

**BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF CALIFORNIA
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION
921 11th Street, Suite 700, Sacramento 95814**

**ARTICLE I
NAME AND OFFICE**

Section 1. Name. The name of this corporation shall be the League of Women Voters of California (hereinafter referred to as the “LWVC”). The LWVC is an integral part of the League of Women Voters of the United States (hereinafter referred to as the “LWVUS”).

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

Section 3. Principal Office. The principal office of the LWVC shall be maintained at such location in the State of California as may be determined by the board of directors (hereinafter referred to as the “board”). The board is granted full power and authority to change said principal office from one location to another.

**ARTICLE II
PURPOSES AND POLICIES**

Section 1. Purposes. The purposes of the LWVC are:

- (a) To promote political responsibility through informed and active participation in government.
- (b) To act on selected governmental issues.

Section 2. Policies. The policies of the LWVC are:

- (a) **Political Policy.** The LWVC shall not support or oppose any political party or any candidate.
- (b) **Diversity, Equity & Inclusion Policy.** The LWVC is fully committed to ensure compliance – in principle and in practice – with LWVUS’ Diversity, Equity, and Inclusion Policy.

**ARTICLE III
MEMBERSHIP**

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

Section 2. Types of Membership.

- (a) **Voting Members.** Persons at least 16 years of age who join the League in California shall be voting members. Such persons include:

- (1) An individual who joins the LWVC or a local League.
 - (2) Student Member. A member of a local League who is enrolled either full- or part-time in an accredited institution.
 - (3) Life Member. An individual who has been a member of the League for 50 years. A life member is exempt from paying dues to the LWVC.
 - (4) Member-at-Large. An individual who resides outside the area of a local League or is not enrolled in a local League, but who pays annual dues to the LWVC in an amount determined by the board of the LWVC.
- (b) **Associate Local League Members.** All other persons enrolled in a local League shall be associate (nonvoting) members.

Section 3. Termination of Membership.

- (a) A member may at any time voluntarily resign by delivering a written notice to the secretary. Resignation will be effective on the date and time of the receipt of such notice.
- (b) League membership automatically terminates upon the death of a member.
- (c) The board may terminate or suspend a membership, or expel or suspend such a member, for nonpayment of dues or for conduct that the board shall deem inimical to the best interests of the LWVC, including, without limitation, flagrant violation of any provision of these bylaws or failure to satisfy such membership qualifications.

ARTICLE IV RECOGNITION OF LOCAL LEAGUES, MEMBER-AT-LARGE UNITS AND INTER-LEAGUE ORGANIZATIONS

Section 1. Local Leagues. Local Leagues are those Leagues within the State of California that have been recognized by the LWVUS.

Section 2. Recognition of Local Leagues by the LWVUS. The board shall recommend to the LWVUS that it recognize as a local League any group of members of the LWVC in any community within California provided the group meets qualifying standards for local Leagues as adopted by the LWVUS.

Section 3. Recognition of Member-at-Large (MAL) Units by the LWVC. The board has the responsibility for the establishment of new Leagues. The board may authorize the establishment of MAL units in communities in which a group wants to establish a local League or in which the establishment of a recognized local League is not feasible. The MAL units shall operate within the limitations established by the LWVUS and with guidelines adopted by the LWVC board.

Section 4. Recognition of Inter-League Organizations (ILOs) by the LWVC. Members enrolled in local Leagues may organize an ILO to promote the purposes of the League and to take

action on governmental matters within its jurisdiction. ILOs must meet the qualifying standards of the LWVUS and guidelines adopted by the LWVC board.

Section 5. Withdrawal of Recognition. In the event of recurring failure of a local League, MAL unit or ILO to meet these qualifying standards, the board may recommend to the LWVUS that it withdraw recognition. All funds held by a local League or MAL unit from which recognition has been withdrawn shall be paid to the LWVC. All funds held by an inter-League organization from which recognition has been withdrawn shall be prorated among member Leagues by size of membership.

ARTICLE V **BOARD OF DIRECTORS**

Section 1. Number of Directors. The authorized number of directors, including the officers designated in Article VI Section 1, shall not be less than five and no more than 21. The exact number of authorized directors shall be fixed by a resolution adopted by the board.

Section 2. Selection of Directors.

(a) Of the authorized number of directors established by the board, at least two-thirds shall be elected by a majority of those eligible to vote and voting at the convention.

(b) Up to one-third of the authorized number of directors may be elected by the current directors.

Section 3. Term of Office. All directors shall take office on July 1 following the convention and serve for two years or until their successors have been elected and qualified.

Section 4. Qualifications. All directors must be voting members of the LWVUS and of the LWVC.

Section 5. Vacancies. Vacancies (including those caused by removal of a director) may be filled by a majority vote of the remaining directors. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified. A vacancy in the board shall be deemed to exist in case of the death, resignation or removal of any director.

Section 6. Powers. Subject to the limitations of the law, articles of incorporation of this corporation, and these bylaws, the activities and affairs of the LWVC 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 convention.

Section 7. Duties. 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.

Section 8. Regular Meetings. There shall be at least five regular meetings of the board annually

at such time and place as the board may determine.

Section 9. Special Meetings. Special meetings of the board for any purpose may be called at any time by the president or any five directors. Members of the board shall be notified in writing of the time and place of special meetings at least three days prior to such meeting.

Section 10. Quorum. A majority of the directors currently in office shall constitute a quorum; and a majority of the members in attendance at any board meeting shall, in the presence of a quorum, decide its action.

Section 11. Meetings by Other Means. Any communications equipment may be used if all of the following apply:

- (a) Each director participating in the meeting can communicate with all of the other directors concurrently or serially;
- (b) Each director is provided the means of participating in all matters before the board; and
- (c) The LWVC has means of verifying (1) that all persons participating in the meeting are directors of the LWVC or are otherwise entitled to participate in the meeting, and (2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

Section 12. Action Without Meeting. Any action required or permitted to be taken by the board may be taken without a meeting if all directors shall individually or collectively consent to such action. Such written consents shall be filed with the minutes of the proceedings of the board. Such written consents shall have the same force and effect as the unanimous vote of such directors.

Section 13. Notice. Notice of the time and place of regular meetings of the board shall be provided to all directors not less than one week before the date of the meeting.

Section 14. 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 meeting.

Section 15. 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 LWVC of which such person is a director.

Section 16. Fees and Compensation. Directors and members of the committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the board.

Section 17. Removal and Resignation. Except as provided herein, any director may resign by giving written notice to the president or the secretary. The resignation shall be effective when the

notice is given unless it specifies a later effective date (the board may elect a successor director before such time, to take office as of the date when the resignation becomes effective.) Except on notice to the California Attorney General, no director may resign if, by doing so, this corporation would be left without a duly elected director or directors. Any director may be removed, with or without cause, by approval of the members.

ARTICLE VI **OFFICERS**

Section 1. Enumeration and Term of Officers. The officers of the LWVC shall be a president, a first vice president, a second vice president, a secretary and a treasurer. Such officers shall be elected at the convention by a majority vote of those eligible to vote and voting at the convention. They shall take office on July 1 after being elected at the convention and hold office for two years, or until their successors have been elected and qualified. The office of president may be held concurrently by more than one director. If there are co-presidents, all references to the “president” in these bylaws shall be interpreted in the plural. Co-presidents may act independently with the full authority of the office, but they must agree to this collectively in advance.

Section 2. Removal and Resignation of Officers. Any officer may resign at any time by giving written notice to the board, president or secretary of this corporation, but without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party. Any such resignation shall take effect on the date such notice is received or at any later time specified therein. Unless specified otherwise in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Vacancies of Officers. Vacancies (including those caused by removal of an officer) may be filled by a majority vote of the remaining directors. Each director so selected shall hold office until the expiration of the term of the replaced officer and until a successor has been selected and qualified.

ARTICLE VII **COMMITTEES**

Section 1. Board Committees. The board may by a majority vote of the directors then in office, establish committees comprised of two or more directors (and no one who is not a director) as required to carry out the activities of the LWVC with the authority of the board except those responsibilities prohibited by law. The members of the committee shall be appointed and may be removed, with or without cause, by the board.

Section 2. Other Committees. The board may create committees that are not board committees as deemed appropriate, consisting of directors or persons who are not directors, which shall not exercise powers of the board. Other committees may be delegated with implementation of certain specified tasks under the direction and control of the board. Notice of, and procedures for, meetings of such committees shall be as prescribed by the chair of each such committee, and meetings may be called by the board, the president, or the chair of the committee.

(a) The Nominating Committee. The nominating committee shall consist of five members. The chair and two members shall be elected by the convention. Nominations for these offices shall be made by the current nominating committee. Further nominations may be made from the floor of the convention. Nominating committee members shall hold office for a term of two years beginning July 1 after the convention or until their successors are elected and qualified. Two members of the committee shall be appointed by the board and their term of office shall run concurrently with the term of office of the elected members. The president is not eligible to serve on the committee.

(1) Any vacancy occurring in the nominating committee shall be filled by the board.

(2) The names and contact information of the nominating committee shall be sent to the local League and ILO presidents. The nominating committee shall solicit from each local League and ILO, through its president, suggestions for nominations for the offices to be filled.

(3) Any LWVC member may send suggestions to the nominating committee for nominations for the offices to be filled.

(4) The report of the nominating committee of its nominations for officers, directors, and the chair and two members of the succeeding nominating committee shall be sent to local Leagues and ILOs one month before the convention. The report of the nominating committee shall be presented to the convention on the first day of the convention. Immediately following the presentation of this report, nominations may be made from the floor by any member of the convention, provided that the consent of the nominee shall have been secured.

(b) Audit Committee. The board shall appoint an audit committee to oversee the LWVC's financial controls and procedures on behalf of the board. The audit committee shall consist of three members, one of whom shall be a person who is not on the board. The president, treasurer and staff members are not eligible to serve on the committee. No more than one member of the finance committee may serve on the audit committee. The chair of the audit committee shall not be a member of the finance committee and shall be selected by majority vote of the committee members.

ARTICLE VIII

FINANCIAL ADMINISTRATION

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

Section 2. Budget. The board shall submit a biennial budget to the convention for adoption. The budget shall provide for the support of the LWVC. A copy of the budget shall be sent to each local League and ILO president at least one month in advance of the convention.

Section 3. Fiscal Report. The board shall publish an annual financial report not later than 120 days following the end of the LWVC's fiscal year.

Section 4. Transactions with Interested Persons. Within 120 days of the end of the LWVC's fiscal year, the board shall publish a report of any transaction in which the LWVC, its parent or subsidiary was a party and in which any officer or director of the LWVC had a direct or indirect material financial interest and any indemnifications that were paid.

Section 5. Financial Support.

(a) Local League members and associate local League members shall pay annual dues to the local League. Each local League shall pay to the LWVC a uniform amount (per member payment, or PMP) for each such member. The PMP shall be reduced by one-half for each additional member residing in the same household. No PMP is owed for student members. The amount of PMP is to be determined according to the amount necessary to fund the LWVC as provided for in the budget adopted by the convention.

(b) The LWVC may authorize the payment of a designated part of each PMP to the League of Women Voters of California Education Fund.

Section 6. Indemnification. The LWVC is empowered to indemnify its officers, directors and agents to the extent provided, and within the limitations imposed by law.

Section 7. Endorsement of Documents, Contracts. Subject to the provisions of applicable law and unless authorized by the board, no officer, agent or employee shall have any power to bind the LWVC by any contract, engagement or pledge to its credit or to render it liable for any purpose or amount.

ARTICLE IX
CONVENTION AND VOTING RIGHTS

Section 1. Place and Date. The LWVC shall hold a biennial meeting of all members by representation through elected delegates. The meeting shall be called a convention and shall be held in April, May or June in odd-numbered years. The time and place of the convention shall be determined by the board.

Section 2. Composition. Voting Body. The voting body shall consist of:

- (a) the delegates chosen by the local Leagues in the number provided in Section 4 of this article;
- (b) the local League and ILO presidents or alternate; and
- (c) the directors of the LWVC.

Section 3. Voting. Each delegate, local League and ILO president, and director shall be entitled to one vote only at the convention. Absentee or proxy voting shall not be permitted. Each local League president and delegate shall be entitled to vote only if that League has met its per member payment (PMP) responsibilities. The board may make an exception in the case of proven hardship. All elections for officers and directors must be by ballot upon the written demand of a delegate,

local League or ILO president, or director at the convention and 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. Voting shall in all cases be subject to the provisions of the California Nonprofit Public Benefit Corporation Law. Cumulative voting shall not be allowed.

Section 4. Representation. The local Leagues shall be entitled to delegates in proportion to their membership as of the record date of the year of the convention in accordance with Article IX, Section 9. Each local League shall be entitled to at least one delegate in addition to the local League president as provided in Article IX, Section 2(b). When local League membership reaches 51 voting members, the local League shall be entitled to one additional delegate. Thereafter, one additional delegate shall be authorized for each additional 50 members.

Section 5. Authorization for Action. The convention shall consider and authorize for action a program, shall elect directors and officers and three members of the nominating committee, shall adopt a budget for the next two fiscal years, and shall transact such other business as shall be presented.

Section 6. Quorum. A quorum shall consist of a majority of the voting body currently registered at the convention, provided that not less than a majority of local Leagues are represented.

Section 7. Election Committee. The election committee appointed by the president on the first day of the convention shall be in charge of the election. The election shall be by ballot, except that if there is but one nominee for each office, it shall be by voice vote. A majority vote of those present and qualified to vote and voting shall constitute an election.

Section 8. Notice of Convention. The first call to the convention shall be sent to local League and ILO presidents, and directors not less than 90 days prior to the opening date of the convention to fix the place, date and hour of the convention. A final call to the convention shall be sent to local League and ILO presidents, and directors not less than 30 or more than 90 days before the convention. The final call shall include matters that the board intends to present for action, and shall include the names of all those who are nominees for director. Subject to the provisions of applicable law, any proper matter may be presented at the convention for such action.

Section 9. Record Date. The official membership count shall be determined by record of voting members as reported to the LWVUS in January of the year in which the LWVC convention is held.

Section 10. Inspection of Corporate Records. Subject to California Nonprofit Public Benefit Corporation Law, delegate members, local League and ILO presidents, and directors may demand inspection of corporate records.

ARTICLE X

COUNCIL AND MEMBERSHIP MEETING IN EVEN YEARS

Section 1. Composition. A meeting of members in even-numbered years, called a council, may be held through representation in accordance with the procedures and for the purposes set forth in

the bylaws. A council may be held each even-numbered year in the interim between conventions. The council shall be composed of the local League and ILO presidents, or an alternate, as the delegate of the members of such local League and ILO, and directors of the LWVC.

Section 2. Place, Date, Call and Notification. The council may be held approximately 12 months after the preceding convention. The time and place of the meeting shall be determined by the directors. The president shall send a notice to the local League and ILO presidents, and directors not less than 30 days or more than 90 days before a council meeting. Special meetings may be called in case of extreme emergency.

Section 3. Voting. Each delegate member and director shall be entitled to only one vote at council. Absentee or proxy voting shall not be permitted.

Section 4. Powers. The council may give guidance to the board on program and methods of operation. The council shall transact such other business as may properly come before it. In an emergency, the council may change the program of the LWVC, as defined in these bylaws, upon the recommendation of the board of directors, a local League or ILO, using the following procedure:

- (a) At least 60 days prior to the council meeting, any local League proposing a change shall submit it to the board which shall decide whether to recommend it;
- (b) No more than 60 or less than 20 days prior to the council meeting, the board shall send all proposed changes to the presidents of local Leagues and ILOs;
- (c) Any change proposed by a local League or ILO and not recommended by the board shall require a majority vote of the council for consideration; and
- (d) A three-fifths vote shall be required to adopt any change.

Section 5. Quorum. A quorum shall consist of not less than 50 percent of the number of local League and ILO presidents plus a majority of the board of directors.

ARTICLE XI **PROGRAM**

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

Section 2. Program. The program of the LWVC shall consist of:

- (a) action to implement the Principles; and
- (b) those governmental issues chosen for concerted study and action.

Section 3. Convention Action. The convention shall act upon the program using the following procedures:

- (a) Local League and ILO boards may make recommendations to the board by a date, set by the board, that falls within four months prior to convention.
- (b) The board shall consider the recommendations and shall formulate a proposed program that shall be submitted to the local League and ILO boards of directors at least one month prior to the convention, together with a list of not-recommended items.
- (c) A majority of those present and voting shall be required for the adoption of the program proposed by the board; and
- (d) Any recommendations for the program submitted to the board by the deadline set by the board prior to the convention, but not proposed by the board, may be adopted by the convention, provided consideration is ordered by a majority vote and, on a following day, the proposal for adoption receives a three-fifths vote.

Section 4. Council Action. The council may change the program as provided in the bylaws.

Section 5. Member Action. Members may act in the name of the LWVC only when authorized to do so by the board.

Section 6. Local League and Inter-League Organization Action. Local Leagues and ILOs may take action on state governmental matters only when authorized by the LWVC board. Local Leagues and ILOs may act only in conformity with, and not contrary to, the position taken by the LWVC.

ARTICLE XII **AMENDMENTS**

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

- (a) Proposals for bylaw amendments shall be submitted by any local League or ILO board of directors to the board no later than December 15 prior to a convention;
- (b) All such proposed amendments with the recommendations of the board shall be published not less than 30 days prior to the convention; and
- (c) The presidents of the local Leagues shall notify the members of their respective Leagues of the proposed amendments. The failure of a local League president to give such notice or failure of any member to receive such notice shall not invalidate the amendments to the bylaws.

Section 2. When required by law or amendments of the LWVUS bylaws, these bylaws may be amended by the board of directors.

CERTIFICATION OF ADOPTION

I, Caroline de Llamas, Secretary of the League of Women Voters of California (LWVC), do hereby certify that delegates to LWVC Convention 2017 adopted the above Bylaws Revision on June 4, 2017, effective upon adoption.



Caroline de Llamas, LWVC Secretary

Dated: June 20, 2017

Amended: June 2, 2019 LWVC Convention; June 12, 2021 LWVC Convention; July 17, 2021 LWVC Board of Directors.