed members complete their tenure once the Goodwill Committee has delivered its decision or otherwise completed its service on the matter in question.

The purpose of the Goodwill Committee shall be to receive and support the appeal of Chapters and members who have been subjected to disciplinary action by the Executive Committee, or similar action by a Community or Regional Chapter, should no other venue for appeal be deemed appropriate; and to settle any other disputes that may arise between members, Chapters and officers of the California Guild from time to time. Once fully empaneled, the Committee shall extend "goodwill" by listening, mediating and, when possible, restoring to good standing the affected member, Chapter, or officer.

The Goodwill Committee shall have the unique and final authority to reverse or affirm disciplinary actions taken by the Executive Committee, or Community or Regional Chapter, including suspension or revocation of a Charter, and suspension or termination of an officer or member. The Goodwill Committee shall have the authority to review and investigate, and may summon any Guild documents and/or require the testimony of any members and officers it deems relevant to the matter. The elected members of the Goodwill Committee shall have the authority to adopt standard policies and procedures to safeguard fair treatment of California Guild members, Chapters and officers who wish to

appeal a disciplinary action. Upon appeal, should a Chapter, member or officer be found in clear violation of these Bylaws or the Oath, the Goodwill Committee shall have the discretionary power to extend grace and restore the disciplined party to good standing if it is deemed for the good of the Guild.

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Respectfully submitted,  
Karen Quattlander, Secretary

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