

LEAGUE OF WOMEN VOTERS OF THE SAN BERNARDINO AREA BYLAWS

ARTICLE I NAME

Section 1. Name. The name of this organization shall be League of Women Voters of the San Bernardino Area (herein referred to in these bylaws as the "League".) The League is an integral part of the League of Women Voters of the United States (herein referred to in these bylaws as the LWVUS) and of the League of Women Voters of California (herein referred to as the LWVC).

ARTICLE II PURPOSES 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 government issues.

Section 2. 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 and who pays dues as provided for in Article X, Section 2 shall be a member of the League (herein referred to as a member.)

Section 2. Types of Membership.

A. Persons at least 16 of age who join the League shall be voting members of local Leagues, state Leagues, and LWVUS. 1) Those who live within an area of a local League may join that League or any other local League. 2) Those who reside outside the area of a local League may join a local League or shall be state members at large. 3) Those who have been members of the League for 50 years or more shall be excused from payment of dues.

B Associate Members. All others who join the League shall be associate members.

Section 3. Termination of Membership.

A. A member may resign at any time by delivering a written notice to the president or secretary. The resignation shall be effective upon receipt of such notice.

B. Membership shall terminate upon the death of a member.

C. The board may terminate a membership for nonpayment of dues, or for conduct which the board shall deem inimical to the best interests of the League, including, without limitation, flagrant violation of any provision of these bylaws or failure to satisfy membership qualifications. Except in the case of nonpayment of dues, the board shall give the such member 15 days notice with reasons of the proposed termination or suspension. The member may submit a written statement to the board regarding the proposed action no less than 5 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 on the proposed action. A suspended member shall not be entitled to exercise any of the voting rights set forth in these Bylaws. In the case of nonpayment of dues, termination of membership shall be effected as specified in Article X, Section 2.

D. Any person whose membership has been terminated because of nonpayment of dues may rejoin the League without prejudice or penalty by payment of dues, establishing thereby a new anniversary month.

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ARTICLE IV
BOARD OF DIRECTORS

Section 1. Number of Directors. The authorized number of Directors shall not be more than 18 until changed by amendment of the article or by a bylaw, including the officers designed in Article V, Section 1.

Section 2. Selection of Directors. Of the total number of directors provided for in Section 2 of this Article whose election is not provided for in Article V, Section 1, one half shall be elected by a majority of local League members eligible to vote and voting at the Annual Meeting of local League members and shall take office immediately following such meeting. Up to one third of the board members may be appointed by the elected directors.

Section 3. Term of Office. The elected directors shall hold office for a term of two years or until their successors have been elected or appointed and qualified. The appointed directors shall hold office for a term of one year or until the conclusion of the next Annual Meeting.

Section 4. Qualifications. All directors must be voting members of the League, citizens of the United States, and over the age of 18.

Section 5. Vacancies. Any director may resign effective upon giving written notice to the president or the secretary, or the board. Such resignation will be effective when received unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the director(s) whose office is vacant was selected, excepting that the vacated position of an elected director may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director or until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation, or removal of any director or if the authorized number of directors be increased.

The Board may declare vacant the office of a director who has not attended three consecutive meetings of the Board. 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. 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 7. Regular Meetings. 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 at their first meeting. 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 notice properly sent or because of any irregularity in any notice actually received.

Section 8. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President or any four directors. Special meetings of the Board shall be held upon four days' notice by first-class mail or forty-eight hours' notice given personally or by telephone, telegraph, Telex, or other similar means of communication.

Section 9. Quorum. A majority of the members of the board of the League constitutes a quorum of the board for the transaction of business, except to adjourn as provided in Section 11 of this Article. Every

act or decision done or made by a majority of the directors present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles, except as provided in the next sentence. 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 required for such meeting.

Section 10. Participation in Meetings by Conference Telephone. Members of the board may participate in a meeting through use of conference telephone or similar communications equipment so long as all members participating in such a meeting can hear one another.

Section 11. 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 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 12. 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 m\oting members and their alternates.

A. Powers. The board may delegate to such committees any of the authority of the board except with respect to:

1. The filling of vacancies on the board or on any committee which has the authority to act on behalf of the board;
2. The amendment or repeal of bylaws or the adoption of new bylaws;
3. The appointment of other board committees or the members thereof;
4. The expenditure of League funds.

B. Executive Committee. The Executive Committee shall be composed of the President, Vice President, and one member of the board elected by the board. Three members shall constitute a quorum. 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 V 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 president and the secretary shall be elected in odd-numbered years. The vice president and the treasurer shall be elected in even-numbered years. The membership may elect co-officers, two officers who share duties of an office. They shall be elected for terms of two years and shall take office immediately following the annual meeting and shall hold office until the close of the second next annual meeting 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 unless the president designates someone else to preside. In the absence or disability of the Treasurer, the president may sign or endorse checks, drafts, and notes. The president shall be an ex officio member of all committees except the nominating committee and shall have such powers of supervision and management as may pertain to the office or president and perform such other duties as may be designated by the board.

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

Section 4. Secretary. The secretary shall keep a book of minutes of all meetings of the board and its committees with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at board and committee meetings, 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.

Section 5. Treasurer. The treasurer is the chief financial officer of the organization and shall keep and maintain adequate and correct accounts of the transactions of the League, and shall have such other powers and perform such other duties 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 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 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.

ARTICLE VI MEETINGS AND VOTING RIGHTS

Section 1. Membership Meetings. There shall be at least one meeting of the membership each year. Time and place shall be determined by the Board.

Section 2. Annual Meeting. An Annual Meeting shall be held in the Spring, the exact date to be determined by the Board. At the Annual Meeting the members shall:

- A. adopt a local program for the ensuing year;
- B. elect officers and directors and local League members to serve on the nominating committee;
- C. adopt a budget; and
- 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. All elections for directors must be by ballot upon the written demand made by a member at the Annual Meeting and before the voting begins. In the election of the officers and directors, the candidates receiving the highest number of votes are elected.

Section 4. Quorum. A quorum for the Annual Meeting of the League and for any meeting in which members are entitled to vote shall consist of the voting members present at a meeting of which advance notice has been given in accordance with these bylaws and approved by the Board of Directors.

Sec. 4. Notice of Annual Meeting. Written notice of each Annual Meeting shall be sent not less than thirty (30) Days nor more than ninety (90) days before the date of the Annual Meeting to each member. Such notice shall state the place, date, and hour of the Annual Meeting and those matters which the Board, at the time of the mailing of the notice, intends to present for action, but, subject to the provisions of applicable law, any proper matter may be presented at the Annual Meeting for such action. The notice shall also include the names of all those who are nominees for officers, directors, and Chair and members of the Nominating Committee.

All notices required by law or these Bylaws may be given by any one of the following methods as determined by the Board:

- A. by mailing such notice enclosed in stamped envelope addressed to the last known address of the member, as shown by the records of the League of Women Voters of San Bernardino, or
- B. by publishing such notice in the publication which is the official organ of the League and by mailing a copy thereof to each member, or
- C. by any other method provided by these bylaws or determined by the board in accordance with applicable law.

Section 6. 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 VII NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

- A. The nominating committee shall consist of five members, two of whom shall be directors. The chair and two members, who shall not be directors, shall be elected 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. Elected 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 terms 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 address of the nominating committee chair to the members no later than 45 days prior to the Annual Meeting. It shall be the duty of the nominating committee chair to solicit from members suggestions for nominations for the office 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 30 days before the date of the Annual Meeting. Immediately following the presentation of this report at the Annual Meeting, nominations may be made from the floor by any member, providing the consent of the nominees shall have been secured.

Section 4. Election. 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 of those local League members present and qualified to vote and voting shall constitute an election.

ARTICLE VIII PRINCIPLES AND PROGRAM

Section 1. Principles. The governmental principles adopted by the National 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 governmental issues chosen by the Annual Meeting for concerted study and action.

Section 3. Action by the Annual Meeting. The Annual meeting shall act upon local program using the following procedures:

A. Members may make recommendations for local program to the board no later than sixty (60) days prior to Annual Meeting.

B. The Board shall consider the recommendations and shall formulate a proposed program, which shall be submitted to the members at least 30 days prior to the Annual Meeting, together with a list of non-recommended items.

C. A majority vote by the voting members present and voting shall be required for adoption of the program proposed by the Board.

D. Any recommendation for the program submitted to the Board at least 60 days 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 three-fifths vote.

E. Changes in the Program, in 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 changes are 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 of Women Voters only when authorized to do so by the proper Board of Directors. They may act only in conformity with, and not contrary to, a position taken by the local League, the LWVC, and the LWVUS.

ARTICLE IX CONVENTIONS AND COUNCILS

Section 1. National Convention. The board or the 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 the League under the provisions of the bylaws of the LWVUS.

Section 2. State Convention. The board or the 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 names of the presidents must be sent to the state office, shall name the president or the alternate to that Council, under the provisions of the bylaws of LWVC.

ARTICLE X FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of the organization shall be from July 1 to June 30.

Section 2. Dues. (a) Annual dues shall be determined at the Annual Meeting by a majority vote of the local League members present. Such dues shall be payable by each member on July 1. Any member who fails to pay dues within 60 days after they become payable shall no longer be a member of the League. The dues structure shall provide for two members who reside in the same household and for student membership. Life members shall be exempt from payment of dues.

Section 3. Budget Committee. The budget committee shall be composed of the treasurer and two members who shall have been appointed by the president and approved by the board. The treasurer shall not be eligible to serve as chair of the budget committee. The budget committee shall prepare an annual budget for the League and submit it to the board at least three months prior to the annual meeting.

Section 4. Budget. The board shall submit to the members for adoption at the annual meeting a budget for the ensuing fiscal year. The budget shall provide for the support of the League. A copy of the proposed budget shall be sent to each member at least 30 days in advance of the annual meeting.

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

Section 6. Distribution of Funds on Dissolution. In the event of a dissolution for any cause of the League, all monies and securities which may at the time be owned by or under the absolute control of the League shall be paid to the state League after all the state and national per member payments and other obligations have been met. 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 XI PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the League in all cases to which they are applicable and non inconsistent with these bylaws.

ARTICLE XII AMENDMENTS

Section 1. These bylaws may be amended at any Annual Meeting by a two-thirds vote using the following procedure:

A. Proposals for bylaws amendments may be submitted by any member to the Board no later than sixty (60) days prior to the Annual Meeting.

B. All such proposed amendments together with recommendations of the Board shall be sent by the Board with the Annual Meeting kit to the members not less than thirty (30) days prior to the annual Meeting.