

LEAGUE OF WOMEN VOTERS OF LOS ANGELES COUNTY BYLAWS

Adopted by Annual Convention at Los Angeles County May 18, 1962.
Revised 1967, 1968, 1969, 1970, 1972, 1973, 1978, 1980, 1981, 1982, 1983, 1984, 1986, 1987, 1988, 1989,
1990, 1991, 1992, 1993, 1994, 1995 and 2006.

ARTICLE I **NAME**

Section 1. Name. The name of this corporation shall be the League of Women Voters of Los Angeles County, hereinafter referred to in these bylaws as LWV/LAC. This Inter-League Organization (ILO) is an integral part of the League of Women Voters of California and of the League of Women Voters of the United States.

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

ARTICLE II **PURPOSES AND POLICY**

Section 1. Purposes. The purposes of LWV/LAC are to promote political responsibility through informed and active participation of citizens in government and to act on selected governmental issues.

Section 2. Political Policy. The LWV/LAC shall not support or oppose any political party or any candidate.

ARTICLE III **MEMBERSHIP**

Section 1. How Composed. The LWV/LAC shall be composed of members of the local Leagues in the County which have been recognized by the League of Women Voters of the United States.

Section 2. Eligibility. Any person who subscribes to the purpose and policy of the League shall be eligible for membership.

- (a) Voting members are persons who are citizens of the United States at least 18 years of age.
- (b) Associate members are all other persons enrolled in local Leagues.

Section 3. Termination of Membership. The board may terminate or suspend a membership or expel or suspend a member for nonpayment of fees, periodic dues or assessments 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 or failure to satisfy such membership qualifications. The board shall give the Member who is the subject of the proposed action 15 days' prior notice of the proposed expulsion, suspension or termination and the reasons therefor. The Member may submit a written statement to the board regarding the proposed action not less than five days before the effective date of the proposed expulsion, suspension or termination. Prior to 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 Member shall not be entitled to exercise any of the voting rights set forth in these bylaws.

ARTICLE VI **BOARD OF DIRECTORS**

Section 1. Number of Directors. The authorized number of directors shall be no more than sixteen until changed by amendment of the 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. Procedures for election of officers, who also serve as directors, are delineated in Article V, Section 1. The other six (6) elected directors shall be elected, three (3) each year, along with the designated officers, by a majority of the delegates voting at the annual convention and shall take office at the April joint board meeting following the annual convention. The elected directors may appoint up to five (5) additional directors.

Section 3. Term of Office. The elected directors shall hold office for a term of two (2) years or until their successors have been elected or appointed and qualified. The term of office of appointed directors shall expire at the April joint board meeting in the year following their appointment.

Section 4. Qualifications. All directors must be voting members of the League.

Section 5. Vacancies. Subject to the provisions of Section 5662 of the California Nonprofit 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 time, a successor may be elected before such time, to take office when the resignation becomes effective.

Vacancies in the board shall be filled in the same manner as the officer(s) and director(s) whose office is vacant was selected, by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so elected shall hold office until the next annual convention when a successor has been elected and qualified.

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 be increased.

The board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit 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 of Incorporation 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, and the annual convention. It shall create and designate such special committees as it may deem necessary.

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 the other officers, 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.
- (b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefore not inconsistent with law, the Articles or these bylaws, as they may deem best.
- (c) To authorize the issuance of memberships of 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 therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Section 7. Regular Meetings. There shall be at least five (5) regular meetings of the board annually. The president shall notify each director of all regular meetings by electronic means or regular mail at least one week before any such meeting, giving the time and place of the meeting. No action taken at any regular board meeting attended by three-fourths of the 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 or upon written request of three members of the board.

Special meetings of the board shall be held upon five (5) days' notice by first class mail or forty-eight (48) hours' notice given personally or by telephone or by electronic or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is 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 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, 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 the board of directors 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 the act of the board, unless a greater number be required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meetings.

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 be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the 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 of which such a person is a director.

Section 14. Committees. The board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any 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 or approval of a majority of all Members;
- (b) The filling of vacancies on the board or on any committee which has the authority to act on behalf of the board;
- (c) The 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 expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) 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 by such other name as the board shall specify. The board may appoint, in the same manner, alternate members of any 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 the president, the first vice president, one member of the board appointed by the president, and two members of the board elected by the board. 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 and two members who shall have been nominated for appointment by the president 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 two months 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 expense as may be fixed or determined by the board.

Section 18. Nonpartisanship Policy. The board of directors shall adopt a nonpartisanship policy. This policy shall remain in effect until amended by the board. The board shall have final authority to determine if a director is acting in accordance with that policy.

ARTICLE V
OFFICERS

Section 1. Enumeration and Election of Officers. The officers of LWV/LAC shall be a president, a first vice president, a second vice president, a secretary and a treasurer, who shall be elected for a term of two years by the annual convention. The president, first vice president and treasurer shall be elected in even-numbered years, the second vice president and secretary shall be elected in odd-numbered years. They shall hold office until their successors have been elected and qualified.

Section 2. The President. The president shall preside at all meetings of the corporation and of the board of directors unless the president designates someone else to preside instead. In the absence or disability of the

treasurer, the president may sign or endorse checks, drafts, and notes. The president shall appoint a bylaw chair and a budget chair. The president shall be an ex-officio member of all committees except the nominating 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 Two Vice Presidents. The vice presidents shall perform such duties as the president may designate. The two vice presidents, in the order of their rank, shall, in the event of disqualification, resignation, disability or death of the president, possess all the powers and perform all the duties of that office until the vacancy is filled as provided in Article IV, Section 5 of these bylaws.

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 by 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 moneys 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, shall present periodic statements to the board at its regular meetings and an annual report to the annual convention and shall have such other powers and perform such other duties as may be prescribed by the board.

ARTICLE VI

OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. 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 the president or any vice-president and the secretary, any assistant secretary, the treasurer or any assistant treasurer of the corporation, shall be valid and binding 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 or any other officer or officers 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 so to do 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 purpose 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; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes 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 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 by or in 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 an action brought by the Attorney General or a person granted relater 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 preceding by judgment, order, settlement, conviction or upon a plea of nolo 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 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 relater 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 interests 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 of 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 d isposed of without court approval, unless it is settled with the 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 the 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 the Article, any indemnification under this Article shall be made by the corporation only if authorized in the specific case, upon 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 proceedings 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.

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 its 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, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons 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 in the proceeding in which the expenses were incurred or other amount were paid, which prohibits or otherwise limits indemnification; or

(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 agent's 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 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 LWV/LAC commences on March 1 of each year. The books of the corporation shall be audited annually.

Section 2. Budget. The board shall submit to the annual convention for adoption a budget for the ensuing year. A copy of the budget shall be sent to each local League president at least one month in advance of the annual convention.

Section 3. Fiscal Reports. The board shall send to members on an annual basis a fiscal report containing the following information. Such report shall be presented at annual convention or be sent no 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, both unrestricted and restricted to particular purposes, for 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 party and in which any 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 per cent (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), or which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than forty thousand dollars (\$40,000).

(2) The names of the interested persons involved in such transactions, stating such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such 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 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 League of Women Voters of California. 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 an officer or employee of the organization having possession of same to such person, organization or corporation, for such public, charitable or educational uses and purposes as may be designated by the board.

ARTICLE IX
ANNUAL CONVENTION AND VOTING RIGHTS

Section 1. Place, Date, Call and Notification. An annual convention of the LWV/LAC shall be held annually during the month of March. The time and place of the annual convention shall be determined by the board of directors. The president shall send a first call for the annual convention to the presidents of local Leagues not less than two months prior to the opening of the annual convention fixed in said call. Thereafter the board of directors may advance or postpone the opening date of the annual convention not more than two weeks from the date fixed in the first call. A final call for the annual convention shall be sent by the president to the presidents of the local Leagues at least thirty days before the annual convention.

Section 2. Composition. The annual convention shall consist of the president of each local League, or an alternate, the delegates chosen by the local Leagues, as provided in Section 4 of this Article, and the members of the board of directors of the LWV/LAC.

Section 3. Qualification of Delegates and Voting. Each delegate shall be a voting member of a recognized local League in the County of Los Angeles in the State of California. Each delegate shall be entitled to one vote only at the annual convention even though the delegate may be attending in two or more capacities. Absentee or proxy voting shall not be permitted. The annual convention shall be the sole judge of whether a delegate is qualified to vote.

Section 4. Representation. The members of the League of Women Voters of the United States who are organized into recognized local Leagues in the State of California, County of Los Angeles shall be entitled to

delegates in addition to the local League president as provided in Section 2 above in the proportion to membership as of January 1 according to the following table:

50 members or fewer (inclusive)	1 delegate	251-300 members (inclusive)	6 delegates
51 – 100 members	“ 2 delegates	301-350 members	“ 7 delegates
101–150 members	“ 3 delegates	351-400 members	“ 8 delegates
151-200 members	“ 4 delegates	401-450 members	“ 9 delegates
201-250 members	“ 5 delegates	451-500 members	“ 10 delegates

And, in the same manner, an additional delegate for each additional 50 members or fraction thereof.

Section 5. Powers.

- (a) The convention in even-numbered years shall elect officers, directors, and the chair and two members of the nominating committee, shall adopt a budget for the ensuing year, shall consider and authorize a program, shall transact such other business as shall be properly presented and shall give guidance to the board on program and methods of work.
- (b) The convention in odd-numbered years shall elect officers and directors, shall adopt a budget for the ensuing year, shall transact such other business as may be properly presented and shall give guidance to the board on program and methods of work. This convention is authorized to change the program only in the event of an emergency, provided that notice of any proposed change shall have been sent to the presidents of local Leagues in the county at least one month in advance of the convention. A two-thirds vote shall be required to adopt any change.

Section 6. Quorum. A quorum shall consist of a majority of the delegates registered at the annual convention provided that no less than a majority of local Leagues are represented.

Section 7. Notice of Annual Convention or Special Meetings. Written notice of each annual convention or special meeting of members shall be given not less than thirty (30) days for annual convention and thirty-five (35) days for special meetings nor more than ninety (90) days before the date of the convention or meeting to each member entitled to notice thereof; provided, however, that 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 forty (40) days before the meeting for annual convention and not less than forty-five (45) days before the meeting for special meetings. Such notice shall state the place, date and hour of the meeting and (a) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (b) in the case of the annual convention those matters which the board, at the time of the mailing of the notice, intends to present for action by the members, but subject to the provisions of applicable law, any proper matter may be presented at the meeting for such action. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is sent to members.

Notice of members' meetings shall be given either personally or by mail or by other means of written communication, addressed to a member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice, or, if no such address appears or is given, at the place where the principal office is located. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other 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 recipient.

Section 8. Record Date. The board may fix, in advance, a record date for the determination of the local League members entitled to notice of any annual convention or entitled to exercise any rights in respect of any lawful

action. The record date so fixed shall be neither more than sixty (60) days nor less than ten (10) days prior to the date of the annual convention, nor more than sixty (60) days prior to any other action. When a record date is so fixed, only League 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 convention 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 9. Inspection of Corporate Records. Subject to Sections 6330, 6331 and 6332 of the California Nonprofit Public Benefit Corporation Law, members may do either or both of the following for a purpose reasonably related to such member's interest as a member:

(a) Inspect and copy the record of all names, addresses and voting rights of 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.

(b) Obtain from the secretary of the corporation, upon written demand and tender of a reasonable charge, a list of the 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 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 purpose 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 members and the board and committees of the board shall be open to inspection upon written demand on the corporation of any member at any reasonable time for a purpose reasonably related to such person's interests as a member.

Section 10. 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 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) members, two (2) of whom shall be members of the board of directors. The chair and two (2) members, who shall not be members of the board of directors, shall be elected by the annual convention in the even-numbered years.

Nominations for these offices shall be made by the current nominating committee. Further nominations may be made from the floor of the annual convention. They shall hold office for a term of two years or until their successors are elected and qualified. The other members of the committee shall be appointed by the board of directors at the first regular meeting of the board of directors following May 1 following the annual convention and their term of office shall expire concurrently with the term of office of the elected members.

(b) Any vacancy occurring in the nominating committee by reason of disqualification, resignation, disability or death shall be filled by the board of directors.

(c) The president of the LWV/LAC shall send the name and address of the chair of the nominating committee to the president of each recognized local League. It shall be the duty of the chair of the nominating committee to solicit from each local League, through its president, suggestions for nominations for the offices to be filled. Any member may send suggestions to the nominating committee.

Section 2. Report of Nominating Committee and Nominations from the Floor. The report of the nominating committee of its nominations for officers, directors and the chair and two (2) members of the succeeding nominating committee shall be sent to local Leagues one (1) month before the date of the annual convention. Immediately following the presentation of this report, nominations may be made from the floor by any member of the annual convention provided that the consent of the nominee shall have been secured.

Section 3. Election. The election shall be in the charge of an election committee appointed by the president. The election shall be by ballot under the direction of the election committee; except when there is but one nominee for each office, it shall be in order to move that the secretary cast the ballot for every candidate. A majority vote of those present and qualified to vote and voting shall constitute an election.

ARTICLE XI

PROGRAM

Section 1. Principles. The governmental principles adopted by the national convention and supported by the League as a whole, constitute the authorization for the adoption of program.

Section 2. Program. The program shall consist of (a) action to implement the principles and (b) those governmental issues chosen for concerted study and action.

Section 3. Annual LWV/LAC Convention Action.

- (a) The board of directors shall consider the recommendations which have been sent in by the local Leagues at least six (6) weeks prior to the annual convention, and in even-numbered years, shall formulate a proposed program which shall be submitted by the board to the local League boards at least one (1) month before the annual convention together with a list of non-recommended program subjects.
- (b) A majority vote of the annual convention shall be required for adoption of the program proposed by the board of directors.
- (c) Any recommendation for the program submitted to the board of directors at least six (6) weeks before the annual convention but not proposed by the board may be adopted by the annual convention, provided consideration is ordered by a majority vote and the proposal for adoption receives a three-fifth (3/5) vote.
- (d) A period of recess shall intervene between the time program proposals are moved and seconded and the time at which final vote on adoption takes place.
- (e) The convention in odd-numbered years may change the program as provided in Article IX, Section 5.

Section 4. Member Action. Members of local Leagues may act in the name of the LWV/LAC only when authorized to do so by the board of directors. They may act only in conformity with and not contrary to a position taken by the local League, the County League, the State League and National League.

Section 5. Local League Action. Local Leagues may take action on county governmental matters only when authorized by the board of directors of the LWV/LAC.

ARTICLE XII
NATIONAL CONVENTION, STATE CONVENTION, COUNCIL

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 national office shall select delegates to that convention in the number allotted the LWV/LAC under the provisions of the bylaws of the League of Women Voters of the United States.

Section 2. State Convention. The board of directors at a meeting before the date on which the names of delegates must be sent to the state office shall select delegates to that convention in the number allotted the LWV/LAC under the provisions of the bylaws of the League of Women Voters of California.

Section 3. State or National Council. The board of directors at a meeting before the date on which the name of the president or alternate must be sent to the state or national office shall name the president or alternate to that council under the provisions of the bylaws of the League of Women Voters of California or the League of Women Voters of the United States.

ARTICLE XIII
PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority. The rules contained in *Robert's Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XIV
AMENDMENTS

These bylaws may be amended at any annual convention by a two-thirds (2/3) vote using the following procedure:

- (a) Amendments to these bylaws may be proposed by any local League board, provided such proposed changes shall be submitted to the bylaws committee of LWV/LAC at least three (3) months prior to an annual convention.
- (b) All proposed amendments shall be sent to the LWV/LAC board of directors from the bylaws committee at least two (2) months prior to the annual convention.
- (c) Proposed amendments shall be sent with the annual convention kit by the LWV/LAC board to the president of all local Leagues at least one (1) month prior to the annual convention, together with the recommendations of the board of directors.
- (d) The presidents of all local Leagues shall notify the members of their respective Leagues of the proposed amendments. The failure of the local League president to give such notice or failure of any member to receive such notice shall not invalidate amendments to the bylaws.