

## **BYLAWS**

for the regulation, except as otherwise provided by statute, or its articles of incorporation, of the League of Women Voters of Fremont, Newark and Union City, a California Nonprofit Public Benefit Corporation.

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### **Article I Name and Form**

Section 1. Name. The name of this organization shall be the League of Women Voters of Fremont, Newark and Union City (herein referred to as the "League"). The League is an integral part of the League of Women Voters of the United States (herein referred to as the LWVUS) and the League of Women Voters of California (herein referred to as the LWVC) and the League of Women Voters of the Bay Area.

Section 2. Form. The League shall be a nonprofit public benefit corporation incorporated under the laws of the State of California.

### **Article II Purpose and Policy**

Section 1. Purposes. The purposes of the League are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Section 2. Political Policy. The League shall not support or oppose any political party or any candidate

### **Article III Membership**

Section 1. Eligibility. Any person who subscribes to the purposes and policy of the League and who pays dues as provided for in Article VII, Section 2, shall be a member of the League (herein referred to as a "member").

Section 2. Types of Membership. The membership of the League shall be composed of voting members and associate members. Only voting members shall be members within the meaning of the California Nonprofit Corporation Law.

- a. Voting Members. Voting members shall be citizens of the United States at least 18 years of age. Life members shall be those voting members who have been members of the LWVUS for 50 years or more.
- b. Associate Members. All other persons who join the League shall be associate members.

Section 3. Termination of Membership.

- a. A member may resign at any time by delivering a written notice to the president or secretary. The resignations shall be effective upon receipt of such notice.
- b. Membership shall terminate upon the death of a member.
- c. The board may terminate a member for nonpayment of dues, or may terminate a member for conduct which the board shall deem inimical to the best interests of the League. The board shall give such member 15 days prior notice, with reason, of the proposed termination or suspension. The member may submit a written statement to the board regarding the proposed termination or suspension no less than five days before the effective date of the proposed action. Prior to the effective date, the board shall review any statement submitted and shall determine the mitigating effect, if any, of the information in the statement on the proposed action. A suspended member shall not be entitled to exercise any of the voting rights set forth in these bylaws.

## **Article IV Officers**

Section 1. Enumeration and Election of Officers. The officers of the League shall be a president, an Administrative Vice President, a Program Vice President, a Voter Service Vice President, a secretary and a treasurer. The President, the Voter Service Vice President, and Secretary shall be elected in odd-numbered years. The Program Vice President, the Administrative Vice president and Treasurer shall be elected in even-numbered years. They shall take office at the conclusion of the annual meeting at which they were elected and shall hold office for two years or until their successors have been elected and qualified.

Section 2. President. The president shall preside at all meetings of the League and of the board of directors. The president shall be an ex-officio member of all committees except the nominating committee and audit committee, if any, and shall have such usual powers of supervision and management as may pertain to the office of president and perform such other duties as may be designated by the board.

Section 3. Vice President. The Administrative Vice President, in the event of absence, disability, or death of the president, shall possess all the powers and perform all the duties of that office, until such time as the board of directors shall elect one of its members to fill the vacancy. The Administrative Vice President shall perform such other duties as the president and board may designate.

Section 4. Vice President. Program Vice President. The Program Vice President shall implement or cause to be implemented Article X of these bylaws and shall have other such powers and perform other such duties as may be prescribed by the board.

Section 5. Vice President. Voter Service Vice President. The Voter Service Vice President shall oversee board directed voter service activities and shall have other such powers and perform other such duties as may be prescribed by the board.

Section 6. Secretary. The secretary shall keep a book of minutes of all meetings of the board and its committees including time and place, whether regular or special (and if special, how authorized and the notice given), the names of those present, and the proceedings. The secretary shall also keep minutes of the annual meeting and shall sign with the president all contracts and other instruments when so authorized by the board. The secretary shall keep, in the League's principal office in the State of California, the League's current articles of incorporation and bylaws. The secretary may sign or endorse checks, drafts, or notes in case of absence, disability, or death of the treasurer. The secretary shall have such other powers and perform other duties as may be prescribed by the board.

Section 7. Treasurer. The treasurer is the chief financial officer of the League and shall keep and maintain adequate and correct accounts of the properties and business transactions of the League. The books of account shall at all times be open to inspection by any director.

The treasurer shall deposit all money and other valuables in the name and to the credit of the League with such depositories as may be designated by the board. The treasurer shall disburse the funds of the League as may be ordered by the board, shall render to the president and the directors, whenever they request it, an account of all transactions as treasurer and of the financial condition of the League, and shall have such other powers and perform such other duties as may be prescribed by the board. The treasurer shall present statements to the board at its regular meetings, a financial report to the members at the annual meeting, and a year-end financial report within 120 days of the close of the fiscal year.

## **Article V**

### **Board of Directors**

Section 1. Number of Directors. The authorized number of elected directors shall be an odd number no more than 17 including the officers named in Article IV, Section 1.

Section 2. Selection of Directors. The officers shall be elected as provided for in Article IV, Section 1. The other elected directors shall be elected by a majority of members eligible to vote at the annual meeting. Five (5) shall be elected in even-numbered years, six (6) in odd-numbered years.

Section 3. Term of Office. The elected directors shall hold office for a term of two years or until their successors have been elected or appointed and qualified. Their term shall begin following the annual meeting at which they are elected. The appointed directors shall hold office for one year or until following the next annual meeting.

Section 4. Qualifications. All directors must be voting members of the local League.

Section 5. Vacancies. A vacancy on the board of directors shall be deemed to exist in the case of death, resignation or removal of any director, or if the authorized number of directors is increased. A vacancy caused by death or resignation shall be filled, until the annual meeting, by a majority vote of the board. A director may resign effective upon giving written notice to the president, secretary, or the board. Three consecutive absences from board meetings of any director, without valid reason, shall be deemed a resignation. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 6. Powers and Duties. Subject to the limitations of law, the articles of incorporation, and these bylaws, the activities and affairs of the League, and all corporate powers shall be exercised by or under control of the board. The board shall plan and direct the work necessary to carry out programs on selected governmental issues as adopted by the LWVUS Convention, the LWVC Convention, LWVBA convention, and the annual meeting.

#### Section 7. Meetings of the Board

- a. Regular Meetings. There shall be at least eight (8) regular meetings of the board annually. No action taken at any regular board meeting attended by three-fourths of the directors shall be invalidated because of the failure of any director to receive a properly sent notice or because of any irregularity in a notice actually received.
- b. Special Meetings. The president may call special meetings of the board and shall call a special meeting upon written request of any two (2) officers or any four (4) directors of the board.
- c. Notice. Regular meetings may be held upon such notice as is determined by the board. Special meetings shall be held upon a minimum of four days notice if delivered by first class mail, or 48 hours if delivered personally or by electronic means.
- d. Quorum. A majority of the directors in office constitutes a quorum of the board for the transaction of business, except to adjourn as provided in the following section. A meeting at which a quorum is initially present may continue to transact business even if directors

withdraw, if any action taken is approved by at least a majority of the quorum required for the meeting.

- e. Participation in Meetings by Electronic Means. Any one or more members of the board may participate in a meeting by use of conference telephone or similar communications equipment, so long as all participants in the meeting can simultaneously hear each other. Notice, quorum, and other requirements for the conduct of meetings shall apply.
- f. Adjournment. A majority of the directors present, whether or not they constitute a quorum, may adjourn to another time or place. If the meeting is adjourned for more than 24 hours, notice of adjournment to another time or place shall be given before the adjourned meeting to those directors not present at the time of adjournment.
- g. Action Without Meeting. The directors may take action between meetings by mail or an e-mail ballot, when necessary, provided that notice of the proposed action sets forth the proposed action, provides the opportunity to specify approval or disapproval of the proposal, and a reasonable time in which to return the ballot is allowed. Notice, quorum, and other requirements for the conduct of meetings shall apply. Ballots shall be filed with a report of the action and shall be a part of the minutes of the next meeting of the board of directors.

## **Article VI Committees**

Section 1. The board, by a majority vote of the officers and directors in office, may create one or more committees, each consisting of two or more voting members and their alternates.

Section 2. Powers. The board may delegate to such committees any of the authority of the board except with respect to:

- a. The approval of any action for which the law also requires approval of the members;
- b. The filling of vacancies on the board or on any committee which has the authority to act on behalf of the board;
- c. The amendment or repeal of bylaws or the adoption of new bylaws;
- d. The appointment of other board committees or the members thereof;
- e. The expenditure of League funds;
- f. The approval of any self-dealing transaction, as such transactions are defined in law.

Section 3. Executive Committee

- a. The board may appoint an executive committee consisting of two (2) members of the Board who shall be nominated for appointment by the President an elected by the Board, and two (2) members of the Board elected by the Board. Three (3) members shall constitute a quorum or the Board may vote that the entire Board be polled.
- b. The executive committee shall transact emergency business between meetings of the board of directors. The proceedings of the executive committee shall be reported to the board at its next meeting for ratification.

## **Article VII Financial Administration**

Section 1. Fiscal Year. The fiscal year of the League shall be from July 1 to June 30.

Section 2. Dues. Annual dues shall be determined at the annual meeting by a majority vote of the local League members present. Such dues shall be payable by each member on July 1. Any member who fails to pay dues within three (3) months after they become payable shall be dropped from the membership rolls. Life members shall be exempt from payment of dues. New members paying dues after February 1<sup>st</sup> shall be considered to be current members in good standing but their dues shall be applied to the next year.

Section 3. Budget Committee.

- a. Composition. The budget committee shall be composed of the treasurer and at least two members nominated by the president and appointed by the board.. The treasurer shall not be eligible to serve as chair.
- b. Duties. The budget committee shall prepare an annual budget for the League and shall submit it to the board at least two (2) months prior to the annual meeting.

Section 4. Budget. The board shall submit the budget to the members for adoption at the annual meeting. A copy of the proposed budget shall be sent to each member at least one month in advance of the annual meeting. The budget shall provide for the support of the League.

Section 5. Fiscal Report. The board shall send the members an annual financial report, not later than 120 days following the end of the League's fiscal year. The financial books of the treasurer shall be reviewed annually. An audit committee shall be appointed (or elected) at the Annual Meeting to review the financial books of the treasurer.

Section 6. Transactions with Interested Persons. Within 120 days after the end of the League's fiscal year, the board shall send to the members a report, as defined in the relevant section of the California Nonprofit Public Benefit Corporation law, of any transaction in which the League was a party and in which any officer or director of the League had a direct or indirect material financial interest.

Section 7. Endorsement of Documents and Contracts. Unless so authorized by the board, no officer, agent, or employee shall have any power or authority to bind the League by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 8. Indemnification. The League is empowered to indemnify its officers, directors, and agents to the extent provided, and within the limitations imposed, by law

Section 9. Distribution of Funds on Dissolution. In the event of dissolution of the League for any reason, all money and securities which at the time be owned or under the absolute control of the League shall be paid to the LWVC. All other property of whatsoever nature, whether real, personal, or mixed, which may at the time be owned or under the control of the League, shall be disposed of by any officer or employee of the organization having possession of same to such person, organization, or corporation, for such public, charitable, or educational uses and purposes as may be designated by the board.

### **Article VIII Membership Meetings and Voting Rights**

Section 1. Membership Meetings. There shall be at least two (2) meetings of the members each year. The time and place shall be determined by the board.

Section 2. Annual Meeting. An annual meeting of members shall be held during May or June, the exact date to be determined by the board. At the annual meeting the members shall:

- a. adopt a local program for the ensuing year;
- b. elect directors, officers, and local League members to serve on the nominating committee;
- c. adopt an adequate budget; and
- d. transact such other business as may properly come before it.

Section 3. Voting. Each member shall be entitled to one vote only at any meeting of members. Absentee or proxy voting shall not be permitted.

Section 4. Quorum. A quorum for the annual meeting and for any meeting for which members are entitled to vote shall consist of 15 percent of members.

Section 5. Notice. Written notice of each annual or special meeting shall be given to each member between 20 and 90 days before the date of the meeting. Such notice shall state the place, date, and hour of the meeting and the general nature of the business to be transacted, with no other business permitted. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees for

officers and directors at the time the notice is sent. The board may determine the method of giving notice, according to applicable law.

Section 6. Special Meetings. The board or the president may call special meetings of members, and five percent or more of the members may call a special meeting to remove directors and to elect their replacements.

Section 7. Rights of Inspection. Any member may have a list of members, their addresses, and voting rights. All records and bylaws may be inspected by any member at any reasonable time.

## **Article IX Nominations and Elections**

Section 1. The Nominating Committee.

- a. The nominating committee shall consist of five members, two of whom shall be directors. The chair and two members who shall not be directors, shall be elected at the annual meeting. Nominations for these offices shall be made by the current nominating committee. Further nominations may be made from the floor of the annual meeting. Nominating committee members shall hold office for a term of one year or until their successors are elected and qualified. The other members of the committee shall be appointed by the board at its first regular meeting following the annual meeting and their term of office shall expire concurrently with the term of office of the elected members.
- b. Any vacancy occurring in the nominating committee shall be filled by the board.
- c. The president of the League shall send the name and address of the nominating committee chair to the members. It shall be the duty of the nominating committee chair to solicit from members suggestions for nominations for the offices to be filled.

Section 2. Suggestions by Members. Any member may send suggestions to the nominating committee.

Section 3. Report of the Nominating Committee and Nominations from the Floor. The report of the nominating committee of its nominations for officers, directors, and the chair and two members of the succeeding nominating committee shall be sent to the members one month before the date of the annual meeting. The report of the nominating committee shall be presented to the annual meeting. Immediately following the presentation of this report, nominations may be made from the floor by any member, provided that the consent of the nominee shall have been secured.

Section 4. Election. The election shall be by ballot, except that if there is but one nominee for each office, it shall be by voice vote, in which a majority vote of those members present, qualified to vote and voting shall constitute an election. All elections

for directors must be by ballot if a member so demands before the voting begins. If the election is by written ballot, the candidates receiving the highest number of votes of those persons voting are elected.

## **Article X Program**

Section 1. Principles. The governmental principles as adopted by the LWVUS Convention and supported by the League as a whole, constitute the authorization for the adoption of program.

Section 2. Program. The program of the League shall consist of:

- a. action to implement the Principles; and
- b. those local governmental issues chosen for concerted study and action.

Section 3. Adoption of Program. Program is adopted according to the following procedures:

- a. The board of directors shall consider the recommendations submitted by members two months prior to the annual meeting and shall formulate a proposed program;
- b. The proposed program shall be submitted to the members at least one month prior to the annual meeting, together with a list of items not recommended by the board;
- c. A majority vote of members present and voting on the question shall be required for the adoption of the program proposed by the board; and
- d. Any recommendation for program submitted to the board at least two months before the annual meeting, but not proposed by the board, may be adopted by the members at the annual meeting, provided consideration is ordered by a majority vote and the proposal for adoption receives a majority vote.
- e. Changes in the program, in the case of altered conditions, may be made provided that:
  1. information concerning the proposed changes has been sent to all members at least two weeks prior to a general membership meeting at which the change is to be discussed, and
  2. final action by the membership is taken at a succeeding meeting.

Section 4. Member Action. Members may act in the name of the League only when authorized to do so by the board of directors at the appropriate level of League. They may act only in conformity with, and not contrary to, a position taken by the local League, the LWVBA, the LWVC, or the LWVUS.

## **Article XI**

## **Conventions and Councils**

Section 1. National Convention. The board, at a meeting before the date on which the names of delegates must be sent to the LWVUS office, shall select delegates to that convention in the number allotted the League under the provisions of the bylaws of the LWVUS.

Section 2. State Convention. The board, at a meeting before the date on which the names of delegates must be sent to the LWVC office, shall select delegates to that convention in the number allotted the League under the provisions of the bylaws of the LWVC.

Section 3. State Council. The board, at a meeting before the date on which the name of the presidents must be sent to the LWVC office, shall name the president or the alternate to that council, under the provisions of the LWVC bylaws.

Section 4. ILO Convention. The board, at a meeting before the date on which the names of delegates must be sent to the ILO office, shall select delegates to that convention in the number allotted the League under provisions of the ILO bylaws.

Section 5. ILO Council. The board, at a meeting before the date on which the names of the presidents and ILO chairs must be sent to the ILO office, shall name the president or an alternate, and the ILO chair or an alternate to that council, under the provisions of the ILO bylaws.

## **Article XII Parliamentary Authority**

The rules contained in *Robert's Rules of Order, Newly Revised*, current edition, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

## **Article XIII Amendments**

These bylaws may be amended by a two-thirds vote of the voting members present and voting at the annual meeting, provided that amendments were submitted to the membership in writing at least one month in advance of the meeting. The failure of any member to receive such notice shall not invalidate the amendments to the bylaws.

Adopted:

Signed:

Amended: