

## BYLAWS

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

### **LEAGUE OF WOMEN VOTERS OF BUTTE COUNTY**

*a California Nonprofit Public Benefit Corporation*

P.O. Box 965 Chico, California 95927

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#### **Article I: Name and Form**

Section 1. **Name.** The name of this organization shall be the League of Women Voters of Butte 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 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: Purpose and Policy**

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. **Policy:**

- a. Political policy. The League shall not support or oppose any political party or any candidate.
- b. Diversity, Equity, and Inclusion [DEI] Policy: The League is fully committed to diversity, equity, and inclusion because it is central to the organization's current and future success. There will be no barriers, in principle or in practice, to full participation in this organization based on gender, gender identity, ethnicity, race,

native or indigenous origin, age, generation, sexual orientation, culture, religion, belief status, mental health, educational level or background.

**Section 3. Tax Status:**

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 Bylaws, 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 attempting to influence legislation.

**Article III: Membership**

**Section 1. Eligibility.** Any person who subscribes to the purposes and policy of the League shall be eligible for membership.

**Section 2. Types of Members.**

- a. The members of the League shall be composed of voting members and associate members. Only voting members are members within the meaning of the California Nonprofit Corporation Law.
- b. Voting Members. Persons at least 16 years of age who join the League shall be voting members of the local League, LWVC, and LWVUS. Those who have been members of the League for 50 years or more shall be life members excused from the payment of dues. Those who are students are defined as individuals enrolled either as full- or part-time with an accredited institution.
- c. Associate Members. All other persons who join the League shall be associate members.

**Article IV: Officers**

**Section 1. Enumeration and Election of Officers.** The officers of the League shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. The President, First Vice- President, and Secretary shall be elected in odd-numbered years. The Second Vice-President and Treasurer shall be elected in even-numbered years. They shall take office on July 1 and hold office for two years or until their successors have been elected.

**Section 2. President.** The President shall preside at all meetings of the League and of the Board. 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 the 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. The Vice-Presidents.** The First 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 fills the vacancy. The Second Vice-President shall perform such duties as the President and the Board may designate.

#### Section 4. **Secretary.**

- a. The Secretary shall keep a record of minutes of all meetings of the Board and, when available, minutes of its committees, 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.
- b. 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.
- c. 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 such other duties as may be prescribed by the Board.

#### Section 5. **Treasurer.**

- a. The Treasurer is the chief financial officer of the organization and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The accounting records shall always be open to inspection by any director.
- b. The Treasurer shall deposit all moneys 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 the financial condition of the League, and shall have such other powers and perform such other duties as may be prescribed by the Board.

### **Article V: Board of Directors**

Section 1. **Number of Directors.** The authorized number of directors shall be not more than fourteen, including the officers designated in Article IV, Section 1.

Section 2. **Qualifications and Compensation.** All directors must be members of the League of Women Voters of Butte County and shall serve without compensation.

Section 3. **Selection.** The officers shall be elected as provided for in Article 4, Section 1. The other elected directors shall be elected by a majority of members eligible to vote at the annual meeting. Half of the directors shall be elected in odd-numbered years, and half of the directors shall be elected in even-numbered years.

The elected board members may appoint such additional directors, not exceeding one-third of the total number of officers and directors, as they deem necessary to carry on the work of the League.

Section 4. **Term of Office.** The elected directors shall hold office for a term of two years or until their successors have been elected or appointed. Their term shall begin on July 1. Appointed directors shall hold office until June 30 following the next annual meeting.

Section 5. **Vacancies.** A vacancy on the Board shall be deemed to exist in the case of death, resignation, or removal of any member, or if the authorized number of members is increased. A vacancy caused by death or resignation shall be filled, until the Annual

Meeting, by a majority vote of the Board. A member may resign effective upon giving written notice to the President, Secretary, or the Board. Three consecutive absences from Board meetings of any member, without a valid reason, shall be deemed a resignation. No reduction of the authorized number of members shall have the effect of removing any member before the expiration of the member'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 organization, and all League 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, and the Annual Meeting.

#### Section 7. **Board Meetings**

- a. Regular Meetings. There shall be at least nine regular meetings of the Board annually. The President shall notify each Board member of all regular meetings at least one week before any such meeting, giving the time and place of the meeting. No action taken at any regular Board meeting attended by three-fourths of the members shall be invalidated because of the failure of any director to receive a properly sent notice or because of any irregularity in any notice actually received.
- b. Special Meetings. The President may call special meetings of the Board and shall call a special meeting upon a written request to the President, from two (2) officers or (4) directors. Special meetings shall be held upon a minimum of four (4) days' notice if delivered by first class mail, or 48 hours if delivered personally or by electronic means (e.g., email).
- c. Quorum. A majority of the Board members constitute a quorum of the Board for the transaction of business. A meeting at which a quorum is initially present may continue to transact business even if members withdraw if any action taken is approved by at least a majority of the quorum required for the meeting.

Section 8. **Virtual Meetings.** One or more members may participate in meetings using an application such as teleconferencing, videoconferencing, or similar electronic systems. All participants in the meeting must be able to simultaneously hear and communicate with each other. This is acceptable for all meetings, including Board meetings, member meetings, and the Annual Meeting. Business in virtual meetings will be conducted in the same manner that meetings conducted in person are, including the same notice and quorum requirements.

Section 9. **Action Without Meeting.** The Board members may act between meetings by mail or an e-mail ballot, when necessary, if 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.

### **Article VI: Committees**

Section 1. **Committees.** 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:

- a. The approval of any action for which the law also requires the approval of the 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 shall appoint an Executive Committee consisting of the President, First Vice President, and one additional Board member. Two members constitute a quorum.
- b. The Executive Committee shall transact emergency business between meetings of the Board. The proceedings shall be reported to the Board at its next meeting for ratification.

Section 4. **Standing Committees**

- a. Nominating Committee. The Nominating Committee recruits a slate of candidates for the officers, the directors, and the next year's Nominating Committee.
- b. Budget Committee. The Budget Committee prepares an annual budget for the ensuing year.

Section 5. **Ad hoc Committees** such as the Election Committee (committee details are found in Article IX: Nominations and Elections, Section 4) are formed to pursue a limited agenda with a date certain for completion. Ad hoc committees are created by a majority vote by the Board. The Board may develop a charge including members, scope, reporting, and implementation. The committee will prepare a report for the Board when the ad hoc committee sunsets.

## **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.** Members shall pay dues in accordance with LWVUS policy.

Section 3. **Budget Committee.**

- a. Composition. The Budget Committee shall be composed of the Treasurer, at least one other Board member, and at least one additional League member, 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 before the Annual Meeting.

Section 4. **Budget.** The Board shall submit the budget to the members for adoption at the Annual Meeting. A copy of the proposed budget shall be sent to each member at least 30 days before the date of the Annual Meeting. The budget shall provide for the support of the League.

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, including the following:

- a. The assets and liabilities, including the trust funds, of the League 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 purposes, for the fiscal year.
- d. The expenses or disbursements of the League, for both general and restricted purposes, during the fiscal year.
- e. A copy of any report of independent accountants, or, if there is not such a report, the President of the League will certify that such statements were prepared without audit from the books and records of the League.

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.

## **Article VIII: Member Meetings and Voting Rights**

Section 1. **Member Meetings.** There shall be at least three meetings of the members each year. The time and place shall be determined by the Board. Members shall be given at least one week's notice of the meeting.

Section 2. **Virtual Meetings.** One or more members may participate in meetings using an application such as teleconferencing, videoconferencing, or similar electronic systems. All participants in the meeting must be able to simultaneously hear and communicate with each other. This is acceptable for all meetings, including Board meetings, member meetings, and the Annual Meeting. Business in virtual meetings will be conducted in the same manner that meetings conducted in person are, including the same notice and quorum requirements.

Section 3. **Annual Meeting.** An Annual Meeting of members shall be held during May or June. At the Annual Meeting, the members shall:

- a. adopt a local program for the ensuing year,
- b. elect officers, directors, and local 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 4. **Voting.** Each member shall be entitled to only one vote at any meeting of members. Absentee or proxy voting shall not be permitted. In the election of the officers and directors, the candidates receiving the higher number of votes of the persons voting are elected. All elections for officers and directors must be by secret ballot upon the written demand to the Nominating Committee Chair made by a member at least one week before the voting begins.

Section 5. **Quorum.** A quorum for the Annual Meeting and for any meeting at which members are entitled to vote shall consist of fifteen percent of voting members.

Section 6. **Notice.** Written notice of each annual or special meeting shall be given to each member at least 30 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 Board members 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 7. **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 officers and directors and to elect their replacements.

Section 8. **Rights of Inspection.** Any member may have a list of members, their addresses, and voting rights, subject to state law. 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

Board members. The Chair and two members who are not Board members 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 at the Annual Meeting. Nominating Committee members shall hold office for a term of one year or until their successors are elected. 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 to solicit from members suggestions for nominations for the offices and directorships 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 members of the succeeding Nominating Committee shall be sent to the members at least 30 days before the date of 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 Committee and Election.** The election shall be under the direction of an Election Committee appointed by the President. The election shall be by ballot except that, if there is only one nominee for each office, it may be by voice vote.

## **Article X: Program**

Section 1. **Principles.** The governmental principles as adopted by the LWVUS Convention and supported by the League constitute the authorization for the adoption of the program.

Section 2. **Program.** The program of the League shall consist of:

- a. action to implement the principles.
- 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 two months before the Annual Meeting and shall formulate a proposed program;
- b. The proposed program shall be submitted to the members at least 30 days before the Annual Meeting, together with a list of items not recommended by the Board;
- c. A majority vote of 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 a 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 (14 days) before a general membership meeting at which the change is to be discussed, and
2. Final action by the members 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 at the appropriate level of League. They may act only in conformity with, and not contrary to, a position taken by the local League, the LWVC, or the LWWUS.

## **Article XI: Conventions and Council**

Section 1. **National Convention.** The Board, 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 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 state office, shall select delegates at 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 state office, shall name the President or the alternative 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, Newly Revised, shall govern the League in all cases to which they apply and in which they are not inconsistent with these bylaws or the law.

## **Article XIII: Amendments**

Section 1. **Amendment Procedures.** These bylaws may be amended by a two-thirds vote of the voting members present and voting at the Annual Meeting provided that the amendments were submitted to the members in writing at least 30 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. **Required Amendments.** When required by law or amendment of the LWWUS or the LWVC bylaws, these bylaws may be amended by the Board.

As adopted May 14, 1947,

and as amended:

May 3, 1952  
April 24, 1954  
April 23, 1955  
April 21, 1956  
Annual Meeting, 1957  
April 8, 1961  
March 21, 1962  
March 27, 1965  
Annual Meeting, 1966  
April 29, 1967  
April 20, 1968  
April 26, 1969  
April 15, 1971  
April 9, 1973  
April 19, 1975  
April 26, 1977  
As revised by state law April 1981

As adopted April 24, 1982, and as amended:

April 18, 1983  
April 30, 1984  
May 1, 1985  
May 11, 1988  
May 15, 1993  
May 13, 2003  
May 19, 2005  
May 23, 2017  
May 22, 2018  
June 30, 2020  
May 25, 2022  
May 22, 2023  
May 22, 2024  
May 22, 2025