
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

INDEX

Article I.	Name
Article II.	Purposes & Policies
Article III.	Membership
Article IV.	Officers
Article V.	Board of Directors
Article VI.	Committees
Article VII.	Financial Administration
Article VIII.	Membership Meetings; Voting Rights
Article XI.	Nominations and Elections
Article X.	Program
Article XI.	Convention and Councils
Article XII.	Parliamentary Authority
Article XIII	Amendments

ARTICLE I NAME AND FORM

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.

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 VII, 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 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

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 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 or suspended for conduct which the board shall deem inimical to the best interests of the League. The board shall give such member-15 days prior notice of 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 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, 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. 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.

Section 2. PRESIDENT

The president shall preside at all meetings of the League 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 the Helen Pearson Award 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 a book of minutes of all meetings of the board and its committees, including time and place, whether regular or special, and if special, how authorized, the notice thereof 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 such instruments when so authorized by the board. The secretary shall keep the League's current articles of incorporation articles 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 corporation 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 directors, whenever they request it, an account of all transactions as treasurer and of the financial condition of the League. 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 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 V BOARD OF DIRECTORS

Section 1. Number of Directors

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

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 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.

The Board may declare vacant the office of a director who has not attended three consecutive meetings of the Board without advance notice of absence.

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 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 LWVUS Convention, the LWVC Convention, and the annual meeting of the local League members.

Section 5. REGULAR MEETINGS OF THE BOARD

- (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 in office 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.

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. 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.

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.

ARTICLE VI COMMITTEES

Section 1. The board may appoint one or more committees, each including at least one director.

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 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 appointment of other committees of the board or members thereof;
- (e) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (f) The approval of any self-dealing transaction, as transactions are defined in law.

Section 3. EXECUTIVE COMMITTEE

- (a) The executive committee shall be composed of the president, first vice president and three 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.

ARTICLE VII FINANCIAL ADMINISTRATION

Section 1. FISCAL YEAR

The fiscal year of the League shall be July 1 to June 30.

Section 2. DUES

Members shall pay dues in accordance with LWVUS policy. Membership lasts for one year from the date of joining or renewal. Life members shall be exempt from payment of dues.

Section 3. FINANCE COMMITTEE

- a. Composition. The finance committee shall be composed of the treasurer and at least two board members and two members at large nominated by the president and appointed by the board. The treasurer shall not be eligible to serve as chair.

- b. The committee shall meet periodically throughout the year to review the League's overall finances, to monitor financial management, to advise and assist the board on its financial obligations, and to draft a budget for the ensuing year.
- c. The budget shall be recommended to the Board at least one board meeting prior to when the annual meeting kit will be sent to the membership. 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 no fewer than 15 days before the annual meeting.
- d. 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 4. 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 5. FINANCIAL REPORT

The board shall send the local League members an annual financial 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 6. REPORT ON TRANSACTIONS WITH INTERESTED PERSONS

- (a) Within 120 days of the end of the League'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) No such report need be sent if no transactions of the types occurred during the fiscal year.

Section 7. ENDORSEMENT OF DOCUMENTS OR 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 of 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 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 LWVC. If the LWVC is not then in existence or is not an exempt organization, then the transfer shall be made to the LWVUS. If the LWVUS is not then in existence or not an exempt organization, then to another exempt member of the national League or Women Voters at the discretion of the board, or if not, such organizations exist, to another organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status.

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 VIII
MEMBERSHIP 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 members. Absentee or proxy voting shall not be permitted.

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

Written notice of the annual meeting shall be given to each member no fewer than 15 days before the annual meeting. Such notice shall state 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 **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 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. The other members of the committee shall be appointed by the board at its first regular meeting following the annual meeting and their term of office shall expire concurrently with the term of office of the elected members.
- (b) Any vacancy occurring in the nominating committee shall be filled by the board.
- (c) The president of the League shall send the name and 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 no fewer than 15 days before 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 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 persons voting are elected.

ARTICLE X
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. Adoption of Program

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 with the annual meeting kit, together with a list of non-recommended items, if any.
- (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 and 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. 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 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 XII 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 XIII AMENDMENTS

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

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 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
- Amended by the LWVSJC Board June 16, 2025