LEAGUE OF WOMEN VOTERS OF VENTURA COUNTY

BYLAWS

League of Women Voters of Ventura County

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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 Ventura County,

A California Nonprofit Public Benefit Corporation

Article I:
Name and Form

Section 1. Name - The name of this organization shall be the League of Women Voters of Ventura County (herein referred to as "LWVVC" or 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).

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 are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Section 2. Policies - The policies of the League are:

a. **Political Policy**. The League shall not support or oppose any political party or any candidate.

b. **Diversity, Equity & Inclusion Policy -** The League is fully committed to ensure compliance - in principle and in practice - with the LWVUS' Diversity, Equity, and Inclusion Policy.

c. **Tax Status -** The League shall not support or oppose any political party or any candidate. It 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 Bylaws, the League shall not carry on any other activities not permitted to be carried on by an organization exempt from the Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the activities of the corporation shall be attempting to influence legislation.

Article III:
Membership

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

b. Life Members: Those who have been members of the League for 50 years or more shall be life members excused from the payment of dues.

c. Associate Members. All other persons who join the League shall be associate members, including members of multiple league chapters.

Section 3. Termination of Membership.

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. 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 LWVUS that a member be terminated for **conduct** which the board shall deem adverse to the best interests of the League. The board shall give such members 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, a vice president, a secretary and a treasurer. The officers shall be elected at the annual meeting and shall take office on July 1 after the annual meeting at which they were elected and shall hold office for one year 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. The office of president may be held concurrently by more than one person.

Section 3. Vice President - The 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 vice president shall perform such other duties as the president and board may designate.

Section 4. Secretary - The secretary shall keep 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. 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, or cause to be kept, 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 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 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. The treasurer shall be responsible for filing federal, state and local government 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. Directors shall be elected by a majority of voting members at the annual meeting.

Section 3. Term of Office - The elected directors shall hold office for a term of one year or until their successors have been elected or appointed and qualified. Their term shall begin on July 1 following the annual meeting at which they are elected.

Section 4. Qualifications - All directors must 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 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 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.

Section 7. Meetings of the Board

a. **Regular Meetings -** There shall be at least six 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. [Note: The "three-fourths" is specified in law.]

b. **Special Meetings -** The president may call special meetings of the board and shall call a special meeting upon 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 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. Any decision made without a meeting requires unanimous consent by all board members. 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 voting 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 to support a nominee for director after there are more people nominated for director than can be elected;

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 president, secretary, treasurer, and two other board members. Three members shall constitute a quorum.

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 - 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 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 three months prior to the annual meeting.

Section 4. Budget. The board shall approve the proposed 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 **21 days** before the date of the annual meeting.

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.

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 the merger or dissolution of the 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 League 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. [Note: Section 9 is required by law].

Article VIII:
Membership Meetings and Voting Rights

Section 1. Membership Meetings. There shall be at least four meetings of the members each year, including the annual meeting. The time and place of each meeting shall be determined by the board.

Section 2. Annual Meeting. An annual meeting of members shall be held during May or June. At the annual meeting, the members shall:

a. in odd numbered years, the members shall adopt a local program for the ensuing two years;

b. elect directors, officers, and 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 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 for which members are entitled to vote shall consist of 20 percent of members.

Section 5. Notice. Written notice of each annual or special meeting shall be given to each member **21 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. 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, 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 current directors. The chair and two other members who shall not be directors shall be elected by voting members 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 membership shall receive 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.

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 nominating committee must send its report of nominees for officers, directors, and the next nominating committee's chair and two members to all members 21 days before the annual meeting. The report shall be presented at the annual meeting, after which any member can make nominations from the floor with the nominee's consent.

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 voting members present, 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:
Programs

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/or 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 in odd years to correspond with State League planning, and shall formulate a proposed program;

b. The proposed program shall be submitted to the members at least 21 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 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 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 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.

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. These bylaws may be amended by a two-thirds vote of the voting members present and voting at the annual meeting, provided that amendments are submitted to the membership in writing at least 21 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. When required by law or amendment of the LWVUS or the LWVC bylaws, these bylaws may be amended by the board of directors.

Adopted: May 31, 2025

Judy Murphy
Secretary