

BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF FRESNO
A California Nonprofit Public Benefit Corporation

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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 Fresno, Inc. (herein referred to as the LWVF). The LWVF 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).

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

ARTICLE II. PURPOSE AND POLICY

Section 1. Purpose. The purpose of the LWVF is to promote political responsibility through informed and active participation of citizens in government, and to act on selected governmental issues. The LWVF is organized and operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, the LWVF shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the activities of the LWVF shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Section 2. Policies.

- (a) Political Policy. The LWVF shall not support or oppose any political party or candidate.
- (b) Diversity, Equity and Inclusion Policy. The League is fully committed to ensure compliance—in principal and in practice—with the LWVUS' Diversity, Equity, and Inclusion policy.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. Any person who subscribes to the purposes and policy of the LWVF and who pays dues as provided for in Article VII, Section 2, shall be a member of the LWVF (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. Persons at least 16 years of age who join the League shall be voting members of the local League. 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.

(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) Members who fail to renew within the period specified by the LWVUS shall be removed from the membership roster.

(d) The board may recommend to the LWVUS that a member be terminated for conduct which the board shall deem inimical to the best interests of the LWVF. 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 LWVF shall be a president or two co-presidents, either of whom may be referred to as “president” throughout these bylaws, a vice-president, a secretary, and a treasurer, who shall be elected for terms of two (2) years by the general membership at the annual meeting, and shall take office immediately. The president, and the secretary shall be elected in odd-numbered years. The vice-president and the treasurer shall be elected in even-numbered years.

Section 2. The President. The office of president may be held concurrently by more than one person. The president shall preside at all meetings of the League and of the board of directors unless the president designates someone else to preside instead. In the absence or disability of the treasurer, the president may sign or endorse checks, drafts, and notes. The president shall be an ex-officio nonvoting 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 and these bylaws.

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

Section 4. Secretary. The secretary shall keep or cause to be kept, a book of minutes of all meetings of the board, 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 thereof. 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 insure that the League’s current articles of incorporation and bylaws will be kept in the League’s office in the state of California. The secretary shall have such other powers and perform other duties as may be prescribed by the board.

Section 5. 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 moneys and other valuables in the name and to the credit of the League with such depositaries 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 other powers and perform such other duties as may be prescribed by the board. The treasurer shall present statements to the board at their 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. The treasurer shall be responsible for filing federal, state, and local forms and payment of taxes and fees as required by law.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Number of Directors. The authorized number of directors shall not be more than 15 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. Directors shall be elected by a majority of members eligible to vote at the annual meeting. Half of the directors shall be elected in even-numbered years and half in odd-numbered years. Additional directors may be appointed by the elected Board members as deemed necessary to carry on the work of the League.

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 a term of one year or until the conclusion of the next annual meeting.

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

Section 5. Vacancies. 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 on the board shall be filled by a majority vote of the board. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected at the annual meeting and qualified.

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 is increased. Three consecutive absences from a board meeting of any board members without a 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 limitation of the law, the articles of incorporation and these bylaws, the activities and affairs of the League 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 LWWUS Convention, the LWVC Convention, and the LWVF annual meeting.

Section 7. Meetings of the Board

(a) There shall be at least nine (9) regular meetings of the board annually. No action taken at any board meeting attended by three-fourths (3/4) 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) Special Meetings. Special meetings of the board for any purpose or purposes may be called at any time by the president or upon the written request of five (5) members 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 elected and appointed directors 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 notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

(e) Electronic Conferencing. In addition to board meetings that take place in person, regular and special meetings may be held by electronic means. Members of the board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Notice, quorum and other requirements for the conduct of meetings shall apply.

(f) Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. 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 the adjournment.

(g) Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and document of every kind and to inspect the physical properties of the League of which such person is a director.

ARTICLE VI COMMITTEES

Section 1. Appointment. The board, by majority vote, may appoint one or more committees, each consisting of two or more voting members and 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 or 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 amendment or repeal of bylaws or the adoption of new bylaws;

- (d) the amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable;
- (e) the appointment of other committees of the board or the members thereof or more people nominated for director than can be elected;
- (g) the approval of any self-dealing transaction, as such transactions are defined by the California Nonprofit Public Benefit Corporation Law.

Section 2. Executive Committee.

(a) **Composition.** The executive committee shall be composed of the president, the vice-president, two members of the board elected by the board, and one member of the board of directors appointed by the president.

(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.

Any determination made on topics not previously discussed with the board shall be communicated to the entire board before any action is taken. In that case, any board member may object within a specified and communicated deadline. Assuming a majority of the board members do not object, the executive committee may proceed with the proposed action.

Section 3. Budget Committee. See Article VII, Section 3.

Section 4. Nominating Committee. See Article IX, Section 1.

Section 5. Other Committees. The board may establish other committees as needed.

ARTICLE VII. FINANCIAL ADMINISTRATION

Section 1. Fiscal year. The fiscal year of the LWVF will be from April 1st to March 31st.

Section 2. Dues. All members shall pay membership dues in accordance with the LWVUS policy except those exempted from paying dues in Article III.

Section 3. Budget Committee

(a) **Composition:** The committee will 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 be the chair.

(b) **Duties:** The committee shall prepare an annual budget for the League and submit it to the board at least two months before the annual meeting.

Section 4. Budget. The board shall approve the budget and submit it to the members for adoption at the annual meeting. A copy of the proposed budget shall be sent to each member at least twenty days before the date of the annual meeting.

Section 5. Fiscal Report. The board shall send the members an annual fiscal report not later than 120 days following the end of the League fiscal year.

Section 6. Report on Conflicts of Interest. Within 120 days prior to 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 part and in which any officer or director had a direct or indirect financial interest. No such report will be sent unless the treasurer notified the board of such a need.

Section 7. Endorsements 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 distributed at the discretion of the board, or such persons as shall be charged by law with the liquidation or winding up of the corporation and its affairs, to any member organization of the League of Women Voters national organization which is exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or if none of these organizations are then in existence or exempt under those tax provisions, then, at the discretion of the board, to another organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under such designated tax provisions .

ARTICLE VIII. MEETINGS AND VOTING RIGHTS

Section 1. Membership Meetings. There shall be at least four (4) meetings of the membership each year. Time and place shall be determined by the board.

Section 2. Annual Meeting. An annual meeting shall be held between March 1 and April 30, 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 members of the nominating committee;
- (c) adopt an adequate budget; and
- (d) transact such other business as may properly come before it.

Section 3. Voting. Each LWVF member shall be entitled to only one vote at any meeting of members. Absentee or proxy voting shall not be permitted. Candidates receiving the highest number of votes of those members voting will be elected.

Section 4. Quorum. A quorum for the annual meeting shall consist of fifteen (15) percent of members. At other meetings at which members are entitled to vote, the quorum shall consist of ten (10) percent of members.

Section 5. Notice of Annual Meeting. Written notice of each annual or special meeting shall be given to each member not less than twenty (20) days before the date of the annual meeting. Such notice shall state the place, date and hour of the annual meeting and the general nature of the business to be transacted, with no other business permitted. The notice shall also include the names of all those who are nominees for officers or 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 (5) percent or more of the members may call a special meeting to remove directors and to elect their replacements.

Section 7. Participation in Meetings by Electronic Means. A meeting of members may be held using electronic means so long as all participants can simultaneously hear each other. Notice, quorum and other requirements for the conduct of meetings shall apply.

Section 8. Rights of Inspection. Any member may have a list of members. 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.

(b) Nominating committee members shall hold office for a term of one year or until their successors are elected and qualified. The other two 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 LWVF shall send the name and address of the nominating committee chair to the members.

(e) 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 Floor.

The report of the nominating committee of its nominations for officers, directors and the chair and

two (2) members of the succeeding nominating committee shall be sent to the members at least twenty (20) days prior to 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 under the direction of the chair of the nominating committee. The election shall be by ballot, except that if there is but one nominee for each office, it shall be voice vote. A majority vote of those members present, qualified to vote, and voting shall constitute an election. All elections must be by ballot if a member so demands before the voting begins. If the election is by ballot, the candidates receiving the highest number of those members 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 LWVF 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 shall consider the recommendations submitted by members at a program planning meeting and shall formulate a proposed program at least two months prior to the annual meeting.
- (b) The proposed program shall be submitted to the members at least 20 days prior to the annual meeting.
- (c) A majority vote of those members present and voting at the annual meeting shall be required for the adoption of the proposed program.
- (d) Any recommendation for the 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 that there is both a majority vote to consider the proposal for adoption and the proposal receives a majority vote for adoption.

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 the League. They may act only in conformity with, and not contrary to, a position taken by the local League, 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 president must be sent to the LWVC office, shall name the president or alternate to that council, under the provisions of the LWVC bylaws.

ARTICLE XII. PARLIAMENTARY AUTHORITY

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

ARTICLE XIII. AMENDMENTS

Section 1. Member Approval. These bylaws may be amended by a majority 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 (1) month in advance of the meeting. The failure of any member to receive such notice shall not invalidate the amendments to the bylaws.

Section 2. Board Approval. When required by law or amendment of the LWVUS or the LWVC bylaws, these bylaws may be amended by the board of directors. Any such changes will be noted in *The Voter*.

Adopted: March 10, 2025

Signed: _____, Secretary

Amended: 1981-1982-1983-1984-1985-1986-2000-2003-2007-2014-2017-2022-2025

Adopted: April 26, 2022

Signed: _____, Secretary

Amended: 1981-1982-1983-1984-1985-1986-2000-2003-2007-2014-2017-2022-2024