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## BYLAWS

For the regulation, except as otherwise provided by statute, or its Articles of Incorporation, of the

### LEAGUE OF WOMEN VOTERS OF SAN JOAQUIN COUNTY

a California Nonprofit Public Benefit Corporation  
PO Box 4548  
Stockton, CA 95204

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#### ARTICLE I NAME AND OFFICE

Section 1. NAME

The name of this corporation shall be the League of Women Voters of San Joaquin County (herein referred to as the "League"). The League is an integral part of the League of Women Voters of the United States (herein referred as LWVUS) and the League of Women Voters of California (herein referred to as the LWVC).

Section 2. FORM

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

#### ARTICLE II PURPOSES AND POLICIES

Section 1. PURPOSES. The purposes of the League of Women Voters of San Joaquin County are:

- (a) To promote political responsibility through informed and active participation in government.
- (b) To act on selected government issues.

Section 2. POLICIES. The policies of the League of Women Voters of San Joaquin County are:

- (a) Political Policy. The League of Women Voters of San Joaquin County shall not support or oppose any political party or any candidate.
- (b) Diversity, Equity, and Inclusion Policy. The League of Women Voters of San Joaquin County is fully committed to ensuring compliance – in principle and in practice – with LWVUS' Diversity, Equity, and Inclusion Policy. There shall be no barriers to full participation in this organization on the basis of gender, gender identity, ethnicity, race, native or indigenous origin, age, generation, sexual orientation, culture, religion, belief system, marital status, parental status, socioeconomic status, language, accent, ability status, mental health, educational level or background, geography, nationality, work style, work experience, job role function, thinking style, personality type, physical appearance, political perspective or affiliation and/or any other characteristic that can be identified as recognizing or illustrating diversity.

ARTICLE III  
MEMBERSHIP

Section 1. ELIGIBILITY

Any person who subscribes to the purpose and policy of the League and who pays dues as provided for in Article VIII, section 2, shall be eligible for membership in the League.

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. Persons at least 16 years of age who join the League shall be voting members of local Leagues, state Leagues, and of the LWVUS; (1) those who live within an area of a local League may join that League or any other local League; (2) those who reside outside the area of any local League may join a local League or shall be state members-at-large; (3) those who have been members of the League for 50 years or more shall be life members excused from the payment of dues.
- (b) Associate members. All other persons who join the League shall be associate members.

Section 3. TERMINATION OF MEMBERSHIP

The status of members may be terminated in the manner set forth in this section.

- (a) A member may at any time voluntarily resign by delivering written notice to the Secretary. Resignation will be effective on the date and time of the receipt of such notice.
- (b) When the Secretary receives notification of the death of a member, the membership or affiliation shall be considered automatically terminated as of the date and time of such member's death.
- (c) The board may terminate or suspend membership or expel or suspend such a member for nonpayment of dues, or for conduct which the board shall deem inimical to the best interests of the corporation, including, without limitation, flagrant violation of any provisions of these bylaws or failure to satisfy such membership qualifications. The board shall give the member who is the subject of the proposed action 15 days prior notice of the proposed expulsion, suspension or termination and the reasons therefor. The member may submit a written statement to the board regarding the proposed action not less than five days before the effective date of the proposed expulsion, suspension or termination. Prior to the effective date of the proposed expulsion, suspension or termination, the board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed expulsion, suspension or termination.

ARTICLE IV  
BOARD OF DIRECTORS

Section 1. NUMBER, MANNER OF SELECTION AND TERM OF OFFICE

The board of directors shall consist of the officers of the League and up to six elected directors. One-half of the elected directors shall be elected by the general membership at each annual meeting and shall serve for a term of two fiscal years, from July 1 until June 30, or until their successors have been elected

and qualified. The elected members may appoint such additional directors as they deem necessary to carry on the work of the League. The number of appointed directors shall not exceed one-third of the total number of officers and directors. The terms of office of the appointed directors shall be one year and shall expire at the conclusion of the fiscal year.

## Section 2. QUALIFICATIONS

All directors must be local League members.

## Section 3. VACANCIES

Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the president or the secretary of the board. Such resignation will be effective when received unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

A vacancy in the board shall be filled by a majority vote of the remaining directors. A person completing the term of an elected director shall serve for the remainder of that director's two-year term. A person completing the term of an appointed director shall serve for the remainder of that one-year term, which is at the conclusion of the fiscal year.

A vacancy or vacancies in the board shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased.

The board may declare vacant the office of a director who has not attended three consecutive meetings of the board, or who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit corporation Law.

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 4. POWERS AND DUTIES

Subject to the limitations of the articles of incorporation and these bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the 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, and the annual meeting of the local League members.

The board may delegate the management of the activities of the corporation to any person, or persons, a management company, or committees however composed, provided that the activities and powers shall be exercised under the ultimate direction of the board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the board shall have the following powers in addition to the other powers enumerated in these bylaws.

- (a) To select and remove all agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the articles, or these bylaws, fix their compensation, and require from them security for faithful service.
- (b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the articles or these bylaws, as they deem best.

- (c) To authorize the issuance of memberships of the corporation from time to time, upon such terms and for such consideration as may be lawful.
- (d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's, or other evidence of debt and securities therefor.

Section 5.           REGULAR MEETINGS

- (a) There shall be at least nine regular meetings of the board annually. The time and place for such meetings shall be set by the directors. 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 any notice properly sent or because of any irregularity in any notice actually received.
- (b) The board shall meet within 90 days after the annual meeting to set goals and determine the calendar.

Section 6.           SPECIAL MEETINGS

Special meetings of the board for any purpose may be called at any time by the president or any four members of the board. Special meetings may be face-to-face or by conference telephone or electronic means. Special meetings shall be scheduled and conducted in a way that will ensure that the majority of board members are able to participate within a timeframe appropriate to the medium of communication. Regardless of medium of meeting, rules for a quorum as listed under Section 7 shall apply to any decision.

Section 7.           QUORUM

One over half of the members of the board of directors constitutes a quorum of the board for the transaction of business, except to adjourn as provided in Section 10 of this Article IV. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board, unless a greater number be required by law or by the Articles.

Section 8.           PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE

Members of the board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 9.           WAIVER OF NOTICE

Notice of meeting need not be given to any director who signs a waiver of notice or written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting with protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 10. ADJOURNMENT

A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of adjournment.

Section 11. RIGHTS OF INSPECTION

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a director.

Section 12. COMMITTEES

The board may appoint one or more committees, each including at least one director, and delegate to such committees any of the authority of the board except with respect to:

- (a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members of the approval of a majority of all 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 fixing of compensation of the directors for serving on the board or on any committee;
- (d) The amendment or repeal of bylaws or the adoption of new bylaws;
- (e) The amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the board or members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) The approval of any self-dealing transaction, as such transactions are defined in section 5233 (a) of the California Nonprofit Public Benefit corporation Law.

Any such committees must be created, and the members thereof appointed by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present. Any such committee may be designated an executive committee or by such other name as the board shall specify. The board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Section 5 applicable to meetings and actions of the board. Minutes shall be kept of each meeting of each committee.

Section 13. EXECUTIVE COMMITTEE

- (a) The executive committee shall be composed of the president, first vice president and three other directors. Three members shall constitute a quorum.
- (b) Duties. 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.

Section 14. BUDGET COMMITTEE

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

Section 15. FEES AND COMPENSATION

Directors and members of the committees may receive such compensation, if any, for their services, and such reimbursement for expense, as may be fixed or determined by the board.

ARTICLE V  
OFFICERS

Section 1. ENUMERATION AND ELECTION OF OFFICERS

The officers of the League shall be a president, first vice president, second vice president, a secretary and a treasurer. The president shall be elected each year. The first vice president and secretary shall be elected one year and the second vice president and treasurer the next year, with each officer serving a two-year term.

Section 2. PRESIDENT

The president shall preside at all meetings of the corporation and of the board of directors unless the president designates someone else to preside. The president shall be ex-officio a member of all committees except the nominating committee 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. The president shall not serve on the nominating committee in any capacity.

Section 3. VICE PRESIDENTS

The two vice presidents, in order of their rank, shall in the event of the absence, disability, resignation or death of the president, possess all the powers and perform all the duties of that office until the board of directors shall fill the vacancy. The vice presidents shall perform such duties as the president and board may designate.

Section 4. SECRETARY

The secretary shall keep or cause to be kept, at the principal office, or such as other place as the board may order, a book of minutes of all meetings of the board and its committees, with the time and place of

holdings, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at board and committee meetings, and the proceedings thereof. The secretary shall also keep minutes of the annual meeting and shall sign with the president all contracts and such instruments when so authorized by the board. The secretary shall keep, or cause to be kept, at the principal office, or such other place as the board may order, the original or a copy of the corporation's articles and bylaws, as amended to date. The secretary shall give, or cause to be given, notice of all meetings of the board and any committees thereof required by these bylaws or by law to be given.

Section 5.       TREASURER

The treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. 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 corporation with such depositaries as may be designated by the board. The treasurer shall disburse the funds of the corporation as may be ordered by the board; shall render to the president and directors, whenever they request it, an account of all transactions as treasurer and of the financial condition of the corporation; and shall have such other powers and perform such other duties as may be prescribed by the board.

The treasurer and one other officer chosen by the board shall be designated to sign checks and be responsible for the transfer of funds. Only one signature is required on checks.

The treasurer shall be responsible for filing federal, state, and local government forms and for payment of taxes and fees, as required by law.

ARTICLE VI  
OTHER PROVISIONS

Section 1.       ENDORSEMENT OF DOCUMENTS: CONTRACTS

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President or any Vice president and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such a manner as from time to time shall be determined by the board, and unless so authorized by the board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2.       REPRESENTATION OF SHARES OF OTHER CORPORATIONS

The president or any other officer or officers authorized by the board or the president are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

ARTICLE VII  
INDEMNIFICATION

The League is empowered to indemnify its officers, directors and agents to the extent provided, and within the limitations imposed by the California Nonprofit Public Benefit Corporation Law.

ARTICLE VIII  
FINANCIAL ADMINISTRATION

Section 1. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July of each year.

Section 2. DUES

Annual dues shall be determined by the board and approved by the local League members at their annual meeting. Such dues shall be payable by each member by July 1st. Any member who fails to pay dues within 60 days after they become due shall be subject to the provisions of Article III Section 5 (c). Life members shall be exempt from payment of dues.

Section 3. BUDGET

The board shall submit to the local League members for adoption at the annual meeting a budget for the ensuing year. The budget shall provide for the support of the League as a whole. A copy of the proposed budget shall be sent to each member with the notice of the annual meeting.

Section 4. FISCAL REPORT

The board shall send the local League members, on an annual basis, a fiscal report containing the following information. Such report shall be sent not later than 120 days following the end of the League's fiscal year.

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, for both unrestricted and restricted purposes, during the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (e) A copy of any report of independent accountants, or, if there is no such report, the certificate



of an authorized officer of the corporation that such statements were prepared without an audit from the books and records of the corporation.

Section 5. REPORT ON TRANSACTIONS WITH INTERESTED PERSONS

- (a) Within 120 days of the end of the corporation's fiscal year, the board shall send to the local League members a report on any transaction in which the corporation, its parent or subsidiary was a party and in which either of the following had a direct or indirect material financial interest:
  - (1) any director or officer of the League, or its parent or subsidiary.
  - (2) any holder of more than ten percent (10%) of the voting power of the League or its parent or subsidiary.
- (b) The report shall briefly describe
  - (1) any covered transaction during the previous fiscal year involving more than forty thousand (\$40,000), or which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than forty thousand dollars (\$40,000).
  - (2) the names of the interested persons involved in such transactions stating such person's relationship to the corporation, the nature of such person's interest in the transaction, and where practicable, the amount of such interest: provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.
- (c) No such report need be sent if no transactions of the types occurred during the fiscal year.

Section 6. DISTRIBUTION OF FUNDS ON DISSOLUTION

In the event of dissolution for any cause of the League, all money and securities which may at the time be owned by or under the absolute control of the League shall be paid to the State League.

All other property of whatsoever nature, whether real, personal, or mixed which may at the time be owned by 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 IX  
MEETINGS AND VOTING RIGHTS

Section 1. LOCAL LEAGUE MEMBERSHIP MEETINGS

There shall be at least three meetings of the local League members each year. Time and place shall be determined by the board.

## Section 2. ANNUAL MEETING

An annual meeting of local League members shall be held between May 1st and the end of the fiscal year, the exact date to be determined by the board. At the annual meeting the local League members shall

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

## Section 3. VOTING

Each local League member shall be entitled to one vote only at any meeting of local League members. Absentee or proxy voting shall not be permitted. All elections for directors must be by ballot upon the written demand made by a local League member at the annual meeting and before the voting begins. In the election of the directors, the candidates receiving the highest number of votes of those persons voting are elected.

## Section 4. QUORUM

A quorum for the annual meeting of local League members and for any meeting in which local League members are entitled to vote shall consist of 15% (fifteen percent) of local League members.

## Section 5. NOTICE OF ANNUAL MEETING

Reasonable efforts shall be made to ensure that no fewer than 15 days before the annual meeting, all local League members receive written notice of the place, date, and hour of the annual meeting and those matters that the board intends to present for action. The notice shall also include the names of all those who are nominees for director at the time the notice is sent.

## Section 6. RECORD DATE

The board may fix, in advance, a record date for the determination of the local League members entitled to notice of any annual meeting or entitled to exercise any rights in respect of any lawful action. The record date so fixed shall be not more than sixty (60) days nor less than ten (10) days prior to the date of the annual meeting, nor more than sixty (60) days prior to any other action. When a record date is so fixed, only local League members of record on that date are entitled to notice, to vote, or to exercise the rights for which the record date was fixed.

If no record date is fixed by the board, the record date for determining members entitled to notice of any annual meeting shall be at the close of business on the date on which the board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

## Section 7. INSPECTION OF CORPORATE RECORDS

Subject to Sections 6330, 6331 and 6332 of the California Nonprofit Public Benefit Corporation Law, local League members may do either or both of the following for a purpose reasonably related to such local League member's interest as a local League member:

- (a) Inspect and copy the record of all the names, addresses and voting rights of local League members at reasonable times, upon five (5) business days prior written demand upon the

corporation, which demand shall state the propose for which the inspection rights are requested; or

- (b) Obtain from the secretary of the corporation, upon written demand and tender of a reasonable charge, a list of the names, addresses and voting rights of these members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The secretary shall make the list available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

The corporation may, within ten (10) business days after receiving a demand, as set forth above in subparagraph (a) or (b) of this section, deliver to the person(s) making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the list. Any rejection of the corporation's offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand made pursuant to subparagraph (a) or (b) of this Section.

The accounting books and records and minutes of proceedings of the local League members and the board and committees of the board shall be open to inspection upon written demand on the corporation of any local League member at any reasonable time for a purpose reasonably related to such person's interests as a member.

#### Section 8. INSPECTION OF ARTICLES AND BYLAWS

The League shall keep in its principal office, or such other place as the board may order, or in the office of the president or secretary, the original or a copy of its articles and of these bylaws as amended to date, which shall be open to inspection of local League members, at all reasonable times during office hours. The nominating committee shall consist of five local League members, two of whom shall be directors.

### ARTICLE X NOMINATIONS AND ELECTIONS

#### Section 1. THE NOMINATING COMMITTEE

- (a) The nominating committee shall consist of five local League members, two of whom shall be directors. The chair and two local League members who shall not be directors shall be elected by 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 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 local League 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 contact information 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 with the annual meeting kit. 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 local League member, provided that the consent of the nominee shall have been secured.

Section 4. ELECTION

The election shall be conducted by the nominating committee at the annual meeting. 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 person voting are elected.

ARTICLE XI  
PROGRAM

Section 1. PRINCIPLES

The government 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. ACTION BY THE ANNUAL MEETING

The annual meeting shall act upon the local program using the following procedures:

- (a) members may make recommendations for a local program to the board no later than two months prior to the annual meeting.
- (b) the board shall consider the recommendations and shall formulate a proposed local program which shall be submitted to the local League members at least one month prior to the annual meeting, together with a list of non-recommended items.
- (c) a majority vote of those local League members present and voting shall be required for the adoption of the local program proposed by the board.
- (d) any recommendation for the local program submitted to the board at least two months before the annual meeting, but not proposed by the board, may be adopted by the annual

meeting, provided consideration is ordered by a majority vote and the proposal for adoption receives a majority vote.

- (e) changes in the local program, in case of altered conditions, may be made provided that information concerning the proposed changes has been sent to local League members at least two weeks prior to a general membership meeting at which the changes are discussed and acted upon.

Section 4. MEMBER ACTION

Members may act in the name of the League only when authorized to do so by the board.

ARTICLE XII  
NATIONAL CONVENTION, STATE CONVENTION AND COUNCIL

Section 1. NATIONAL CONVENTION

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

Section 2. STATE CONVENTION

The board or the local League members, at a meeting before the date on which the names of delegates must be sent to the state 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 or the members, at a meeting before the date on which the name of the president must be sent to the state office, shall name the president or the alternate to that council, under the provisions of the LWVC bylaws.

ARTICLE XIII  
PARLIAMENTARY AUTHORITY

Section 1. PARLIAMENTARY AUTHORITY

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

ARTICLE XIV  
AMENDMENTS

Section 1. These bylaws may be amended at any annual meeting by a two-thirds vote of local League members present and voting using the following procedure:

- (a) proposals for bylaws amendments shall be submitted by any local League member to the board no later than two months prior to an annual meeting of local League members.
- (b) all such proposed amendments together with the recommendation of the board shall be

delivered by the board to the local League members not less than twenty (20) days prior to the annual meeting. The failure of the board to give such notice or failure of any local League member to receive such notice shall not invalidate the amendments to the bylaws.

- Adopted 1972
- As amended through May 19, 1990
- Amended May 1995
- Amended June 21, 2006
- Amended June 9, 2011
- Amended May 31, 2017
- Amended May 31, 2018
- Amended June 5, 2021