

**BYLAWS
OF
LEAGUE OF WOMEN VOTERS OF CALIFORNIA EDUCATION FUND
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

500 Capitol Mall, Suite 2350 #5001, Sacramento, California 95814

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OF
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A CALIFORNIA PUBLIC BENEFIT CORPORATION
1107 9th Street, Suite 300, Sacramento, California 95814**

**ARTICLE I
NAME AND OFFICES**

Section 1. Name. The name of this corporation shall be League of Women Voters of California Education Fund (hereinafter referred to as the "LWVCEF").

Section 2. Principal Office. The principal office of the LWVCEF for the transaction of its business is located in Sacramento County, California.

Section 3. Other Offices. The LWVCEF may have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

**ARTICLE II
PURPOSE AND POLICY**

Section 1. Purpose. The primary objectives and purposes of the LWVCEF shall be:

- (a) to promote citizen participation in the democratic process by providing nonpartisan information about candidates, issues, and governmental processes;
- (b) to study key community issues at all governmental levels in an unbiased manner; and
- (c) to enable people to seek positive solutions to public policy issues through education and conflict management.

Section 2. Policy. The LWVCEF shall be nonpartisan. The LWVCEF shall not support or oppose any political party, candidate for public office, or ballot measure, or otherwise attempt to influence legislation.

**ARTICLE III
MEMBERS**

The LWVCEF shall have no members. Any action which would otherwise require approval of the members shall require only approval of the board of directors.

**ARTICLE IV
DIRECTORS**

Section 1. Number. The authorized number of directors of the LWVCEF shall be not less than seven nor more than 21, including the officers designated in Article V, Section 1, and collectively they shall be known as the board of directors (the "board").

Section 2. Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the articles of incorporation and bylaws, the activities and affairs of the LWVCEF shall be conducted, and all corporate powers shall be exercised, by or under the direction of the board.

Section 3. Duties. It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;

- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the LWVCEF;
- (c) Supervise all officers, agents and employees of the LWVCEF to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these bylaws.
 - (e) Register their addresses with the secretary of the LWVCEF and notices of meetings mailed to them at such addresses shall be valid notices thereof.

Section 4. Election and Term of Office. Directors shall be elected at the annual meeting of the board which coincides with the League of Women Voters of California convention. Directors shall take office on July 1 following the election and shall serve for a two-year term, or until their successors have been elected and qualified.

Section 5. Vacancies. Vacancies on the board shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is 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 under the provisions of the California Nonprofit Public Benefit Corporation Law.

Any director may resign effective upon giving written notice to the chair of the board, the president, the secretary, or the board, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the LWVCEF would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the board shall be filled by approval of the majority of the remaining directors or by a sole remaining director.

A person elected to fill a vacancy as provided by this section shall hold office until the expiration of the term of the replaced director, until a successor has been selected and qualified, or until his or her death, resignation or removal from office.

Section 6. Compensation. Directors shall serve without compensation except that they shall be allowed and paid reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

Section 7. Non-liability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the LWVCEF.

ARTICLE V OFFICERS

Section 1. Number of Officers. The officers of the LWVCEF shall be a president, a first vice president, a second vice president, a secretary, and a treasurer. The LWVCEF may also have, as determined by the board, a chair of the board or other officers. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president or chair of the board.

Section 2. Qualification, Election, and Term of Office. Any director may serve as an officer of the LWVCEF. Officers shall be elected by the board at the annual meeting at which the directors are elected. Officers shall take office on July 1 following the election and shall serve for a two-year term or until their successors have been elected and qualified.

Section 3. Subordinate Officers. The board may appoint such other officers or agents as it may deem desirable. Such officers shall serve such terms, have such authority, and perform such duties as may be prescribed by the board.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the board, at any time. Any officer may resign at any time by giving written notice to the board or to the president or secretary of the LWVCEF. Such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board relating to the employment of any officer of the LWVCEF.

Section 5. Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 6. Chair of the Board. The chair of the board, if there shall be such an officer, shall, if present, preside at all meetings of the board and exercise and perform such other powers and duties as may be assigned by the board.

Section 7. Duties of President. Subject to such powers as may be given by the board to the chair of the board, if there be such an officer, the president shall be the chief executive officer of the LWVCEF and shall, subject to the control of the board, supervise and control the affairs of the LWVCEF and the activities of the officers. Unless another person is specifically appointed as chair of the board, the president shall preside at all meetings of the board. Except as otherwise expressly provided by law, by the articles of incorporation, or these bylaws, the president shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may be authorized by the board. The president shall be ex-officio a member of all committees except the audit committee and any nominating committee which may be appointed by the board.

Section 8. Duties of First Vice President. In the absence of the president, or in the event of the president's inability or refusal to act, the first vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The first vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

Section 9. Duties of Second Vice President. The second vice president shall oversee voter service activities at the state and local levels of League. The second vice president shall, in the event of the absence, disability, or death of the president and first vice president, possess all the powers and perform all of the duties of the office of the president until the board of directors shall fill the vacancy.

Section 10. Duties of Secretary. The secretary shall:

- (a) Certify and keep, or cause to be kept, at the principal office of the LWVCEF the original or a copy of the articles of incorporation and these bylaws as amended or otherwise altered to date.
- (b) Keep, or cause to be kept, at the principal office of the LWVCEF or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) Exhibit at all reasonable times to any director of the LWVCEF, or to the director's agent or attorney, on request therefor, the bylaws, and the minutes of the proceedings of the directors of the LWVCEF.
- (d) In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned from time to time by the board.

Section 11. Duties of Treasurer. The treasurer shall be the chief financial officer of the LWVCEF. The treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the LWVCEF, and deposit, or cause to be deposited, all such funds in the name of the LWVCEF in such banks, trust companies, or other depositories as shall be selected by the board.
- (b) Disburse, or cause to be disbursed, the funds of the LWVCEF as may be directed by the board, taking proper vouchers for such disbursements.
- (c) Keep and maintain adequate and correct accounts of the LWVCEF's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (d) Exhibit at all reasonable times the books of account and financial records to any director of the LWVCEF, or to the director's agent or attorney, on request therefor.
- (e) Render to the president and directors, whenever requested, an account of any or all transactions and of the financial condition of the LWVCEF.
- (f) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (g) In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned from time to time by the board.

ARTICLE VI MEETINGS

Section 1. Place of Meetings. Meetings of the board shall be held at any place within or without the State of California which has been designated by the board. In the absence of such designation, such meetings shall be held at the principal office of the LWVCEF.

Section 2. Annual Meeting. The board shall hold an annual meeting for the purpose of organization, selection of directors and officers (as provided in Article IV, Sec. 4, and Article V, Sec. 2), adoption of a budget, and the transaction of other business. The date of the annual meeting shall be set each year to coincide with the meeting of League of Women Voters of California council, or the League of Women Voters of California convention, as applicable.

Section 3. Regular Meetings. Regular meetings of the board shall be held at least four times each year on such dates and at such times as may be fixed by the board.

Section 4. Special Meetings. Special meetings of the board may be called by the chair of the board, the president, the vice president, the secretary, or by any two directors. Such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the LWVCEF.

Section 5. Meetings by Conference Telephone or Other Means. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- (a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- (b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the LWVCEF;
- (c) The LWVCEF adopts and implements some means of verifying 1) that all persons participating in the meeting are directors of the LWVCEF 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 6. Notice of Meetings. Regular meetings and the annual meeting of the board may be held without notice, provided that the time and place of the meetings has been fixed by resolution of the board.

Special meetings of the board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Such notices shall be addressed to each director at the address shown on the books of the LWVCEF.

Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned, and if such adjourned meeting is held no more than 24 hours from the time of the original meeting. If a regular or special meeting is adjourned for more than 24 hours, notice of the 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 7. Contents of Notice. Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

Section 8. Waiver of Notice and Consent to Holding Meetings. The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9. Quorum for Meetings. A quorum shall consist of a majority of the directors currently in office.

Except as otherwise provided in these bylaws or in the articles of incorporation, or by law, no business shall be considered by the board at any meeting at which a quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn to another time and place until the time fixed for the next regular meeting of the board. Such meeting is subject to the provisions for notification contained in Section 6 of this article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of the LWVCEF.

Section 10. Voting. Absentee or proxy voting shall not be permitted.

Section 11. Action by Unanimous Written Consent Without Meeting. Any action required, or permitted to be taken, by the board under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board without a meeting and that the bylaws of the LWVCEF authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

ARTICLE VII 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:

- (a) The approval of any action which, under law, requires the approval of the members or of a majority of members of a corporation (whether or not the LWVCEF has members);
- (b) The filling of vacancies on the board or on any committee which has the authority 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 or any resolution of the board which by its express terms is not so amendable or repealable;
- (f) The appointment of 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.
- (h) The approval of any self-dealing transaction, as such transactions are defined in law.

Section 3. Executive Committee. The executive committee shall be composed of the president, first vice president, second vice president, secretary, and treasurer. Three members shall constitute a quorum.

The executive committee shall transact emergency business between meetings of the board, subject to the restrictions in this Section 2. The proceedings of the executive committee shall be reported to the board at its next meeting for ratification.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board.

The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 4. Budget Committee. The board shall appoint a budget committee consisting of no fewer than five members including a chair, the treasurer and the development director, if any. The chair and other members of the committee may be persons who are not members of the board. The committee shall be appointed at least four months before the annual meeting and shall prepare a recommended budget for adoption by the board at its annual meeting.

Section 5. Audit Committee. The board shall appoint an audit committee to oversee the LWVCEF's financial reporting process on behalf of the board.

- (a) Composition. The audit committee shall consist of three members, one of whom may be a person not on the board. The president, chair of the LWVCEF, treasurer, and staff members are not eligible to serve on the committee. The committee may include members of the finance committee if less than 50 percent are members of the finance committee and the chair is not a member of the finance committee.
- (b) Duties. The duties of the audit committee shall be as follows:
 - 1) Recommend to the board of directors the retention and termination of the independent auditor;
 - 2) Negotiate the compensation of the auditor on behalf of the board;
 - 3) Confer with the auditor to satisfy the committee members that the financial affairs of the LWVCEF are in order;
 - 4) Review and determine whether to accept the audit;

- 5) Approve the hiring of the auditing firm for any non-audit services and assess the performance of such services.

Section 6. Other Committees. The LWVCEF shall have such other committees as may from time to time be designated by resolution of the board. Such other committees shall include no less than two directors but may include persons who are not members of the board. These additional committees shall act in an advisory capacity only to the board

Section 7. Meetings and Action of Committees. Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these bylaws concerning meetings of the board, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board and its members, except that the time for regular meetings of committees may be fixed by resolution of the board or by the committee. The time for special meetings of committees may also be fixed by the board. The board may adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE VIII CORPORATE RECORDS, REPORTS AND SEAL

Section 1. Maintenance of Corporate Records. The LWVCEF shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the LWVCEF's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the LWVCEF at all reasonable times during office hours.

Section 2. Corporate Seal. The board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the LWVCEF. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights. 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 LWVCEF.

Section 4. Right to Copy and Make Extracts. Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

ARTICLE IX FINANCIAL ADMINISTRATION

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

Section 2. Budget. The board shall adopt a budget for the ensuing fiscal year at its annual meeting.

Section 3. Funds. All funds of the LWVCEF shall be deposited from time to time to the credit of the LWVCEF in such banks, trust companies, or other depositories as the board may select. All monies and property of the LWVCEF shall be kept as a separate and distinct fund and in such manner as to be identifiable and the directors shall not intermingle such fund with their personal funds or funds for other purposes. In no event shall any funds or property of the corporation be used for the purposes of the League of Women Voters of California or any other organization, except to the extent consistent with and in furtherance of the purposes of the fund as set forth in Article II hereof.

Section 4. Annual Report. The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the fiscal year to all directors of the LWVCEF. The report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the LWVCEF 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 LWVCEF , both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the LWVCEF, for both general and restricted purposes, during the fiscal year;
- (e) Any transaction in which the LWVCEF was a party, and in which any director or officer of the LWVCEF had a direct or material financial interest.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the LWVCEF that such statements were prepared without audit from the books and records of the LWVCEF.

Section 5. Distribution of Funds on Dissolution. In the event of the dissolution of the LWVCEF for any reason, any assets of the LWVCEF remaining after compliance with the provisions of the California Nonprofit Public Benefit Corporation Law shall be distributed to the League of Women Voters Education Fund, Washington, D.C., or if that is not then in existence or exempt, then to another organization which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the LWVCEF in all cases to which they are applicable and in which such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation, or with provisions of law.

ARTICLE XI AMENDMENT OF BYLAWS

These bylaws may be amended at any regular meeting of the board by a two-thirds vote, provided that the amendment has been submitted in writing to all directors in advance of the meeting.

Adopted: January 11, 2004

Amended: July 16, 2006; September 13, 2009; July 10, 2011.