

BYLAWS

LEAGUE OF WOMEN VOTERS OF SOUTH SAN MATEO COUNTY

For the regulation, except as otherwise provided by statute, or its Articles of Incorporation, of the League of Women Voters of South San Mateo County, a California Nonprofit Public Benefit Corporation,

ARTICLE I Name and Form

Section 1. Name. The name of this corporation shall be League of Women Voters of South San Mateo 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 to as "LWVUS"), the League of Women Voters of California (herein referred to as "LWVC") and the League of Women Voters of the Bay Area (herein referred to as "LWVBA").

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. Purpose. The purposes of the League are to promote political responsibility through informed and active participation in government, and to act on selected governmental issues. The League 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 League 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 League shall be the carrying-on of propaganda, or otherwise attempting to influence legislation.

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 purpose and policy of the League shall be eligible for membership.

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 and pay dues shall be voting members of the League, LWVBA, LWVC, and of the LWVUS; (1) members are not required to live within our League area; (2) 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 others who join the League shall be associate members.

Section 3. Termination of Membership. The status of a member may be terminated as follows:

- a. A member may resign at any time by delivering a written notice to the president or secretary. The resignation shall be effective upon receipt of such notice.
- b. League membership automatically terminates upon the death of a member.
- c. The board of directors ("board") may terminate a member for non-payment of dues, as set forth in Article VII, Section 2, or may terminate or suspend a member for conduct which three-fourths of the board shall deem inimical to the best interests of the League. The board shall give such member fifteen days prior notice, with reasons, of the proposed termination or suspension. The member may submit a written statement to the board regarding the proposed termination or suspension not 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.

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ARTICLE IV Board of Directors

Section 1. Number of Directors. The authorized number of directors shall not be more than 14 including the officers named in Article V. The office of president may be held concurrently by more than one person.

Section 2. Selection. The president, second vice-president, treasurer and two directors shall be elected in odd-numbered years. The first vice-president, secretary and three directors shall be elected in even-numbered years. The appointed directors shall be elected by a majority vote of the board as deemed necessary to carry on the work of the League.

Section 3. Term of Office. The terms of officers and elected directors shall be two years or until their successors have been elected and qualified. The terms of office shall begin on the first day of the fiscal year following the annual meeting at which they are elected. The term of appointed directors shall be one year or until the conclusion of the fiscal year during which the appointment was made.

Section 4. Qualifications. All members of the board shall be voting members of the 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 shall be filled, until the next 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, the LWVBA Convention, and the annual meeting.

Section 7. Meetings of the Board

- a. **Regular Meetings.** There shall be at least nine 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 the written request of five 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 forty-eight hours if delivered personally or by electronic means of communication.
- d. **Quorum.** A majority of the board presently in office shall constitute a quorum for the transaction of business. 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 through the use of conference telephone or similar communications equipment, including, but not limited to, Internet "web meeting" or "conferencing" applications, so long as all members participating in such a meeting can simultaneously 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 they constitute a quorum, may adjourn to another time and place. If the meeting is adjourned for more than twenty-four 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.** Action without a meeting shall be reserved for those issues needing a decision before an in-person meeting is scheduled. 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.

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Section 8. Fees and Compensation. Board members shall not be entitled to any compensation for services rendered as board members. However, a reasonable and proper compensation may be paid to any board member acting in a professional capacity on behalf of the League, provided that contracting for such services has been previously approved by the board. Board members may be reimbursed for their actual and necessary expenses incurred in the performance of their duties.

ARTICLE V Officers

Section 1. The President. The president shall preside at all board and business meetings of the League. 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 2. The Vice-Presidents. In order of their rank, the vice-presidents shall, in the event of the absence, disability or death of the president, 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.

- a. The first vice-president shall perform such administrative and other duties as the president and board may designate.
- b. The second vice-president shall assume responsibility for the program of the League and shall perform such other duties as the president and board may designate.

Section 3. The Secretary. The secretary shall keep a book of minutes of all meetings of the board and its committees, including time and place, whether a regular or special meeting (and, if special, how authorized and the notice given), the names of those present, and the proceedings. The secretary may sign or endorse checks, drafts, or notes in case of absence, disability, or death of the treasurer. 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 shall have such other powers and perform such other duties as may be prescribed by the board.

Section 4. The 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 treasurer shall have control of all funds of the League, subject to such regulations as may be prescribed by the board. 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 corporation 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 corporation, 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 financial report to the board within 120 days after the end of each fiscal year. The treasurer shall be responsible for filing federal, state and local government forms and payment of taxes and fees, as required by law.

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 that 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 to support a nominee for director after there are more people nominated for director than can be elected;

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f. The approval of any self-dealing transaction, as such transactions are defined in law.

Section 3. Standing Committees. The standing committees of the board comprise:

- a. **Nominating Committee.** The nominating committee shall consist of five members. The terms of office begin on the first day of the fiscal year.
 1. Elected members – The chair and two members of the succeeding nominating committee shall be nominated by the current nominating committee and shall be elected at the annual meeting in odd-numbered years. The elected members shall not be directors. They shall hold office for a term of two years or until their successors are elected and qualified.
 2. Appointed members – At its first regular meeting following each Annual Meeting, the board shall appoint two directors to the nominating committee. They shall hold office for a term of one year; their term of office shall expire at the end of that fiscal year.
 3. Any midterm vacancy on the nominating committee shall be filled by the board.
- b. **Budget Committee.** The budget committee shall be composed of the appointed chair, the treasurer (who shall not be the chair), and at least two members appointed by the president. The budget 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. Special Committees. To support the work of the League and the president, the board may establish one or more special committees, with authority and responsibilities consistent with these bylaws. The committee chairs shall be appointed by the president, with approval by the board.

ARTICLE VII Financial Administration

Section 1. Fiscal Years. The fiscal year of the League shall commence on the first day of July.

Section 2. Dues. Annual dues shall be determined at the annual meeting by a majority vote of voting members present. Such dues shall be payable by July 31. Any member who fails to pay dues within sixty days after they become payable shall no longer be a member of the League. New members shall have their dues pro-rated according to League policy.

Section 3. Budget. The board shall submit the proposed budget to the members for adoption at the annual meeting. A copy of the proposed budget shall be sent to each member not less than twenty days before the annual meeting. The proposed budget shall provide for league operations and for all per member payments (PMP). The budget shall be adopted at the annual meeting by a majority of voting members present and voting.

Section 4. Fiscal Report. The board shall make available to the members an annual fiscal report, no later than 120 days following the end of the League's fiscal year. Such a report shall include:

- 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 League, both unrestricted and restricted to particular purposes, for the fiscal year;
- d. the expenses or disbursements of the League, for both general and restricted purposes, during the fiscal year; and
- 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 audit from the books and records of the League.

Section 5. 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 transactions 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 6. 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.

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Section 7. Projects. Only those projects approved by the board and within the scope of the purposes set forth in the articles of incorporation shall be funded.

Section 8. Indemnification

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

Section 9. Distribution of Funds on Merger or Dissolution. In the event of the merger or dissolution of this League for any reason, all money and securities or other property of whatsoever nature 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 other 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 Membership Meetings and Voting Rights

Section 1. Membership Meetings. There shall be at least one meeting 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 between May 1 and June 15, the exact date to be determined by the board of directors. At the annual meeting, voting members shall:

- a. adopt a local program for the ensuing year;
- b. elect officers, directors of the board;
- c. elect members of the nominating committee, in odd-numbered years;
- d. adopt an adequate budget; and
- e. conduct such other business as may properly come before it. However, if less than one-third of the membership is present, action may be taken only on business contained in the annual meeting kit.

Section 3. Voting. Each voting 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 in which voting members are entitled to vote shall consist of five percent of the voting members.

Section 5. Notice. Written notice of each annual or special meeting shall be given between twenty and ninety days before the date of the meeting to each member of record. The board shall fix in advance a record date for the determination of the members entitled to vote. Such notice shall state the place, date and hour of the meeting and in the case of a special meeting. In the case of a special meeting, the notice shall include the general nature of the business to be transacted, with no other business permitted. In the case of the annual meeting, the notice shall state those matters which the board, at the time of the mailing of the notice, intends to present for action. The notice of any meeting at which officers or directors are to be elected shall include the names of all who are nominees 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 voting 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. Nominations. The president shall notify the members of the contact information for the nominating committee chair. It shall be the duty of the nominating committee chair to solicit from members' suggestions for nominations for the offices to be filled.

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Section 2. Report of the Nominating Committee and Nominations from the Floor. The report of the nominating committee shall include nominees for directors and officers to be elected at the annual meeting. The report also shall include nominees for the nominating committee at annual meetings when such election is required (see Article VI.3.a). This report shall be sent to the members of record not less than twenty days before the annual meeting and presented at the annual meeting. Immediately following the presentation, additional nominations may be made from the floor by any member, provided that the consent of the nominee shall have been secured.

Section 3. Elections. The election shall be by ballot, except for those offices where there is but one nominee, in which case it shall be by voice vote of those members present, and qualified to vote. The majority of those voting by voice 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 at least two months prior to the annual meeting and shall formulate a proposed program.
- b. the proposed program shall be submitted to the members of record not less than twenty days prior to the annual meeting, together with a list of items not recommended by the board.
- c. a majority vote of voting members present, qualified to vote and voting on the question, shall be required for the adoption of the program proposed by the board.
- 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 voting members at the annual meeting, provided consideration is ordered by a majority vote and the proposal for adoption receives a two-thirds vote.
- e. changes in program, in the case of altered conditions, may be made provided that:
 1. information concerning the proposed changes has been sent to voting members at least two weeks prior to a general membership meeting at which the changes are 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. Action must be in conformity with, not contrary to, a position taken by the local League, the LWVBA, LWVC, or LWVUS.

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ARTICLE XI Conventions and Councils

Section 1. National Convention. The board of directors, 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 League of Women Voters of the United States.

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 LWVC bylaws.

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

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

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

ARTICLE XII Parliamentary Authority

The rules in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the League 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. Annual Meeting 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 *20 days* 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 of Directors. When required by law or amendment of the LWVUS or the LWVC bylaws, these bylaws may be amended by the board of directors,

Revision adopted: May 10, 2018

Signed: _____
Patti Fry, Secretary

Amended: