**LEAGUE OF WOMEN VOTERS OF**

**SOUTH SAN MATEO COUNTY**

2021 ANNUAL MEETING KIT



67TH ANNUAL MEETING

In light of the Covid-19 Virus and the continuing shelter-in place orders,
we will be hosting a Virtual Annual Meeting

**Annual Meeting via Zoom**

**Wednesday, May 19, 2021**

**6:45pm-9:00pm**

***Special Presentation: Implicit Bias***

***Presented by: Dr. Jamillah Moore & Mwanaisha A. Sims, J.D./M.P.A.***

**Register in advance for this meeting:**

<https://us02web.zoom.us/meeting/register/tZAsfu6qrz4rHNelJKcGBXcjHpL7tuVTol4m>

After registering, you will receive a confirmation email containing information about joining the meeting.

**Business Meeting**

6:45 – 7:00 pm Pre-meeting online social time
7:00 pm Call to Order - Tracy Clark

Introductions and Privilege of the Floor

Introduction of Parliamentarian

Credentials Report

Adoption of Rules of the Day
Adoption of Order of Business
Appoint committee to approve the minutes

7:10 pm President’s report

7:15 pm Treasurer’s report

7:20 pm Voter Services Report Marni Rubin and Debbie Maio

7:30 pm Presentation and adoption of Proposed Budget

7:40 pm Presentation of Recommended Program

Adoption of Local Program Positions

Adoption of County Program

7:50 pm Report of the Nominating Committee

Nominations from the Floor
Election of Officers and Directors

8:00 pm Presentation of By-laws amendments

 Adoption of By-laws amendments

Comments By 2021-2023 President

Directions to the Board

8:10 pm

***Dr. Jamillah Moore & Mwanaisha A. Sims, J.D./M.P.A.***

***Speaking on Implicit Bias***

8:40 pm Question and Answer Period

9:00 pm Adjourn ***– with thanks for a great year, and another to come!***

**ORDER OF BUSINESS AND RULES OF THE DAY**

A majority vote is required to amend the agenda and the rules of the day. A two-thirds vote is required to change the order after adoption.

**QUORUM**
Five percent of Local League membership shall constitute a quorum at this meeting of the LWVSSMC.

**VOTING**
Voting is limited to LWVSSMC members.

**PRIVILEGE OF THE FLOOR**
Only members and those persons designated by the Chair shall have the privilege of the floor.

**DEBATE**
Any member, upon recognition by the Chair, shall address the Chair stating his/her remarks to the question. Debate shall be limited to three minutes for each speaker, unless time is extended by the Chair. No person shall speak twice to a question until all who wish to speak have had an opportunity to do so.

**PROGRAM**
Adoption of a recommended item and consideration of a non-recommended item require a majority vote. Adoption of a non-recommended item requires a two-thirds vote. Voting shall be on the proposed program first, then on non-recommended items in the order in which they were considered.

**BUDGET**
Budget adoption requires a majority vote.

**NOMINATIONS FROM THE FLOOR**
Immediately following the report of the Nominating Committee, nominations may be made from the floor, provided the consent of the nominee has been obtained. Each election requires a majority vote.

LWVSSMC

Budget Overview: FY22 ANNUAL BUDGET DRAFT - FY22 P&L

July 2021 - June 2022

|  |  |
| --- | --- |
|  | TOTAL |
| Income110-Unrestricted Income County Voter Reg Contract | 3,667.00 |
| DonationsIn-Kind | 100.00 |
| Members | 9,000.00 |
| Non-members | 1,500.00 |
| With Dues | 1,500.00 |
| **Total Donations** | **12,100.00** |
| DuesNew Members | 2,000.00 |
| Renewals | 9,600.00 |
| **Total Dues** | **11,600.00** |
| Interest Income | 500.00 |
| **Total 110-Unrestricted Income** | **27,867.00** |
| 120-Restricted Income100th Anniversary | 400.00 |
| **Total 120-Restricted Income** | **400.00** |
| 140-Events/Fundraisers100th Anniversary | 2,300.00 |
| Annual Meeting | 1,400.00 |
| **Total 140-Events/Fundraisers** | **3,700.00** |
| **Total Income** | **$31,967.00** |
| GROSS PROFIT | **$31,967.00** |
| Expenses200-Outreach Advocacy | 1,000.00 |
| DEI | 3,000.00 |
| Voter | 250.00 |
| Voter Empowerment | 5,000.00 |
| Voter Services | 11,500.00 |
| **Total 200-Outreach** | **20,750.00** |
| 300-Admin310-Committees Bay Area Liaison | 100.00 |
| Board Admin | 400.00 |
| Fundraising Committee | 775.00 |
| Membership | 550.00 |
| President | 1,000.00 |
| **Total 310-Committees** | **2,825.00** |

LWVSSMC

Budget Overview: FY22 ANNUAL BUDGET DRAFT - FY22 P&L

July 2021 - June 2022

|  |  |
| --- | --- |
|  | TOTAL |
| 330-PublicationsAnnual Meeting Report | 200.00 |
| Roster |  100.00 |
| **Total 330-Publications** |  **300.00** |
| 350-Events/Fundraisers100th Anniversary | 3,700.00 |
| Annual Meeting | 1,400.00 |
| **Total 350-Events/Fundraisers** | **5,100.00** |
| 370-General AdminEquipment/Upkeep | 400.00 |
| Insurance | 1,000.00 |
| Mailbox | 510.00 |
| Office Supplies | 300.00 |
| PayPal Fees | 240.00 |
| Purchases | 1.00 |
| Rent & Lease | 2,652.00 |
| Subscriptions, Tax & Licenses | 700.00 |
| Telephone | 120.00 |
| **Total 370-General Admin** | **5,923.00** |
| **Total 300-Admin** | **14,148.00** |
| 400 - League Participation/PMPLWV Bay Area | 580.00 |
| LWVC | 4,480.00 |
| LWVUS | 5,120.00 |
| **Total 400 - League Participation/PMP** | **10,180.00** |
| 500 - ConventionsLWVBA | 140.00 |
| LWVC | 300.00 |
| LWVUS | 4,000.00 |
| **Total 500 - Conventions** | **4,440.00** |
| **Total Expenses** | **$49,518.00** |
| NET OPERATING INCOME | **$ -17,551.00** |
| NET INCOME | **$ -17,551.00** |

**Program Report**

**2021-2022**

***The League of Women Voters of South San Mateo County*** *works to empower voters, build participation in the democratic process, increase understanding of major public policy issues, and influence public policy through education and advocacy. We never support or oppose candidates or political parties.*

**Local Positions**

 Retain all positions

 Issue for Emphasis:

* Housing and Transportation
* Climate Change Adaptation as it impacts San Mateo County with a focus on Sea Level Rise and Increased Fire Risk

**Joint Position, with LWV Palo Alto**

Retain

**County Positions**

 Retain all positions

Issue for Emphasis:

* Climate Change Adaptation as it impacts San Mateo County with a focus on Sea level Rise and Increased Fire Risk

**LEAGUE OF WOMEN VOTERS OF SOUTH SAN MATEO COUNTY**

**Annual Meeting 2021**

**DRAFT Nominating Committee Report DRAFT**

|  |  |
| --- | --- |
| **To be Elected - two-year terms****Officers**President - 23 Connie GuerreroVice President Program - 23 Linda AtkinsonSecretary - 22 Katy HadrovicTreasurer - 23 Wanda Ginner**Directors**Director At Large - 23 Patti Fry Director of DEI - 23 Georgia JackDirector of Membership - 23 Darcy Richardes**Nominating Committee**Chair - 23 Tracy ClarkMember - 23 Mary DiasMember - 23 Mary Nam\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\***Continuing in Office**Vice Pres. Administration - 22 Mary NamDirector Climate Change - 22 Ann DraperDirector Communication - 22 Jennifer Ng Kwing KingDirector State/ National Outreach - 22 Barbara WindhamDirector Voter Service - 22 Marni Rubin | **To be Appointed - one year term****Standing Committees****Budget -** (22) Patti Fry**Nominating** (to be appointed by the newly elected Board) Member -  Member - **Special Committees**Assistant Treasurer – Michelle RappBay Area Liaison - Mary NamCandidate Forums - Karen MooreCommunications - Rhonda BucklinCounty Voter Reg - Judy RinoDatabase & Tech Support - Juanita CroftEducation - Susan BriggsFundraising – Julianna Dodick & Rhonda BucklinHandbook - Bernadette BurnsHousing – Joyce ShefrenLocal Action – Joyce ShefrenMembership Renewals - Christine Elgin & Lynne MayerPros & Cons - Linda AtkinsonTransportation - Barbara WallisVoter Editor – Tracy ClarkVoter Service, Content - Geoff RyderVoter Service, Volunteers – Betsy ColbyVoter Service, Partners – Debbie Maio |

**Submitted by the Nominating Committee 4/9/2021**

Lisa Conrad, Mary Dias, Ellen Hope

Mary Nam, Geoff Ryder, Margaret Marshal

**MEET YOUR BOARD**

**Linda Atkinson** and her husband, Bob Barrett, have been members of the League of Women Voters, SSMC since January 2018. Starting out, she presented Voters Choice information during the primary season and led the Ballot Proposition Pros and Cons leading up to the 2018 elections. Linda was born and grew up in a Chicago suburb, Berwyn. Her education included a BS in Biology (Wheaton College, IL) and a PhD in Human Physiology (University of Illinois, College of Medicine, Chicago). Bob and Linda met in NYC then went to San Francisco and were married at the Chateau St. Jean.  An opportunity at the Ford Foundation sent the couple to New York where they lived in Larchmont. Meredith and Reid were born in NYC.  In 1983 the family moved to Ladera (Portola Valley) where Linda did consulting and later was a Director of clinical development at ALZA Corporation. After retiring, Linda became a docent at Año Nuevo, raised puppies for Guide Dogs for the Blind and tried to improve her bridge game.  She has recently added occasional grandkid care to those activities.

**Ann Draper** and family have lived in Menlo Park since 1955.  She and her husband now live in the house she grew up in.  She has a B.A. in Geography from UC Santa Barbara and a MURP in Urban Planning from CSU San Jose.  She is now retired from various Bay Area municipal governments.  Ann joined the League in 2013.  She has represented the League on issues of sea level rise.  Ann is the appointed public member of San Mateo County LAFCO.  Two hobbies are Giants baseball games and SF Symphony.

**Patti Fry** grew up in Kansas.  She and her husband have lived in Menlo Park for 26 years.  Patti has a B.S. and MBA from Stanford University.  Retired from a career in management consulting and information systems, she volunteers in various nonprofit and alumni boards.  She joined the League in the 1980s to support democracy with an informed population and participating voters. Her hobbies are snorkeling and traveling.

**Wanda Ginner** and her husband Lance moved to the Bay Area from the central San Joaquin Valley in 1960. After raising their two sons in various Bay Area cities, they moved to Portola Valley in 1982. Wanda is a semi-retired CPA who now spends most of her time working with nonprofit groups. She has been a member of the League for many years, and served on the Budget Committee since 2016. The rest of the time you can often find her on the tennis or pickleball courts.

**Connie Guerrero** strongly believes in community, volunteerism and the cultural diversity of San Mateo County.  She is very active throughout the Redwood City region and serves on a number of Boards and organizations.

She is a graduate of Redwood City-San Carlos-Belmont Chamber of Commerce Leadership Program 2006, Redwood City PACT (Partnership Academy for Community Teamwork) and a 2014 graduate of HOPE Leadership Institute (Hispanics Organized for Political Equality).  Connie is the recipient of the San Mateo Hispanic Chamber of Commerce- Mayor’s Diversity Award in 2011. She also served as Commissioner for the City of Redwood City both as Parks and Recreation Commissioner and recently as Planning Commissioner.

Professionally, Connie has a rich background and history in community engagement and public outreach.  She worked on the 2010 Census, the SFPUC Hetch-Hetchy Pipeline Reliability project, the City of East Palo Alto General Plan update and PG&E remediation projects to name a few. She is currently employed as a Financial Controls Manager for Swinerton Builders.

What fuels Connie is her passion for Community Engagement, Education, and Latino Representation &  Leadership. Some of her most recent efforts have included voter registration and education as co-Chair of WeVote RWC.  She is the mother of three young adults and lives in San Carlos.

**Connie Guerrero** cree firmemente en la comunidad, el voluntariado y la diversidad cultural del Condado de San Mateo. Es muy activa en toda la ciudad de Redwood City y la región y forma parte de varias juntas y organizaciones.  la Fundación de Educación de Redwood City (RCEF), la Liga de Actividades de la Policía (PAL), Casa Círculo Cultural, el Consejo de la Comunidad Latina de Redwood City (LCCRC) y Ballet Folklórico México Vivo. Algunos de los eventos y celebraciones en los que ha contribuido de manera importante incluyen: Kermes y Día del Niño, Fiestas Patrias, Día de Muertos y muchos otros.

Se graduó en el Programa de Liderazgo de la Cámara de Comercio de Redwood City-San Carlos-Belmont 2006, así como en el PACT de Redwood City (Academia de Asociación para el Trabajo en Equipo Comunitario) y en 2014 se graduó en el Instituto de Liderazgo HOPE (Hispanas Organized for Political Equality). También recibió el Premio a la Diversidad de la Cámara de Comercio Hispana de San Mateo en 2011.

Connie se desempeñó como Comisionada de la Ciudad de Redwood City como Comisionada de Parques y Recreación y recientemente como Comisionada de Planificación.

Profesionalmente, Connie tiene una gran experiencia e historial en cuanto a la participación de la comunidad y la difusión pública. Trabajó en el Censo del 2010, el proyecto de Confiabilidad del Oleoducto Hetch-Hetchy de SFPUC, la actualización del Plan General de la Ciudad de East Palo Alto y en proyectos de remediación de PG&E, por nombrar algunos. Actualmente trabaja como Gerente de Controles Financieros para Swinerton Builders.

Lo que alimenta a Connie es su pasión por el compromiso con la comunidad, la educación y la representación y liderazgo Latino. Algunos de sus esfuerzos más recientes como copresidente de WeVoteRWC han incluido el registro de y la educación de votantes. Ella es madre de tres jóvenes adultos y vive en San Carlos.

**Katie Hadrovic** was born and raised in Buffalo, New York but has lived in the Willows neighborhood of Menlo Park since 2000.  Katie joined the League at the end of 2019 and has been a member of the DEI group since then.  Katie and her husband Peter have three adult children.  She is an attorney that works with Stanford students involved in Title IX actions and she volunteers with the Crisis Text Line, Moms Demand Action and YWCA.  Additionally, Katie is the current Chair of the Menlo Park Library Commission and a member of the Menlo Park Library Foundation Board of Directors.  She enjoys reading, knitting and Jazzercise.

**Georgia Jack** hails from Santa Rosa and has been a Redwood City resident for the past 25 years. Though she received a BFA from the Rochester Institute of Technology (RIT) in Rochester, NY, she has been a non-profit administrator for the past 30 years and a member of Stanford's administrative staff in the Office of Development for 20 of those years. Georgia was an elected member of the Sequoia Union High School District's Board of Governors from 2015 to 2020. She is also a board member of the Peninsula Conflict Resolution Center (PCRC). Georgia and her husband, Mike, have two children who both live in the PacificNW, a daughter in Portland and a son who graduated May'21 from Gonzaga University in Spokane and is relocating to Seattle. Gardening has been a favorite hobby for many years, and the pandemic has allowed that interest to flourish!

**Jennifer Ng Kwing King** joined the League of Women Voters in 2019.  She grew up in Southern California and has a BS in Management Engineering from Claremont McKenna College.  Jen has been in the Bay Area for the last 17 years and is the Director of Product Engineering at Align Technology.  She lived in San Francisco for many years and has now made a home in Redwood City with her husband, toddler, and 15 year old mini dachshund Spammy.  Climate change, education, and family food insecurity are issues she'd like to bring attention to and hopefully make a positive impact towards through her participation in the LWVSSMC.  On the weekends you will find her crafting, posting to Instagram, cooking Taiwanese & Mauritian food, wine tasting or playing at Crestview Park with her son.

**Mary Nam** was raised in Saigon VN, Vancouver BC, and Glen Ellyn IL. She has a BS in Industrial Engineering from Purdue University, and an MBA from Indiana University. A  job with a high-tech company brought her out to the Bay Area in 1996. She worked in high-tech for a few different companies before moving to San Diego in 2001 where her two kids were born. Her family relocated back to the Bay Area in 2011. She has been home raising her two girls, volunteering in the classroom, taking enrichment classes at Canada College, and learning to play tennis. She joined LWV in 2019 inspired by the people and mission. She looks forward to keeping an eye on the pulse of government both locally and nationally; an area she looks forward to growingand expanding her knowledge of. She appreciates the opportunity to do that through LWV.

**Marni Rubin** grew up in Southern California, and moved to the Bay area in 1999. She has a B.A. in Anthropology from UCLA. After college, Marni held positions that focused on training for small businesses and entrepreneurs. After getting married in 2002, Marni decided to change career paths by becoming a Certified Specialist of Wine, and embarking on a 15 year career selling fine wines and teaching wine classes.  The 2016 Presidential election caused Marni to change careers again, transitioning to grassroots political campaign organizing and fundraising. Marni got involved with LWV just this year through the League’s voter and census outreach initiatives.  She loved organizing events, recruiting volunteers and canvassing in the Redwood City area and is looking forward to continuing work on these initiatives with the League. Marni enjoys running, reading, and travel. She lives in San Carlos with her husband, Mark, her daughter Johanna, (a freshman at Sequoia High School), and their rescue dog, Sunshine.

**Barbara Windham** is a native of Kingston, PA.  She has a B.A. Cum Laude in Literature from Harvard College.  Barb has held marketing management positions over the last 30 years and currently consults in the area of marketing and business strategy, specializing in brand building, customer insight, and new business launches.  Past companies include Procter & Gamble, Electronic Arts, Shutterfly, Adobe, UPS and numerous high-tech startups.  Barb is currently on the boards of The California Clean Money Campaign, and Congregation Beth Am Women. She is a longtime education volunteer, previously on the MPAEF Board and has mentored high school and pre-school students in East Palo Alto, ESL tutor, etc.  Barb joined the League in the Fall 2017 because she attended a speaker program and was impressed with the work LWV was doing. She thinks LWV is a great educator and watchdog for our democracy.  Barb enjoys cycling and travel and lives with her husband, Jon Windham, and her children Allison and Daniel in Atherton.

**Renew your membership today!**

It’s that time of the year again to renew your membership to the LWVSSMC. Your dues help fund programs, host events, and inform members and the public.

**Thank you for your support throughout the years. Your**

**continued support is much appreciated.**

**Quick and Easy! Click on the link below to renew.**

<http://my.lwv.org/california/south-san-mateo-county/join>

**BYLAWS**

**League of Women Voters of South San Mateo County**

For the regulation, except as otherwise provided by statute, or its Articles of Incorporation, of the League of Women Voters of South San Mateo County, a California Nonprofit Public Benefit Corporation,

**ARTICLE I Name and Form**

**Section 1. Name.** The name of this corporation shall be League of Women Voters of South San Mateo 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 “LWVUS”), the League of Women Voters of California (herein referred to as “LWVC”) and the League of Women Voters of the Bay Area (herein referred to as “LWVBA”).

**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 l. Purpose**. The purposes of the League are to promote political responsibility through informed and active participation in government, and to act on selected governmental issues. 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 Articles, 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 the carrying-on of propaganda, or otherwise attempting to influence legislation.
**Section 2. Political Policy.** The League shall not support or oppose any political party or any candidate.
**Section 3.** **Diversity, Equity & Inclusion Policy.** The League is fully committed to ensure compliance—in principle and in practice—with LWVUS’ Diversity, Equity, and Inclusion Policy.

**[RATIONALE: this amendment is required by LWVUS. As such, it is shown as information only. ]
ARTICLE III Membership
Section l. Eligibility.** Any person who subscribes to the purpose and policy of the League shall be eligible for membership.

**Section 2. Types of Membership.** The membership of the League shall be composed of voting members and associate members. Only voting members shall bemembers within the meaning of the California Nonprofit Corporation Law.

1. Voting Members. Persons at least 16 years of age who join the League and pay dues shall be voting members of the League, LWVBA, LWVC, and of the LWVUS; (1) members are not required to live within our League area; (2) those who have been members of the League for 50 years or more shall be life members excused from the payment of dues.:
2. Associate Members. All others who join the League shall be associate members.

**Section 3. Termination of Membership.** The status of a member may be terminated as follows:

1. 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.
2. League membership automatically terminates upon the death of a member.
3. The board of directors (“board”) may terminate a member for non-payment of dues, as set forth in Article VII, Section 2*,* or may terminate or suspend a member for conduct which three-fourths of the board shall deem inimical to the best interests of the League. The board shall give such member fifteen days prior notice, with reasons, of the proposed termination or suspension. The member may submit a written statement to the board regarding the proposed termination or suspension not less than five days before the effective date of the proposed action. Prior to the effective date, the board shall review any statement submitted and shall determine the mitigating effect, if any, of the information in the statement on the proposed action. A suspended member shall not be entitled to exercise any of the voting rights set forth in these Bylaws.

**ARTICLE IV Board of Directors**

**Section l. Number of Directors.** The authorized number of directors shall not be more than 14 including the officers named in Article V. The office of president may be held concurrently by more than one person.

**Section 2. Selection**. The president, second vice-president, treasurer and two directors shall be elected in odd-numbered years. The first vice-president, secretary and three directors shall be elected in even-numbered years. The appointed directors shall be elected by a majority vote of the board as deemed necessary to carry on the work of the League.

**Section 3. Term of Office.** The terms of officers and elected directors shall be two years or until their successors have been elected and qualified. The terms of office shall begin on the first day of the fiscal year following the annual meeting at which they are elected. The term of appointed directors shall be one year or until the conclusion of the fiscal year during which the appointment was made.

**Section ~~4~~. Qualifications.** All members of the board shall be voting members of the League.

**Section 5. Vacancies.** A vacancy on the board of directors shall be deemed to exist in the case of death, resignation or removal of any director, or if the authorized number of directors is increased. A vacancy shall be filled, until the next annual meeting, by a majority vote of the board. A director may resign effective upon giving written notice to the president, secretary, or the board. Three consecutive absences from board meetings of any director, without valid reason, shall be deemed a resignation. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director’s term of office.

**Section 6. Powers and Duties.** Subject to the limitations of law, the articles of incorporation, and these bylaws, the activities and affairs of the League, and all corporate powers shall be exercised by or under control ofthe 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, the LWVBA Convention, and the annual meeting.

In executing the duties of their office, board members are expected to carry out applicable laws and regulations as well as League bylaws, mission, policies, principles, positions, standards, and procedures. Board members who do not shall be counseled. If violations persist, they may be removed from office by a two-thirds vote of the board of directors.

[RATIONALE: this amendment copies an amendment LWVUS made to its bylaws. Our board recommends this for approval as a best practice]

**Section 7. Meetings of the Board**

1. **Regular Meetings.** There shall be at least nine regular meetings of the board annually. No action taken at any regular board meeting attended by three-fourths of the directors shall be invalidated because of the failure of any director to receive a properly sent notice or because of any irregularity in a notice actually received.
2. **Special Meetings.** The president may call special meetings of the board and shall call a special meeting upon the written request of five members of the board.
3. **Notice.** Regular meetings may be held upon such notice as is determined by the board. Special meetings shall be held upon a minimum of four days’ notice if delivered by first-class mail, or forty-eight hours if delivered personally or by electronic means of communication.
4. **Quorum.** A majority of the board presently in office shall constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business even if directors withdraw, if any action taken is approved by at least a majority of the quorum required for the meeting.
5. **Participation in Meetings by Electronic Means.** Any one or moremembers of the board may participate in a meeting through the use of conference telephone or similar communications equipment, including, but not limited to, Internet "web meeting" or “conferencing” applications, so long as all members participating in such a meeting can simultaneously hear one another. Notice, quorum, and other requirements for the conduct of meetings shall apply.
6. **Adjournment**. A majority of the directors present, whether or not they constitute a quorum, may adjourn to another time and place. If the meeting is adjourned for more than twenty-four hours, notice of adjournment to another time or place shall be given before the adjourned meeting to those directors not present at the time of adjournment.
7. **Action Without Meeting.** Action without a meeting shall be reserved for those issues needing a decision before an in-person meeting is scheduled. The directors may take action between meetings by mail or an e-mail ballot, when necessary, provided that notice of the proposed action sets forth the proposed action, provides the opportunity to specify approval or disapproval of the proposal, and a reasonable time in which to return the ballot is allowed. Notice, quorum, and other requirements for the conduct of meetings shall apply. Ballots shall be filed with a report of the action and shall be a part of the minutes of the next meeting of the board.

**Section 8. Fees and Compensation**. Board members shall not be entitled to any compensation for services rendered as board members. However, a reasonable and proper compensation may be paid to any board member acting in a professional capacity on behalf of the League, provided that contracting for such services has been previously approved by the board. Board members may be reimbursed for their actual and necessary expenses incurred in the performance of their duties.

**ARTICLE V Officers**

**Section 1. The President.** The president shall preside at all board and business meetings of the League The president shall be an ex-officio member of all committees except the nominating committee and audit committee, if any, and shall have such usual powers of supervision and management as may pertain to the office of president and perform such other duties as may be designated by the board.

**Section 2. The Vice-Presidents**. In order of their rank, the vice-presidents shall, in the event of the absence, disability or death of the president, possess all the powers and perform all the duties of that office, until such time as the board of directors shall elect one of its members to fill the vacancy.

1. The first vice-president shall perform such administrative and other duties as the president and board may designate.
2. The second vice-president shall assume responsibility for the program of the League and shall perform such other duties as the president and board may designate.

**Section 3. The Secretary.** The secretary shall keep a book of minutes of all meetings of the board and its committees, including time and place, whether a regular or special meeting (and, if special, how authorized and the notice given), the names of those present, and the proceedings. The secretary may sign or endorse checks, drafts, or notes in case of absence, disability, or death of the treasurer. 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. The secretary shall have such other powers and perform such other duties as may be prescribed by the board.

**Section 4. The Treasurer.** The treasurer is the chief financial officer of the League and shall keep and maintain adequate and correct accounts of the properties and business transactions of the League. The treasurer shall have control of all funds of the League, subject to such regulations 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 money and other valuables in the name and to the credit of the League with such depositories as may be designated by the board. The treasurer shall disburse the funds of the 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 other powers and perform such other duties as may be prescribed by the board. The treasurer shall present statements to the board at its regular meetings, a financial report to the members at the annual meeting, and a financial report to the board within 120 days after the end of each fiscal year. The treasurer shall be responsible for filing federal, state and local government forms and payment of taxes and fees, as required by law.

**ARTICLE VI Committees**

**Section 1.** The board, by a majority vote of the officers and directors in office, may create one or more committees, each consisting of two or more voting members and their alternates.

**Section 2**. **Powers.** The board may delegate to such committees any of the authority of the board except with respect to:

1. The approval of any action for which the law also requires approval of the members;
2. The filling of vacancies on the board or on any committee that has the authority to act on behalf of the board;
3. The amendment or repeal of bylaws or the adoption of new bylaws;
4. The appointment of other board committees or the members thereof;
5. The expenditure of League funds to support a nominee for director after there are more people nominated for director than can be elected;
6. The approval of any self-dealing transaction, as such transactions are defined in law.

**Section 3. Standing Committees**. The standing committees of the board comprise:

1. **Nominating Committee.** The nominating committee shall consist of five members. The terms of office begin on the first day of the fiscal year.
2. Elected members – The chair and two members of the succeeding nominating committee shall be nominated by the current nominating committee and shall be elected at the annual meeting in odd-numbered years. The elected members shall not be directors.  They shall hold office for a term of two years or until their successors are elected and qualified.
3. Appointed members – At its first regular meetingfollowing each Annual Meeting, the board shall appoint two directors to the nominating committee. They shall hold office for a term of one year; their term of office shall expire at the end of that fiscal year.
4. Any midterm vacancy on the nominating committee shall be filled by the board.
5. **Budget Committee**. The budget committee shall be composed of the appointed chair, the treasurer (who shall not be the chair), and at least two members appointed by the president. The budget committee shall prepare an annual budget for the League and submit it to the board at least two months before the annual meeting.

**Section 4. Special Committees.** To support the work of the League and the president, the board may establish one or more special committees, with authority and responsibilities consistent with these bylaws. The committee chairs shall be appointed by the president, with approval by the board.

**ARTICLE VII Financial Administration**

**Section 1. Fiscal Year~~s~~.** The fiscal year of the League shall commence on the first day of July.

**Section 2. Dues.** Annual dues shall be determined at the annual meeting by a majority vote of voting members present. Such dues shall be payable by July 31. Any member who fails to pay dues within sixty days after they become payable shall no longer be a member of the League. New members shall have their dues pro-rated according to League policy.**Section 3. Budget.** The board shall submit the proposed budget to the members for adoption at the annual meeting. A copy of the proposed budget shall be sent to each member not less than twenty days before the annual meeting. The proposed budget shall provide for league operations and for all per member payments (PMP). The budget shall be adopted at the annual meeting by a majority of voting members present and voting.

**Section 4. Fiscal Report.** The board shall make available to the members an annual fiscal report, no later than 120 days following the end of the League’s fiscal year. Such a report shall include:

1. the assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
2. the principal changes in assets and liabilities, including trust funds, during the fiscal year;
3. the revenue or receipts of theLeague, both unrestricted and restricted to particular purposes, for the fiscal year;
4. the expenses or disbursements of the League, for both general and restricted purposes, during the fiscal year; and
5. 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 League.

**Section 5. 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 transactions 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 6. 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 7. Projects.** Only those projects approved by the board and within the scope of the purposes set forth in the articles of incorporation shall be funded.

**Section 8. Indemnification**

The League is empowered to indemnify its officers, directors and agents to the extent provided, and within the limitations imposed, by the law.

**Section 9. Distribution of Funds on Merger or Dissolution.** In the event of the merger or dissolution of this 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 corporation 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 Membership Meetings and Voting Rights**

**Section 1. Membership Meetings.** There shall be at least one meeting of the members each year. The time and place shall be determined by the board.

**Section 2. Annual Meeting.** An annualmeeting of members shall be held between May 1 and June 15, the exact date to be determined by the board of directors. At the annual meeting, voting members shall:

1. adopt a local program for the ensuing year;
2. elect officers, directors of the board;
3. elect members of the nominating committee, in odd-numbered years;
4. adopt an adequate budget; and
5. conduct such other business as may properly come before it. However, if less than one-third of the membership is present, action may be taken only on business contained in the annual meeting kit.

**Section 3. Voting.** Each voting member shall be entitled to one vote only at any meeting of members. Absentee or proxy voting shall not be permitted

**Section 4. Quorum.** A quorum for the annual meeting and for any meeting in which voting members are entitled to vote shall consist of five percent of the voting members.

**Section 5. Notice.** Written notice of each annual or special meeting shall be given between twenty and ninety days before the date of the meeting to each member of record. The board shall fix in advance a record date for the determination of the members entitled to vote. Such notice shall state the place, date and hour of the meeting and in the case of a special meeting. In the case of a special meeting, the notice shall include the general nature of the business to be transacted, with no other business permitted. In the case of the annual meeting, the notice shall state those matters which the board, at the time of the mailing of the notice, intends to present for action. The notice of any meeting at which officers or directors are to be elected shall include the names of all who are nominees at the time the notice is sent. The board may determine the method of giving notice, according to applicable law.

**Section 6. Special Meetings.** The board or the president may call special meetings of members, and five percent or more of the voting members may call a special meeting to remove directors and to elect their replacements.

**Section 7. Rights of Inspection**. Any member may have a list of members, their addresses, and voting rights. All records and bylaws may be inspected by any member at any reasonable time.

**ARTICLE IX Nominations and Elections**

**Section 1. Nominations.** The president shall notify the members of the contact information for the nominating committee chair. It shall be the duty of the nominating committee chair to solicit from members’ suggestions for nominations for the offices to be filled.

**Section 2.** **Report of the Nominating Committee and Nominations from the Floor.** The report of the nominating committee shall include nominees for directors and officers to be elected at the annual meeting. The report also shall include nominees for the nominating committee at annual meetings when such election is required (see Article VI.3.a). This report shall be sent to the members of record not less than twenty days before the annual meeting and presented at the annual meeting. Immediately following the presentation, additional nominations may be made from the floor by any member, provided that the consent of the nominee shall have been secured.

**Section 3. Elections.** The election shall be by ballot, except for those offices where there is but one nominee, in which case it shall be by voice vote of those members present, and qualified to vote. The majority of those voting by voice shall constitute an election. All elections for directors must be by ballot if a member so demands before the voting begins. If the election is by written ballot, the candidates receiving the highest number of votes of those persons voting are elected.

**ARTICLE X Program**

**Section 1. Principles.** The governmental principles as adopted by the LWVUSConvention, 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:

1. action to implement the Principles; and
2. those local governmental issues chosen for concerted study and action.

**Section 3. Adoption of Program.** Program is adopted according to the following procedures:

1. The board of directors shall consider the recommendations submitted by members at least two months prior to the annual meeting and shall formulate a proposed program.
2. the proposed program shall be submitted to the members of record not less than twenty days prior to the annual meeting, together with a list of items not recommended by the board.
3. a majority vote of voting members present, qualified to vote and voting on the question, shall be required for the adoption of the program proposed by the board.
4. any recommendation for program submitted to the board at least two months before the annual meeting, but not proposed by the board, may be adopted by voting members at the annual meeting, provided consideration is ordered by a majority vote and the proposal for adoption receives a two-thirds vote.
5. changes in program, in the case of altered conditions, may be made provided that:
6. information concerning the proposed changes has been sent to voting members at least two weeks prior to a general membership meeting at which the changes are discussed, and
7. final action by the membership is taken at a succeeding meeting.

**Section 4. Member Action.** Members may act in the name of the League only when authorized to do so by the board of directors at the appropriate level of League. Action must be in conformity with, not contrary to, a position taken by the local League, the LWVBA, LWVC, or LWVUS.

**ARTICLE XI Conventions and Councils**

**Section 1. National Convention.** The board of directors, at a meeting before the date on which the names of delegates must be sent to the LWVUS office, shall select delegates to that convention in the number allotted the League under the provisions of the bylaws of the 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 LWVC office, shall select delegates to that convention in the number allotted the League under the provisions of the LWVC bylaws.

**Section 3. State Council.** The board, at a meeting before the date on which the names of the presidents must be sent to the LWVC office, shall name the president or an alternate to that council, under the provisions of the LWVC bylaws.

**Section 4. Bay Area Convention.** the board, at a meeting before the date on which the names of delegates must be sent to the LWVBA, shall select delegates to that convention in the number allotted the League under the provisions of the LWVBA bylaws.

**Section 5. Bay Area Council.** the board, at a meeting before the date on which the names of the presidents and Bay Area chairs must be sent to the LWVBA, shall name the president or an alternate and the Bay Area chair or an alternate to the council, under the provisions of the LWVBA bylaws.

**ARTICLE XII Parliamentary Authority**

The rules in the current edition of *Robert’s Rules of Order, Newly Revised*, shall govern the League in all cases to which they are applicable and in which they are not inconsistent with these bylaws or the law

**ARTICLE XIII Amendments**

**Section 1. Annual Meeting** These bylaws may be amended by a two-thirds vote of the voting members present and voting at the annual meeting, provided that amendments were submitted to the membership in writing at least *20 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. Board of Directors.** When required by law or amendment of the LWVUS or the LWVC bylaws, these bylaws may be amended by the board of directors,

**Revision** adopted: May 10, 2018

Signed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
 Patti Fry, Secretary

Amended: