

**Bylaws of the**



**October 2016**

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# **Bylaws of the California Guild**

## **Preamble**

The California Guild is a fraternal organization comprised of affiliate chapters following the fundamental principles described in our Articles of Incorporation. The California Guild is independent of any other organization. The Constitution of the California Guild provides guidelines, but these Bylaws and any amendments, codes, rules, regulations, or procedures adopted pursuant to these Bylaws will supersede and control the interpretation and application of any inconsistent provisions of the Constitution.

With a legacy of mutual cooperation and harmony, the California Guild pursues these principles for the mutual betterment of its members, governed by these Bylaws, the laws of our State and Nation, and the Constitution of the United States of America.

## **Article I Offices and Seal**

**1.1 Principal Office.** The principal office of the California Guild shall be located at 3830 U Street, Sacramento, California, or other location within the state of California, as determined by the Executive Committee of the California Guild.

**1.2 Other Offices.** The California Guild may maintain other offices in such locations within the state of California as the Executive Committee may from time to time designate.

**1.3 Seal.** The corporate seal shall have inscribed thereon the name of the corporation.

**1.4 Absence of Secretary.** When the Secretary of the California Guild is not available in the principle office of the California Guild, the Executive Committee may provide itself with a corporate seal to authenticate legal papers. This seal may be used in conjunction with the Signature of the President of the California Guild.

## **Article II Charters of Junior, Community and Regional Guilds**

**2.1 Constitution and Bylaws of Junior, Community and Regional Guilds.** The Constitution and Bylaws of Junior, Community and Regional Guilds must not conflict with the Constitution

and Bylaws of the California Guild.

**2.2 Property.** Community Guilds and Regional Guilds own their real property, personal property and assets.

**2.3 Application for Charters.** All applications for Charters must be approved by the President of the California Guild

**2.4 Issuance of Charters.** The California Guild shall issue a Charter when it determines the organization of the Junior, Community or Regional Guild is completed.

**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.

**2.6 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.

**2.7 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.

### **Article III**

#### **Suspension or Revocation of Charters Junior, Community and Regional Guilds**

**3.1 Criteria.** When any of the following circumstances exist as to any Junior, Community or Regional Guild, it shall be the duty of the President of the California Guild to suspend or revoke the Charter of such Guild, if it is the determination of the Executive Committee of the California Guild that such action is required.

- a) A Charter has been issued to a Guild contrary to the Bylaws of the California Guild,
- b) A Guild is acting in violation of the Bylaws,
- c) A Guild is six (6) months or more in arrears for payment of dues without consent of the California Guild Executive Committee,

- d) A Guild is not holding meetings as required per the Bylaws,
- e) Attempts to restore a Guild which has become inactive to an active status are unsuccessful,
- f) The membership of a Guild is less than seven.

**3.2 Appeal.** A Guild whose Charter is suspended or revoked may appeal such action to the Goodwill Committee of the California Guild.

## **Article IV Membership Classes**

**4.1 Junior Guilds.** Any person over six (6) years and under fourteen (14) years of age may be proposed as a candidate for membership and elected a member of a Junior Guild as provided for in Article VI.

**4.2 Community Guilds.** Any person over the age of fourteen years may be proposed as a candidate and elected to membership in a Community Guild as provided in Article VI.

**4.3 Family Membership.** Available to any family, whose parent(s) or guardian(s) qualify for individual membership. Family includes one or more paid parent(s) or guardian(s) and their unpaid legal dependents.

**4.4 Regional Guilds.** A Community Guild member in good standing may be elected to membership in a Regional Guild as provided for in Article VI.

**4.5 California Guild.** The California Guild is a delegate body composed of two classes of members, as follows:

- a) Delegate Members. Presidents or alternates, and their spouses or domestic partners, of active Community and Regional Guilds within the jurisdiction of the California Guild shall be Delegates with the right to vote on matters of the California Guild.
- b) Members. Eligible to hold office, but not entitled to vote on matters requiring a delegate vote.

**4.6 Affiliate Membership.** Community and Regional Guild members may be an affiliate member of three additional Community and/or Regional Guilds.

## **Article V Associate Membership Class**

**5.1 Associate Members Class.** Businesses, companies, organizations, groups or individuals wishing to support the Community Guilds may become an Associate member, but do not have voting rights and are not eligible to hold office.

## **Article VI Election to Membership**

**6.1 Election to Membership.** The application and election process for membership in Junior, Community and Regional Guilds shall be as follows:

- a) Applicant submits a membership application form provided by the California Guild to the Community or Regional Guild accompanied by the required application fee.
- b) Applicant is recommended for membership by two current members of said Guild.
- c) Applicant agrees that if elected they will at all times faithfully comply with the Bylaws of the Guild.
- d) Applicant is elected by simple majority of the members of said Guild at a regular meeting at which a quorum is present by a hand vote, or by paper ballot if requested by any member.
- e) If elected, Applicant must take the Guild Oath within 60 days.

**6.2 Rejected Applications and Reapplication.** If an application is rejected by a vote of the Guild, the fee for membership will be refunded. The applicant may submit a new membership application after six (6) months have elapsed.

**6.3 Time Limit for Approval.** Applications for membership may be held for a period not exceeding six (6) months.

**6.4 Classes.** Two or more applicants for membership may be voted on as a class. In the event the class receives less than a majority of votes, each applicant must be voted on separately.

**6.5 Withdrawing Application.** An application for membership can be withdraw by the applicant at any time before a vote is taken.

**6.6 Reinstatement of Membership.** A member suspended for non-payment of dues may be reinstated within six months from date of suspension in the Guild. An application for reinstatement shall be accompanied by all dues unpaid and owing and one year's dues paid in advance. Such reinstatement shall restore and maintain continuous membership status.

A member may be reinstated after six months from the date of suspension by completion of the application for reinstatement accompanied by proof of former membership and payment

of all dues unpaid and owing and one year's dues paid in advance. The application shall be presented at a regular meeting and a majority vote will reinstate.

## **Article VII Suspension or Termination of Membership**

**7.1 Reasons for Suspension or Termination.** Membership in a Community or Regional Guild may be suspended or terminated as a result of any of the following occurrences:

- a) A demit issued by the Secretary of a Community or Regional Guild countersigned by the President of said Guild after said Guild voted to issue the demit.
- b) Non-payment of dues for 6 months.
- c) A member's written request to be dropped from the rolls.
- d) A violation of the Guild Oath or Bylaws, which is not reversed upon appeal to the Goodwill Committee.
- e) Conviction of a felony under Federal or State Laws, which is not reversed on appeal.

Suspension or termination of membership may be appealed to the Goodwill Committee.

**7.2 Higher Levels.** Suspension or termination of membership in a Community Guild terminates membership in all higher levels of the Guild, except for elected officers of the California Guild.

**7.3 Expired Demits.** Members holding demits and failing to affiliate with a Guild during the life of the Demit shall be considered former members.

## **Article VIII Demit**

**8.1 Effect of Demit.** A demit is a certificate issued by the Secretary and countersigned by the President and simply disconnects a member from a Community or Regional Guild, leaving such member an unaffiliated member, eligible to affiliate by application with another Community or Regional Guild.

**8.2 When Eligible.** Members in good standing are entitled to a demit at any time.

**8.3 Life of a Demit.** A demit shall remain in force for six months from the date of issue, and shall show a record of current dues paid.

## **Article IX**

## Voting Rights

**9.1 Voting Rights.** Voting Right of Guild members or delegates - Each member or delegate shall have one vote on each question or matter. All questions and matters at every meeting of a Guild, Executive Committee or Special or Standing Committee at which a quorum is present shall be determined by a majority vote of members or delegates physically present, unless a greater majority vote is required by the Bylaws. Proxy votes are not permitted.

**9.2 Voting Rights of Presidents.** In Junior, Community or Regional Guilds the President may vote as other members when a vote is taken by ballot or roll call vote. The President of the California Guild has no vote, except in the case of a tie vote, unless said President is also a voting Delegate.

**9.3 Physical Present.** The requirement that members or delegates must be physically present to vote may be waived for matters of urgency or emergency, but only when all eligible voting members have been properly notified of the date, time and means of any meeting via teleconference, email, or other electronic communication. Adoption of a motion via email must be by unanimous vote of those voting. A vote via email must be properly called for and have a reasonable timed duration for voting to occur.

## Article X Funds

**10.1 Application Fees for Membership.** Each of the various Guilds may assess application fees in addition to the minimum fees, as necessary to fund their operations. The application fee must be paid in full before the application can be processed. The minimum application fee for the various divisions of the California Guild are as follows:

- a) **Junior Guild** - One dollar (\$1.00) for active membership.
- b) **Community Guild** - Ten dollars (\$10.00) for each regular, affiliate or family membership, of which five dollar (\$5.00) shall be paid to the California Guild. Associate membership application fee is ten dollars (\$10.00), of which five dollars (\$5.00) is payable to the California Guild.
- c) **Regional Guild** - One dollar (\$1.00) for each regular or affiliate membership.

**10.2 Membership Dues.** Each of the various Guilds may assess membership dues in addition to the minimum dues, as necessary to fund their operations. Dues may not exceed three times the minimum annual membership dues. The minimum annual membership dues for each of the Guilds are as follows:



- a) **Junior Guild** - One dollar (\$ 1.00) for active members, payable in advance.
- b) **Community Guild** - Thirty dollars (\$30.00) for each regular member on the rolls, except that for members age 14 through 18 years and Affiliate Members, the minimum annual membership dues shall be Ten Dollars (\$10.00). Family Membership dues shall be \$30.00 per parent or guardian. Associate Member dues shall be fifty dollars (\$50.00).
- c) **Regional Guild** – There are no dues for regular or affiliate membership. Members must be regular or affiliate members in good standing in a Community Guild.
- d) **Golden and Honorary** -Those members that have attained fifty (50) years of continuous membership and members designated as Honorary members by the California Guild President and Executive Committee, are no longer required to pay Community, Regional or California Guild dues.

**10.3 Dues to the California Guild.** Each Guild shall pay to the California Guild Secretary or authorized person as provided in Article XI, Reports, the sums pursuant to section 10.2.

**10.4 Disbursement Procedure Junior, Community, Regional Guilds.** All funds shall be disbursed by the named officers of said Guild as follows:

The secretary of the Guild shall prepare an order to submit to membership for approval at the regular meeting. Upon approval of the members, the treasurer shall disburse the approved funds.

**10.5 Disbursement Procedure California Guild.** All funds shall be disbursed by the named officers as follows:

- a) Secretary or authorized person to prepare an order;
- b) Said order to be signed by the President or authorized person;
- c) Funds to be dispersed, as ordered, keeping detailed records of all funds in the care of said officers.

**10.6 Budget, California Guild.** The California Guild shall each year prepare a proposed annual budget for the next fiscal year, prior to the annual session, which shall be submitted to the Delegates for approval. The proposed annual budget shall be sent to each Community Guild President 30 days prior to the annual convention of the California Guild

## **Article XI**

### **Reports to the California Guild by Junior, Community and Regional Guilds**

**11.1 Annual Membership Reports.** Within 30 days after the end of the first quarter of the

current year, the Secretary of each Community and Regional Guild shall report to the California Guild on forms provided all current members and officers with their addresses and contact information, and calculate and submit the annual dues owed to the California Guild, as prescribed Section 10.1 (b) Application Fees for Membership and Section 10.3 (b) Dues.

**11.2 Quarterly Update Reports.** Within 30 days after the end of the 2<sup>nd</sup>, 3<sup>rd</sup> and 4<sup>th</sup> quarters of the current year, the Secretary of each Community shall report any changes, on the forms provided.

**11.3 Junior Guilds Annual Membership Reports.** Within 30 days after the end of the first quarter of the current year, the Secretary or Youth Advisor of each Junior Guild shall report to the California Guild on forms provided all current members and officers with their addresses and contact information. No dues are required.

**11.4 Regional Guilds.** No dues required.

**11.5 Guild Member Information.** The California Guild shall maintain a record of members. Membership information is private and confidential, and will be shared by the California Guild on an as-needed basis, or by order of the California Guild Executive Committee. Membership information is the intellectual property of the California Guild and may not to be used without express written authorization of the President or Executive Committee.

## **Article XII Meetings and Quorums**

**12.1 Junior Guilds.** Each Junior Guild shall meet at least 6 times per year; however, Junior Guilds may vote to hold additional meetings.

**12.2 Community Guilds.** Each Community Guild shall meet at least 6 times per year; however, Community Guilds may vote to hold additional meetings.

**12.3 Regional Guilds.** Each Regional Guild shall meet at least once each quarter; however, Regional Guilds may vote to hold additional meetings.

**12.4 California Guild.** The California Guild shall hold an Annual Meeting. The California Guild Executive Committee shall set the date of the annual meeting to be held in the month of October. The place of the meeting shall be determined by a majority vote of the Delegate body one or two years in advance. Should the California Guild Annual Meeting adjourn without selecting the place of meeting for the following year, or if should become necessary to select an alternate meeting place, the Executive Committee of the California Guild shall

determine the place of meeting for the California Guild and notify the Secretary of the California Guild and Presidents of the Community and Regional Guilds at least sixty (60) days prior.

**12.5 Executive Committee of the California Guild.** The Executive Committee shall hold a regular meeting within 30 days prior to the annual meeting of the California Guild and a meeting not later than the day following the Annual Meeting of the California Guild. The Executive Committee may also hold intermediate meetings when called by the President of the California Guild or by a vote of the Executive Committee.

**12.6 Special meetings.** May be called when deemed necessary and with proper notice as follows:

- a) **Junior, Community and Regional Guilds:** By a vote of the Guild or by the President with the Secretary. No business shall be transacted except that business specified in the call thereto.
- b) **California Guild:** May be called by the Executive Committee by giving written notice to each of the Community and Regional Guilds thirty (30) days preceding; or by a vote of the Guild thirty (30) days preceding; or by the vote of the Guild at the Annual Meeting. No business shall be transacted except that business specified in the call thereto.

**12.7 Quorum.** Number defined:

- a) **Committees:** A majority of the members of the committee is necessary for any action.
- b) **Junior, Community and Regional Guilds:** Five members of the respective chartered Guild is the least number with which a meeting may be opened, and shall constitute a quorum. In cases where a quorum is not present, the President may adjourn the meeting from time to time until a quorum is present.
- c) **California Guild:** Fifteen percent (15%) of the total of all the Community and Regional Guilds in good standing and entitled to representation shall constitute a quorum for the transaction of business. In cases where a quorum is not present, the President of the California Guild may adjourn the meeting from time to time until a quorum is present. Such adjourned meeting shall not be considered a special meeting.

**Article XIII**  
**Representation to California Guild Meetings**

**13.1 Community and Regional Guilds.** Guilds whose dues to the California Guild are unpaid for more than six (6) months shall not be entitled to benefits or delegate representation until the dues are paid, unless approved by the California Guild President due to special circumstances.

- a) **Regular Delegates** - By virtue of the office, the President and spouse, if members in good standing, shall be the Delegates. If the President cannot act as the regular Delegate, then the President's spouse cannot be a Delegate unless it is voted by the Guild.
- b) **Selected Delegates** - If the President is unmarried, or if married, the spouse is unable to fulfill the responsibilities of a regular Delegate to a California Guild meeting, the second voting privilege may, by a vote of the Guild, be given to another member in good standing.
- c) **Alternate Delegates** - A Guild may select any two members in good standing as alternate Delegates should the Regular or the Selected Delegates not be able to attend the meeting of the California Guild.

**13.2 Registration of Voting Members.** Each regular, selected, alternate or substitute voting Delegate shall be registered with the California Guild as a member of and voting representative from their respective Guilds. Should any of the above Delegates not be able to attend all of the California Guild meeting, it shall require a majority vote of the California Guild to allow the substitute Delegate to represent that Guild.

**13.3 Dual Representation.** A member cannot be a Delegate for more than one Guild.

**13.4 Number of Voting Delegates.** No Guild shall be allowed more than two voting Delegates at any California Guild meeting.

**13.5 Credentials.** Every Guild who shall send representatives to any California Guild meeting must certify to the California Guild on credential forms provided, that the representatives are accredited and members of that Guild in good standing. The credential form properly completed, signed and submitted shall be all that is required to certify representatives, except that such representatives may be required to furnish identification.

## **Article XIV Officers**

**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.

#### **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.
- b) **California Guild** - There shall be an Executive Committee consisting of the President, Vice President and five elected members. The Executive Committee shall elect its own chairperson at its first meeting following each annual session.

**14.3 Qualifications of Officers.** All officers must be a member in good standing of a Community Guild. Any member may be elected to an office in a Guild of a higher level, but shall not be installed until such member shall have received the conferral of the higher level. Affiliate members shall not hold the same office in more than one Guild.

#### **14.4 When Elected.**

- a) **Junior Guild** - Officers shall be elected and installed annually in the same manner as Community Guilds. The sponsoring Guild shall select an adult Junior Leader to supervise the work of the Junior Guild.
- b) **Community and Regional Guilds** - Officers shall be elected annually or biennially after November 1st and installed prior to the following January 31st. Community and Regional Guilds must provide in their Bylaws if officers shall be elected biennially.
- c) **California Guild** - Officers shall be elected and installed biennially at the annual meeting, or as necessary, except for members of the Executive Committee, who shall serve terms of three years.

#### **14.5 Election of Executive Committee.**

- a) **Junior, Community and Regional Guilds** - Each member of the Executive Committee shall serve for a period of three years.
- b) **California Guild** - Each member of the Executive Committee shall serve for a period of three years. Only one Executive Committee member per Region may serve at any given time. Affiliate members are not eligible to be elected to the Executive Committee.

**14.6 Installation Ceremonies.** All officers must be installed to office. No Officer can be installed by proxy. The Installation ceremonies may be public. Any Officer or past President of the California Guild may install any officer. California Guild Ambassadors, and Community or Regional Officers and past Presidents may install officers of Junior, Community and Regional Guilds.

**14.7 Recognition of Officers.** The officers of all respective Guilds shall be addressed as “Honorable”.

**14.8 Authority of President.**

- a) Officers of the various Guilds are answerable to the President of their respective Guild. The President and Junior Leader of a Junior Guild are answerable to the President of the sponsoring Guild.
- b) The Presidents of Community and Regional Guilds are answerable to the President of the California Guild.
- c) The right to make a ruling as to Guild laws and application is vested solely in the Presidents of the various Guilds, subject to appeal to the President of the California Guild.
- d) All appeals must be made in writing and include the decision of the President from whom the appeal is taken.

**14.9 General Duties of Officers of Junior, Community, Regional and California Guilds.**

It shall be the duty of the officers of the various Guilds to ensure that the Constitution and Bylaws of the Guilds are observed and obeyed, provided they comply with the laws of our State and Nation, and generally to perform all duties pertaining to their elected office, as prescribed in the Constitution and Bylaws of the Guilds, provided they comply with the laws of our State and Nation.

**14.10 Specific Duties of Officers of Community and Regional Guilds.** In addition to the requirement of Section 14.9, the following are duties of the officers of Community and Regional Guilds:

- a) **President** -To open and preside at all regular and special meetings of the Guild and to uphold the laws of the Guild. To appoint committees not otherwise provided for and to see that all chairpersons and members of committees perform their respective duties. To inspect and announce the result of all balloting and other votes of the Guild. To have charge of the Charter, which must always be in the Guild Hall when the Guild is in session, and all books and papers containing the work of the Guild, private instructions, etc., and they shall not allow same out of their possession except for use by the Guild. To sign all drafts upon the Treasurer for all sums that have been ordered paid by the Guild. After the Guild is duly opened, the President may call any member to the chair to preside during the President’s temporary absence there from. In the absence of the President, the highest ranking officer present shall preside and fill all vacancies by appointment, and such presiding officer shall be invested with all the powers of the President.

- b) **Vice President** - to assist the President in preserving order and decorum in the Guild. To assist in the examination of all ballots for candidates and, after the President has inspected the ballot, to make known the results so far as to state whether the ballot is favorable or unfavorable. To have charge of the Inner Gate, under the direction of the President.
- c) **Lecturer** - To have charge of the literary exercises of the Guild. To provide useful information to be read or distributed among the members. To prepare enlightening and entertaining programs and appoint members to special literary work. The Lecturer shall complete and submit to the California Guild an Annual Report
- d) **Marshall** - To see that the Guild hall is properly arranged for meetings and activities. To tend to the balloting for membership under the direction of the President and to provide for the introduction and accommodation of candidates. To have charge of all the property of the Guild, subject to the orders of the Guild.
- e) **Assistant Marshalls** - To assist at the Marshall. To have charge of the candidates during initiation. To see that the regalia is properly distributed and cared for. To provide for the accommodation of visitors.
- f) **Treasurer** - To have general oversight of all monies and accounts. To see that all bills are properly paid and ensure an accurate accounting is kept. To participate with the budget committee. To deliver all monies, papers, books, etc., in possession of the Treasurer belonging to the Guild to the successor in office or to any committee the Guild may authorize to receive them. The Treasurer shall give such bonds as the Guild shall from time to time require.
- g) **Secretary** - To keep an accurate record of all proceedings of the Guild. To safely keep the Seal of the Guild, which the Secretary is authorized to use, and by which all official documents and papers issued by and for the Guild shall be authenticated and to its legal use the Secretary shall attest by signature. To make out necessary returns to the California Guild. To attest all monies ordered to be paid at regular meetings. To report to the Guild at the end of each year the amount due the California Guild. To receive all monies due the Guild, and pay the same to the Treasurer, taking a receipt there from. To render a full account of the office at the end of each quarter. To deliver to the successor in office or to any committee the Guild may appoint to receive them, all monies, books, papers and other property belonging to the office in possession of the Secretary. To keep a correct account between the Guild and all of its members. To report the names of all members who are in arrears for dues. To report to the President at the beginning of the year all members who are entitled to receive the word. To deliver to the successor in office or to any committee the Guild may appoint to receive them, all monies, books, papers and other property belonging to the office in possession of the Secretary. The Secretary may receive such compensation as the Guild shall determine by vote for services rendered to the Guild.

The Secretary position may be shared by two persons.

- h) **Sentinel**- To secure the meeting place and permit none but those duly qualified to enter. To inform members in what stage the Guild is at work and see that all are provided with any necessary regalia.

**14.11 Additional duties of Officers of the California Guild.** In addition to the duties of Section 14.9 the following are duties of Officers of the California Guild:

- a) **President** - To preside at all meetings of the Guild, to see that officers and members of committees properly perform their respective duties, and generally to perform all duties pertaining to such office, including reporting the financial status of the California Guild to the Delegates at each Annual Session.
- b) **Vice President** - To assist the President in preserving order, to preside over the Guild in the absence of the President and, in case of a vacancy in the office of President, to fill the same until the next annual meeting.
- c) **Lecturer** – To provide materials and presentations that enlighten and entertain the members.
- d) **Marshall**- To have charge of the meeting place and perform such other duties as required.
- e) **Assistant Marshall**- To assist the Marshall in the performance of their duties.
- f) **Treasurer** – The Treasurer shall perform such duties relating to the office as may be required by the President and Executive Committee
- g) **Secretary** - To keep a record of all proceedings of the California Guild to conduct all official correspondence of the California Guild pertaining to this office, and to perform such other duties relating to the office as may be required by the President and the Executive Committee.
- h) **Sentinel**\_ To see that the meeting place is properly secured and shall take charge of all property committed to the care of his/her office.

**14.12 Duties of the Executive Committee.**

- a) **All Guilds** - It shall be the responsibility of the Executive Committee to have charge of all the invested funds and other property of the Guild, as well as the general oversight of all business in which the Guild has an interest between meetings of said Guild. They shall examine the books, accounts and reports of the Secretary and Treasurer prior to the installation of officers; report to the Guild at its earliest opportunity the results of its work; and attend to all other business that may come before said Guild not otherwise provided for. Actions by an Executive Committee must have the approval of the President of each Guild, provided, however, that disapproval by a President may be overridden by a vote of two-thirds of the members



of the Executive Committee.

- b) **California Guild** - It shall be the duty of the Executive Committee of the California Guild to exercise general supervision of the affairs of the Order during the recess of the California Guild and shall include those acts pertaining to the execution of the laws, rules, regulations, and policy established by the Delegates of the California Guild. They shall have the authority to act on matters of interest to the Guild when the California Guild is not in meeting but any such action taken shall be in accord with the established laws, rules, regulations and policy established by the Delegates of the California Guild, unless a policy does not exist. The Executive Committee shall supervise the disbursement of the funds of the California Guild in accordance with the budget guidelines adopted during the previous annual meeting and have authority to allocate funds necessary to maintain a viable program and a budget within the income of the California Guild. The Executive Committee shall report its acts in detail to the California Guild at the annual meeting or as soon there- after as practicable.

#### **14.13 Suspension of Officers and Members.**

An Officer of a Guild may be suspended from office for any of the following reasons:

- 1) Failure or refusal to perform the duties of office.
- 2) Failure or refusal to obey the Bylaws of the Guild.
- 3) Violation of the Oath.
- 4) By a 2/3rds majority vote of the members present and voting at a regular or special meeting of a Community or Regional Guild after all members have been properly notified 30 days or more in advance and a quorum has been established.
- 5) By a 2/3rds majority vote of the delegates present and voting at an annual or special meeting of the California Guild after all delegates have been properly notified 30 days or more in advance and a quorum has been established.

A member of a Guild may be suspended from membership for any of the following reasons:

- 1) Failure or refusal to perform the duties of office.
- 2) Failure or refusal to obey the Bylaws of the Guild that they serve.
- 3) Violation of the Oath.
- 4) By a 2/3rds majority vote of the members present and voting at a regular or special meeting of a Community or Regional Guild after all members have been properly notified 30 days or more in advance and a quorum has been established.
- 5) By a 2/3rds majority vote of the delegates present and voting at an annual or special

meeting of the California Guild after all delegates have been properly notified 30 days or more in advance and a quorum has been established.

Applications to suspend an officer or member must be in writing, signed and dated, and submitted to the Goodwill Committee, officer or member implicated, and the Guild President. The application must state the reason suspension is necessary. Such applications are null and void after 90 days.

Officers and members may appeal their suspension in writing to the Executive Committee of the California Guild within 30 days of the suspension. By a 2/3rds majority vote of the Executive Committee members present and voting at a regular or special meeting after all Executive Committee members have been properly notified 30 days or more in advance and a quorum has been established, the Executive Committee may affirm, reverse or modify the suspension.

**14.14 Goodwill Committee – Purpose and Duty.** The Goodwill Committee will be a standing committee of all Guilds. The Goodwill Committee shall have the purpose and authority to act expediently, and justly to resolve disputes that arise in the Guilds, in obedience to the Oath and Bylaws. The Goodwill Committee will review, investigate, and deliberate on disputes, and will attempt to resolve the dispute amicably and impartially, for the good of the organization. Failing to resolve the dispute, the Goodwill Committee may make a report and/or recommendations to the members of the Guild.

**14.15 Executive Committee Absentees** - When a member of the Executive Committee, except the President, fails to attend three (3) consecutive meetings without good and sufficient reason, the Executive Committee by a 2/3rds majority vote of the Executive Committee members present and voting at a regular or special meeting after all Executive Committee members have been properly notified 30 days or more in advance and a quorum has been established, the Executive Committee may declare the office vacant. The office thus vacated may then be filled by election at the next regular meeting.

**14.16 Vacancies in Office.** Vacancies that may occur in the offices of a Guild may be filled by election at the next regular meeting of the Guild. (Junior and Community Guilds will fill such vacancies by election not later than the second regular meeting following the vacancy.)

In cases of the vacancy of the President, the Vice President of the said Guild shall act as President until the vacancy is filled.

In the case of the vacancy of both the President and Vice President of a Guild, the Executive Committee of such Guild shall fill the vacancy in the office of President until the next regular

meeting. In a like manner, the Executive Committee shall fill vacancies in any other office where the committee determines that the office should be filled before the next regular meeting of the Guild.

**14.17 Indemnification.** The California Guild shall indemnify any and all of its current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been an officer, director or employee of the California Guild, except in relation to matters such officer, director or employee shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and such matters shall be settled by agreement on the existence of such liability for negligence or misconduct.

## **Article XV Election of Officers**

**15.1 Junior, Community or Regional Guilds.** All elections must be by paper ballot, and should be counted by two Tellers; one appointed by the President and one appointed by the Vice President. The Secretary shall keep the tally. One Teller to open and inspect each ballot and pass it to the other Teller to read, who shall pass it to the Secretary. The tally of the Secretary and Tellers must agree. A majority of all the ballots cast shall decide the election. A ballot marked with the word "BLANK" shall be counted in the tally. Proxy votes are not permitted.

Elections by a show of hands are permitted, provided there are no requests for a paper ballot. If there is one request, paper ballots must be used.

**15.2 California Guild.** The election shall be in the charge of an election committee who shall be appointed annually by the President. This committee shall conduct the election, prepare and tabulate the ballots, and report the results as hereinafter provided. Each ballot shall have printed on it the year, office and be numbered and color coded. Election to office must be by ballot, and nominations shall be made from the floor. Each officer shall be elected upon a separate ballot according to name and rank as provided for in the books and records of the California Guild. After nominations for each office, the candidates shall be presented from the floor and then allowed to state their name, Guild, occupation and Guild experience. The delegates will then vote on the nominee or a write-in. The election committee shall arrange for sufficient teller to facilitate the rapid collection and counting of the ballots, announcing the result to the assembly in regular session only. It shall require a majority of all votes cast to elect. If upon the first ballot any nominee does not receive a majority of all votes cast, a second ballot (or more) shall be prepared with the names of the two nominees receiving the highest votes thereon.

**15.3 Nominating Speeches.** No nominating speeches shall be allowed in any Guild. In the election of officers, any member may present the name of another member as a candidate for any Guild Office.

- a) A motion to have a nominating committee to recommend a slate of officers is never in order.
- b) A motion to close nominations is never in order and members may vote for any member whether the name has been placed in nomination or not.
- c) All nominees must be members in good standing in a Community Guild.

**15.4 Nominees Addressing the Members.** Each nominee will be given up to two minutes to address the members, to include what they believe their qualifications to be, and their vision of the organization's future.

## **Article XVI Ambassadors**

**16.1 Appointment.** The President of the California Guild may appoint Ambassadors for each Regional or other jurisdictions.

**16.2 Duties.** The duties of the Ambassador within their jurisdiction are:

- a) To support and assist the California Guild President;
- b) To support and assist Guilds;
- c) To organize and reorganize Guilds;
- d) To install elected officers of Guilds
- e) To maintain harmony in the Guilds and promptly report any disorder to the President of the California Guild
- f) To visit each Community Guild and Regional Guild at least twice each year;
- g) To promote, assist and instruct officers and members on the purposes, goals, and procedures of the Guild.
- h) To deliver communications and instructions from the President of the California Guild.
- i) To make reports, as necessary, to the President of the California Guild.

**16.3 Term of Appointment.** The Ambassador shall be appointed for a term to coincide with that of the California Guild President. The appointment of an Ambassador may be revoked at any time without cause or notice by the California Guild President.

**Article XVII**  
**Expenses & Compensation of**  
**Delegates, Officers and Employees**

**17.1 Officers.** The compensation of all officers of the California Guild shall be fixed at the annual meeting of the California Guild.

The Executive Committee may reduce or increase the compensation of an officer if during the term of office the work of an officer is increased, or reduced, or because of an unwillingness or inability to perform the duties of the office. The Executive Committee shall have the authority to grant cost of living increases in the compensation of officers who work on a full-time basis for the California Guild. This percentage of increase shall not exceed the cost of living index published by the Federal Government and shall become effective on January First of each year to coincide with the fiscal/calendar year, and shall be submitted to the Delegates for approval.

All forms of compensation, no matter how they are classified, shall be subject to the limits placed in this section.

All officers' salaries may be paid semi-monthly in addition to necessary expenses while engaged in the work of the Guild.

**17.2 Expenses of Members of the Guild Attending Meetings of the California Guild.** The California Guild may establish a policy to reimburse California Guild Officers and certain other members of the Guild for a portion of their expenses incurred in attending any meeting of the California Guild. The Executive Committee will specify the amount of expenses that will be reimbursed for the various State Officers, State Appointed Directors, Ambassadors and certain others.

**17.3 Representatives to the California Guild.** Community and Regional Guilds may defray the expenses of their Delegates to attend the annual meeting of the California Guild.

**17.4 Dual Compensation.** No member shall receive dual compensation because they hold two or more positions entitled to compensation.

**17.5 Expenses of the Executive Committee.** Whenever the Executive Committee shall meet, the allowed expenses shall not exceed that as specified in section 17.2 for other State Officers.

**17.6 Employees.** The California Guild is authorized to hire such employees as are necessary

for the operations of the California Guild and within the constraints of the annual budget as adopted by the Delegates. And that:

- a) The President, with the advice and consent of the Executive Committee, shall have the authority to hire, evaluate and terminate employees of the California Guild.
- b) The basic compensation of all employees, who are not elected State Officers, shall be set annually by the Executive Committee.
- c) Annual Cost of Living adjustments may be granted by the Executive Committee subject to any budgetary constraints that may apply.
- d) The President and Executive Committee shall see that job descriptions, duties, work conditions and employment policies shall conform to existing laws, rules and regulations regarding employees and shall be detailed in an employee handbook which shall be made available to each employee.

**17.7 Compensation of Ambassadors.** The Executive Committee shall fix the compensation of the Ambassadors.

## **Article XVIII**

### **Committees - All Guilds**

**18.1 Committee Types.** Committees are of two kinds; Special and Standing. Special committees are appointed for a particular purpose and are considered discharged when that purpose is served. Standing committees are appointed for the general good of the Guild, and may continue in existence until the next regular election of officers.

**18.2 How Appointed.** All committees shall be appointed by the President of the Guild. The first named on a committee shall be considered its chairperson and shall convene the committee and report the results of its deliberations.

**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
  - 3) Goodwill 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.

**18.4 Community and Regional Guild Standing Committees.** Standing committees for the Community and Regional Guild may include Guild Women’s Committee, Junior - Youth Committee, Goodwill Committee and other such committees as may be authorized by the Guild.

**18.5 Income From Committees.** Any income derived by a committee is the property of the Guild unless the Guild provides otherwise. The Guild may authorize the expenditure of these funds by the committee in individual cases or on a continuing basis, but any expenditure so made shall be reported to the next meeting of the Guild.

### **Article XIX Committees-Special Rules**

**19.1 Special Status.** - The Guild Women’s Committee and Junior - Youth Committee serve as standing committees within the Guild and shall follow rules and regulations adopted by the Executive Committee of the California Guild for their operation.

**19.2 Officers.** The Officers of the Guild Women’s Committee, the Junior - Youth Committee shall be elected by members of their respective committees.

### **Article XX Policy Formation - CALIORNIA GUILD**

**20.1 Formation.** Policy for the California Guild is formed by properly submitted and adopted resolutions.

**20.2 Procedure.** All resolutions shall be submitted to the California Guild President prior to published deadlines. The California Guild President shall assign resolutions to committees who, at the annual meeting of the California Guild, shall review the resolutions assigned, make recommendation to the Delegates for amendments, if any, and for either adoption or rejection of said resolution in compliance with accepted Parliamentary Procedure.

**20.3 Time Limit Before Adoption.** All resolutions for the adoption of policy must be presented to the Delegates at least two hours before a vote is taken on the resolution.

**20.4 Testimony and Reports of Committees.** Each committee to which are assigned resolutions shall use due diligence to see that any member who wishes to present testimony

on a resolution is able to do so. Each committee shall make a final report to the Delegates after all resolutions assigned to that committee are acted upon. A written report shall be supplied to the California Guild Secretary, to be added to the Journal of Proceedings.

**Article XXI**  
**Accounting Period**

**21.1 All Guilds.** The annual accounting period of the California Guild, Regional, Community and Junior Guild shall be January 1st through December 31st.

**Article XXII**  
**Order of Business of Annual Session**

**22.1 Who Prepares.** The Executive Committee of the California Guild shall prepare an Order of Business for the annual meeting of the California Guild, to be approved by the Delegate body during the first day of the annual convention. Such Order of Business shall be followed by the Delegate body.

**Article XXIII**  
**Alcoholic Beverages**

**23.1 California Guild Meetings.** Alcohol is not permitted at during any meeting of the California Guild.

**Article XXIV**  
**Parliamentary Procedure**

**24.1 Procedure.** In all Parliamentary matters all Guilds shall use the Parliamentary Codes of the California Guild as adopted or amended from time to time. For all points not decided in the Parliamentary Codes, Robert's Rules of Order (Revised) shall be considered the standard authority.

**Article XXV**  
**Articles of Incorporation and Bylaws for Community and Regional Guilds**

**25.1 Articles of Incorporation and Bylaws.** Each Community and Regional Guild shall adopt Articles of Incorporation and Bylaws which shall specify the name of the Guild, the time and place of meetings and other such rules needed for the operation of said Guild and such other provisions as may be required, provided that such Articles of Incorporation Bylaws do not conflict with the Constitution and Bylaws of the California Guild and the laws of our State or



Nation.

**25.2 How Adopted or Amended.** The Articles of Incorporation and Bylaws of each Community or Regional Guild and any amendments thereto shall be adopted by the Guild as follows:

- 1) Presented in writing at a regular meeting;
- 2) Lay over to the next regular meeting.
- 3) Properly notify all members 30 days or more in advance when the vote will be taken.
- 4) Adopt by two-thirds (2/3) vote of the members present and voting at said meeting, where a quorum has been established.
- 5) Present the action of the Guild along with necessary documentation to the President of the California Guild for final approval.

**25.3 Bylaws Shall Provide for Community Dues.** The Bylaws of each Community Guild shall specify the maximum amount of additional dues, as provided for in Article X, Section 10.2, that are necessary for the operation of their respective Guild.

#### **Article XXVI Adoption, Amendment or Repeal of Bylaws and Guild Laws**

**26.1 Bylaws of the California Guild.** These Bylaws may be adopted, amended or repealed in whole or in part only at an annual meeting or duly called special meeting of the California Guild at which a quorum is present by a two-thirds (2/3) vote of the Delegates physically present and voting. All resolutions to adopt, amend or repeal Bylaws of the California Guild shall be submitted to the Office of the President of the California Guild sixty (60) days prior to the annual meeting. Thirty (30) days prior to the annual meeting the President shall cause the mailing of copies of all properly submitted resolutions to adopt, amend or repeal the Bylaws of the California Guild to each Community and Regional Guild.

**26.2 Funds-Article X.** All resolutions to adopt, amend or repeal Article X-Funds of the Bylaws of the California Guild shall be submitted to the Office of the President of the California Guild sixty (60) days prior to the annual meeting. Thirty (30) days prior to the annual meeting the President shall cause the mailing of copies of all properly submitted resolutions to adopt, amend or repeal Article X of the Bylaws of the California Guild to each Community and Regional Guild. Resolutions improperly submitted shall be returned to the submitting Guild for correction, and, if they are not returned prior to sixty (60) days of the annual meeting they shall be held over to the next annual session unless withdrawn by the submitting Guild.

It is specifically provided that any changes to the membership dues payable to the California

Guild adopted by amendment to these Bylaws shall become effective on the January 1, immediately after the date of such adoption.

**Article XXVII**  
**Transitional Provisions**

**27.1 Proposed Adoption or Amendments of Organizational Documents.** As a result of the transition of the California Guild to an organization independent of any national affiliation as described in the Preamble to these Bylaws, it will be necessary for the California Guild to review its existing organizational documents (including but not limited to the Constitution, these Bylaws and the Articles of Incorporation) and to propose amendments to such documents, or to propose amendments to or additional codes, rules, regulations or procedures of the California Guild as may be necessary or desirable for the conduct of the activities of the California Guild at all levels as an independent fraternal organization (collectively, the “Organizational Amendments”). The Executive Committee shall prepare any such Organizational Amendments and at the next annual meeting or a duly called special meeting of the California Guild, such Organizational Amendments shall be presented to the Delegates for approval and ratification.

**27.2 Adoption of Provisional Procedures by Executive Committee.** In the interim before the approval and ratification of any Organizational Amendments or in the absence of any such procedures, the Executive Committee of the California Guild may adopt such provisional procedures as necessary or desirable for the conduct of the activities of the California Guild at all levels as an organization independent of any national affiliation as described in the Preamble to these Bylaws. If no Organizational Amendments are proposed at the next annual meeting or a duly called special meeting of the California Guild, any provisional procedures adopted by the Executive Committee shall be presented to the Delegates at the next annual meeting for approval and ratification.