



BYLAWS

League of Women Voters of Santa Barbara
Last Revision 6-14-2014 by Amanda Pelch

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

**LEAGUE OF WOMEN VOTERS OF SANTA BARBARA,
INC.,**

A California Non-Profit Public Benefit Corporation
Revised 1977, 1978, 1979, 1980, 1981, 1982, 1983, 1984,
1987, 1989, 1995, 1996, 1998, 2002, 2003, 2007, 2011, 2012 and 2014

**ARTICLE I
NAME AND OFFICE**

Section 1. Name. The name of this corporation shall be the League of Women Voters of Santa Barbara, Inc. (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 “National League”), and the League of Women Voters of California (herein referred to as the “State League”).

Section 2. Form. The League shall be a non-profit public benefit corporation incorporated under the laws of the State of California.

Section 3. Office. The principal office of the League shall be located at 328 E. Carrillo Street, Suite A, Santa Barbara CA 93101, or at another place as determined by the Board of Directors.

**ARTICLE II
PURPOSE AND POLICY**

Section 1. Purpose. The purpose of the League is to promote political responsibility through informed and active participation in government, and to act on selected governmental issues.

Section 2. Policy. The League shall not support or oppose any political party or 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 **VIII, Section 2** shall be eligible for membership in the League.



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Section 2. Classes. This corporation shall have the following two classes of members collectively referred to herein as “Members”: Local League Members and Associate Local League Members. Only Local League Members shall be members within the meaning of Section 5056 of the California Nonprofit Corporation Law.

Section 3. Local League Members. Local League Members are persons who are citizens of the United States and are at least 18 years old.

Section 4. Associate Local League Members. Associate Local League Members are all other persons enrolled in the League.

Section 5. Termination of Membership. Membership in the League shall be terminated upon any of the following occurrences:

- (a) Receipt by the Secretary of a Member’s voluntary written resignation. A resignation will be effective on the date and time of the receipt of such notice.
- (b) Notification of the Secretary of the death of a Member. The membership or affiliation shall be automatically terminated as of the date and time of such Member’s death.
- (c) The Board may terminate or suspend a membership or expel or suspend such a Member for nonpayment of dues, or for conduct which the Board shall deem inimical to the best interests of the corporation, including, without limitation, flagrant violation of any provision of these Bylaws. The Board shall give the Member who is subject of the proposed action 15 days prior notice of the proposed expulsion, suspension, or termination and the reasons therefore. The Member may submit a written statement to the Board regarding the proposed action. Said written statement must be received by the Board not less than five days before the effective date of the proposed expulsion, suspension, or termination, the Board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed expulsion, suspension, or termination. A suspended Local League Member shall not be entitled to exercise any of the voting rights set forth in these Bylaws.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. Number of Directors. The authorized number of Officers and Directors shall be eighteen (18) until changed by amendment of the Articles of Incorporation or by these Bylaws. This number of Directors includes the Officers designated in Article V, **Section 1**, who shall also serve as Directors.

Section 2. Selection of Directors. Two thirds (2/3) or more of the total Board (Officers and Directors) must be elected by a majority of those Local League Members eligible to vote and who are present at the annual meeting of members and shall take office immediately following such meeting. The remainder of the Board, but no more than one third (1/3), shall be appointed by the President and affirmed by a majority of the Board. (**See Article IV, Section 3, and Article V, Section 1**)



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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 one year or until the next annual meeting.

Section 4. Qualifications. All Directors must be Local League Members.

Section 5. Vacancies. Subject to the provisions of Section 5226 of the California Non-Profit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the President or the Secretary of the Board. Such resignation will be effective when received unless the notice specifies a later date. If the resignation is effective at a future date, a successor may be elected before such time, and shall take office when the resignation becomes effective.

Vacancies, other than the President or a Co-President, shall be filled by the majority vote of the remaining Directors. Each Director so selected shall hold office until the next Annual Meeting.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any Director, or if the authorized number of Directors is increased. Any Director or Officer shall resign who initiates a campaign for, or is appointed to, public elective office.

The Board may declare vacant the office of a Director (1) who has not attended three (3) consecutive meetings of the Board; (2) who has been declared of unsound mind by a final order of court; (3) who has been convicted of a felony; or (4) who has been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Non-Profit Public Benefit Corporation Law.

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 the Articles and these Bylaws, the activities and affairs of the corporation 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 National League Convention, the State League Convention, County Convention and Annual Meeting of the Local League Members.

The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all agents and employees of the corporation; prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws; fix their compensation; and require from them security for faithful service.



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(b) To conduct, manage, and control the affairs and activities of the corporation and to issue rules and regulations provided such rules and regulations are therefor not inconsistent with the law, the Articles or these Bylaws.

(c) To authorize the issuance of memberships in the corporation from time to time, upon such terms and for such consideration as may be lawful.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities therefore.

Section 7. Regular Meetings. There shall be at least nine (9) regular meetings of the Board annually. The time and place for future meetings shall be set by the Directors at their current meeting. No action taken at any regular Board meeting attended by three-fourths (3/4) 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.

Section 8. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, by either Co-President after reasonable notice to and conference with the other or by any four (4) Directors.

Special meetings of the Board shall be held upon four (4) days notice by first-class mail or forty-eight (48) hours notice given personally or by telephone, telegraph, telex, or other similar means of communication. Any such notice shall be addressed or delivered to each Director at such Director's address as shown upon the records of the corporation or as may have been given to the corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held.

Notice by mail shall be deemed to have been given at the time of a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 9. Quorum. A majority of directors, or not fewer than seven, constitutes a quorum of the board for the transaction of business, except to adjourn as provided in **Section 12** of this **Article IV**. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board, unless a greater number is required by law or by the Articles. Notwithstanding the foregoing, 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.



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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 meeting can hear one another.

Section 11. Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 12. 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 is fixed at the meeting adjourned. Notwithstanding the foregoing, 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 for the adjourned meeting to the Directors who were not present at the time of adjournment.

Section 13. Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 14. Committees Having The Authority of the Board. The Board may appoint one (1) or more committees, each consisting of two (2) or more Directors, and delegate to such committees any of the authority of the Board, except with respect to:

- (a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires 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 fixing of compensation of the Directors for serving on the Board or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board or the members thereof;
- (g) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of Directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or given such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any



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committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this **Article IV** applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 15. Executive Committee.

(a) **Composition.** The Executive Committee shall be composed of five members of the Board: the President/Co-Presidents, First and Second Vice-Presidents, and a sufficient number of Directors elected by the Board to equal five. 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.

Section 16. Budget Committee.

(a) **Composition.** The Budget Committee shall be composed of the Treasurer, the President or both Co-Presidents, the Fund Development Director, the Voter Service Director and at least two other Members who shall have been nominated for appointment by the President or the Co-Presidents and elected by the Board. The Treasurer shall not be eligible to serve as chairperson of the Budget Committee.

(b) **Duties.** The Budget Committee shall prepare an annual budget for the League and submit it to the Board at least six weeks prior to the annual meeting.

Section 17. Fees and Compensation. Directors and Members of the committees may receive such compensation, if any, for their services, and such reimbursement for expenses as may be fixed or determined by the Board.

**ARTICLE V
OFFICERS**

Section 1. Enumeration and Election of Officers. The League shall have six officers: a President or Co-Presidents, a Secretary, a Treasurer and a sufficient number of Vice Presidents to equal an officer complement of six.. Three officers shall be elected in even years and three officers shall be elected in odd-numbered years. They shall be elected as Directors and designated as Officers by the Board as provided for in **Article IV, Section 2.** They shall hold office for two (2) years or until their successors have been elected and qualified. Either Co-President may be referred to as President throughout these Bylaws.

Section 2. The President. The President or a Co-President shall preside at all meetings of the corporation and of the Board of Directors unless the President designates an alternate to preside. In the absence or disability of the Treasurer, the President may sign or endorse checks, drafts, and notes. The President shall be ex-officio a member of all committees except the Nominating



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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.

Section 3. The Vice Presidents. The Vice Presidents shall perform such duties as the President/Co-Presidents and the Board may designate. In the event of the absence, disability, or death of the President or a Co-President, the First Vice President, shall possess all the powers and perform all duties of that office.

Section 4. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, 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 thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. 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, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such 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, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. 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 corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such powers and perform such other duties as may be prescribed by the Board. Any checking account designated by the Board shall require two signatures.

**ARTICLE VI
OTHER PROVISIONS**

Section 1. Endorsement of Documents; Contracts; Liability. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by either the President, a Co-President or any Vice President and either the Secretary, or Treasurer, shall be valid and binding



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on the corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The President and any other Officer(s) authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such Officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said Officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

**ARTICLE VII
INDEMNIFICATION**

Section 1. Definitions. For the purposes of this Article, “agent” means any person who is or was a Director, Officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a Director, Officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” included without limitation attorneys’ fees and any expenses of establishing a right to indemnification under **Sections 4 or 5(b) of this Article.**

Section 2. Indemnification in Actions By Third Parties. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action involving the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by



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judgment, order, settlement, conviction or upon a plea of nob contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had a reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification In Actions by or in the Right of the Corporation. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interest of the corporation and with such care including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this **Section 3:**

(a) In respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with approval of the Attorney General.

Section 4. Indemnification Against Expenses. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in **Sections 2 or 3 of this Article** or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations. Except as provided in **Section 4 of this Article** any indemnification under this Article shall be made by the corporation only if authorized in the specific case by a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in **Sections 2 or 3 of this Article** by:

(a) A majority vote of a quorum consisting of Directors who are not parties to such proceedings; or

(b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.



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Section 6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt Of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 7. Other Indemnification. No provision made by the corporation to indemnify it or its subsidiary' s Directors or Officers for the defense of any proceeding whether contained in the Articles, Bylaws, a resolution of Members or Directors, or agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which person other than such Directors and Officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article, except as provided in **Sections 4 or 5(b)**, in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted on the proceeding in which the expenses were incurred or other amount were paid, which prohibits or otherwise limits indemnification;
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agents' status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article; provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of **Section 5233** of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE VIII
FINANCIAL ADMINISTRATION**

Section 1. Fiscal Year. The fiscal year of the corporation shall commence on the first day of July of each year.

Section 2. Dues. Annual Dues shall be determined by the Board and approved by the Local League Members at their Annual Meeting. Any Member who fails to pay dues within sixty (60) days after the said dues become payable shall automatically no longer be a Member of the League.

- (a) **National and State Per Member Payment.** The League of Women Voters of Santa Barbara shall make a national Per Member Payment (PMP) in the amount to be determined by the LWVUS and a Per Member Payment to the state League to be determined by the LWV of California. (Added June, 2002)



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Section 3. Budget. The Board shall submit to the Members for adoption at the Annual Meeting a budget for the ensuing 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 one month in advance of the Annual Meeting.

Section 4. Fiscal Report. The Board shall send the Members on an annual basis, a fiscal 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 general 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 audit from the books and records of the corporation.

Section 5. Report on Transactions with Interested Persons.

- (a) Within 120 days of the end of the corporation's fiscal year, the Board shall send to the 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) The report shall briefly describe:
 - (1) Any covered transaction during the previous fiscal year involving more than forty thousand dollars (\$40,000.00), or which was one of a number of covered transactions in which the same person had a direct or indirect interest provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.
- (c) No such report need be sent if no transactions of the type occurred during the fiscal year.

Section 6. Distribution of Funds on Dissolution. In the event of the 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. 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 education uses and purposes as may be designated by the Board.



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**ARTICLE IX
MEETING AND VOTING RIGHTS**

Section 1. Membership Meetings. There shall be at least nine (9) meetings of the membership each year. The time and place shall be determined by the Board.

Section 2. Annual Meeting. An Annual Meeting shall be held between June 1st and June 30th, 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) adopt a budget; and
- (c) transact such other business as may properly come before it.

Section 3. Voting. Each 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 may be by voice or by show of hands, but must be by ballot upon the 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 of those persons voting are elected.

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 be ten percent (10%) of the voting members.

Section 5. Notice of Annual Meeting. Written notice of each Annual Meeting shall be given to each Member not less than ten (10) days nor more than ninety (90) days before the said meeting. However, if notice is given by mail, and the notice is not mailed by first class, registered, or certified mail, the notice shall be given not less than thirty (30) days before the Annual Meeting. 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 by the membership. However, subject to the provisions of applicable law, any proper matter may be included in the notice. The notice shall also include the names of all those who are the nominees for Officers or Directors at the time the notice is sent.

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 publishing such notice in the publication which is the official organ of the League and by mailing a copy thereof to such Member, or
- (b) By mailing such notice enclosed in stamped envelope addressed to the last known address of the Member, as shown by the records of the Local League, or
- (c) By any other method provided by these Bylaws or determined by the Board in accordance with the applicable law.

Section 6. Advisement to the Board: Subject to provisions of applicable law, any matter (policy or program) may be presented for consideration by the Members attending the Annual Meeting as advisement to the Board of Directors, provided that no item shall be considered a directive



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to the Board unless a majority of those attending so agree. Approval of such a directive shall be by a 3/5 majority of those present and voting.

Section 7. Record Date. The Board may fix, in advance, a record date for the determination of the Members entitled to notice of any Annual Meeting or entitled to exercise any rights in respect of any lawful action. The record date so fixed shall not be more than sixty (60) days nor less than ten (10) days prior to any other action. When a record date is so fixed, only Members of record on that date are entitled to notice, to vote, or to exercise the rights for which the record date was fixed.

If no record date is fixed by the Board, the record date for determining members entitled to notice of an Annual Meeting shall be at the close of business on the date on which the Board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

Section 8. Inspection of Corporate Records. Subject to Sections 6330, 6331, and 6332 of the California Nonprofit Public Benefit Corporation Law, Local League Members may do either or both of the following for a purpose reasonably related to such Member's interest as a Local League Member:

- (a) Inspect and copy the record of all the names, addresses and voting rights of Local League Members at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or
- (b) Obtain from the Secretary of the Corporation, upon written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of a date specified by the Member subsequent to the date of the demand. The demand shall state the purpose for which the list is requested. The Secretary shall make the list available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

The corporation may, within ten (10) business days after receiving a demand, as set forth above in **subparagraph (a) or (b) of this Section**, deliver to the person(s) making the demand a written offer of an alternative method of achieving the purposes identified in said demand without providing access to or a copy of the list. Any rejection of the corporation's offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand made pursuant to **subparagraph (a) or (b) of this Section**.

The accounting books and records and minutes of proceedings of the Local League Members and the Board and committees of the Board shall be open to inspection upon written demand on the corporation of any Local League Member at any reasonable time for a purpose reasonably related to such person's interests as a Member.



Section 9. Inspection of Articles and Bylaws. The League shall keep in its principal office in the State of California, or in the office of the President or Secretary, the original or a copy of its Articles and of these Bylaws as amended to date, which shall be open to inspection by Local League Members, at all reasonable times during office hours.

ARTICLE X NOMINATIONS AND ELECTIONS

Section 1. The Nominating Committee.

- (a) The Nominating Committee shall consist of five (5) Local League Members. The Chair and two (2) Local League members, none of whom shall 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. The two (2) remaining Committee Members shall be Directors and shall be appointed by the Board at its first regular meeting following the Annual Meeting. Nominating Committee Members shall hold office for a term of one year or until their successors are elected and qualified. The terms of office of appointed Members shall expire concurrently with the term of office of the elected Local League Members.
- (b) Any vacancy occurring in the Nominating Committee shall be filled by the Board.
- (c) The President/Co-Presidents of the League shall send the name and address 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 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 one month before date of 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 take place at the Annual Meeting.

ARTICLE XI PROGRAM

Section 1. Principles. The governmental principles as 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 local governmental issues chosen for concerted study and action.



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

- (a) Members may make recommendations for a Program to the Board no later than two months prior to Annual Meeting.
- (b) The Board shall consider the recommendations and shall formulate a proposed Program which shall be submitted to the Local League Members at least one month prior to the Annual Meeting, together with a list of not-recommended items.
- (c) A majority vote of those Local League Members present and voting shall be required for the adoption of the Program proposed by the Board.

Section 4. Official Statements. Members may act in the name of the League of Women Voters of Santa Barbara only when authorized to do so by the Board, the President., or the Co-Presidents. They may act only in conformity with, and not contrary to, a position taken by the local League of Women Voters, the League of Women Voters of California or the League of Women Voters of the United States.

ARTICLE XII

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 determine the number of delegates to the convention allotted the League under the provisions of the Bylaws of the League of Women Voters of the United States and shall select delegates in that number or less, at the discretion of the Board.

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 determine the number of delegates to that convention allotted the League under the provisions of the Bylaws of the State League, and shall select delegates in that number or less, at the discretion of the Board.

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, the Co-Presidents or an alternate to that Council, under the provisions of the State League Bylaws.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority. The rules contained in the most 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 XIV
AMENDMENTS**

Section 1. These Bylaws may be amended at any Annual Meeting by a two-thirds vote of Local League Members present and voting at the annual meeting, using the following procedure:

- (a) Proposal for Bylaws amendments shall be submitted by any Member to the Board no later than the March Board Meeting prior to the Annual Meeting.
- (b) All such proposed amendments together with the recommendations of the Board shall be delivered by the Board to the Local League Members not less than thirty (30) days prior to the Annual Meeting.
- (c) The Board shall notify the Local League Members of the proposed amendments. The failure of any member to receive such notice shall not invalidate the amendments to the Bylaws.



HISTORY OF REVISIONS (starting June 2012)

Amendments 6-16-2012

LEAGUE OF WOMEN VOTERS OF SANTA BARBARA ANNUAL MEETING

SATURDAY, JUNE 16, 2012 - 9:30 a.m. to 1:30 p.m.

Unitarian Society, Parish Hall, 1535 Santa Barbara Street, Santa Barbara, CA. 93101

BYLAWS AMENDMENTS

The Board recommends approval of four amendments to the Bylaws. Passage requires a two-thirds (2/3) vote of members present and voting.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

Section 1: (Present wording) Parliamentary Authority. The rules contained in 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.

Section 1. (Proposed amendment) The rules contained in the most 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 XIV: AMENDMENTS

Section 1. (Present wording) These Bylaws may be amended at any Annual Meeting by a two-thirds vote of Local League Members using the following procedure:

Section 1. (Proposed amendment) These Bylaws may be amended at any Annual Meeting by a two-thirds vote of Local League Members present and voting at the annual meeting, using the following procedure:...

(a) (Present wording) (a) Proposal for Bylaws amendments shall be submitted by any Member to the Board no later than March 1st prior to the Annual Meeting.

(a) (Proposed amendment) (a) Proposal for Bylaws amendments shall be submitted by any Member to the Board no later than the March Board Meeting prior to the Annual Meeting.

(c) (Present wording) The Board shall notify the Local League Members of the proposed amendments. The failure of the Board to give such notice or failure of any Local League Member to receive such notice shall not invalidate the amendments to the Bylaws.

(c) (Proposed amendment) The Board shall notify the Local League Members of the proposed amendments. The failure of any member to receive such notice shall not invalidate the amendments to the Bylaws.

Amendments 6-14-2014

LEAGUE OF WOMEN VOTERS OF SANTA BARBARA ANNUAL MEETING

SATURDAY, JUNE 14, 2014 - 9:30 a.m. to 1:30 p.m.

Trinity Evangelical Lutheran Church, 906 La Cumbre Road, Santa Barbara 93110



BYLAWS AMENDMENTS

The Board recommends approval of one amendment to the Bylaws. Passage requires a two-thirds (2/3) vote of members present and voting.

Present wording Article V, Officers Section 1. Enumeration and Election of Officers.-line three-The President/Co-Presidents, First Vice President and Secretary shall be elected in odd-numbered years.

Proposed amendment -line three be amended to read: **Three officers shall be elected in even years and three officers shall be elected in odd numbered years.** This will replace the underlined sentence.