

BYLAWS

for the regulation, except as otherwise provided by statute,
or its articles of incorporation, of the

LEAGUE OF WOMEN VOTERS OF MONTEREY COUNTY

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Article I Name and Form

Section 1. Name. The name of this organization shall be the League of Women Voters of Monterey County (herein referred to as the League). The League is an integral part of the League of Women Voters of the United States (herein referred to as the LWVUS) and the League of Women Voters of California (herein referred to as the LWVC).

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

Article II Purpose and Policy

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

Section 2. Political Policy. The League shall not support or oppose any political party or any candidate.

Article III Membership

Section 1. Eligibility. Any person who subscribes to the purposes and policy of the League and who pays dues as provided for in Article VII, Section 2, shall be a member of the League (herein referred to as a "member").

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

- a. **Voting Members.** Voting members shall be citizens of the United States at least 18 years of age. Those who have been members of the LWVUS for 50 years or more shall be life members, excused from the payment of dues.
- b. **Associate Members.** All other members of the League shall be associate members.

Section 3. Termination of Membership and Associates. The status of League members and associate members may be terminated in the manner set forth in this Section.

- a. A member or associate 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. Membership automatically terminates upon the death of a member.
- c. The board may terminate or suspend a League member or associate member or expel or suspend such a member for nonpayment of dues or for conduct which the board shall deem inimical to the best interest 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 or associate member who is the subject of the proposed action fifteen (15) days prior notice of the proposed expulsion, suspension, or termination and the reasons therefore. the member or associate member may submit a written statement to the board regarding the proposed action not less than five (5) 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 or associate member shall not be entitled to exercise any of the voting rights set forth in these bylaws.)

Article IV Officers

Section 1. Enumeration and Election of Officers. The officers of the League shall be a president, a vice president, a secretary, and a treasurer, who shall be elected for a term of one year at the annual meeting. The president, vice president, and secretary shall assume office at the conclusion of the annual meeting. The term of the treasurer shall be July 1 through June 30.

Section 2. The President. The president shall preside at all meetings of the organization and of the board of directors unless the president designates someone else to preside. In the absence or disability of the treasurer, the president may sign or endorse checks, drafts, and notes. The president shall be ex-officio a member of all committees except the nominating 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. Vice President. The vice president, in the event of absence, disability, or death of the president, shall possess all the powers and perform all the duties of that office, until such time as the

board of directors shall elect one of its members to fill the vacancy. The vice president shall perform such other duties as the president and board may designate.

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 League's principal office in the State of California, the League's current articles of incorporation and bylaws. .

The secretary shall give, or cause to be given, notice of all meetings of the board and any committees thereof required by these bylaws or by law to be given, shall keep the seal of the organization 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 organization and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the organization. The books of account shall at all times be open to inspection by any director or member in good standing.

The treasurer shall deposit all monies and other valuables in the name and to the credit of the organization with such depositaries as may be designated by the board. The treasurer shall disburse the funds of the organization 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 organization, and shall have such other powers and perform such duties as may be prescribed by the board.

The treasurer shall present statements to the board at its regular meetings, a financial report to the members at the annual meeting, and a year-end financial report. The treasurer shall be responsible for filing federal, state and local government forms and payment of taxes and fees; as required by law.

Article V Board of Directors

Section 1. Number of Directors. The authorized number of directors shall not be more than twenty-one (21) and not less than five (5), including the officers named in Article IV, Section 1.

Section 2. Selection of Directors. The officers shall be elected as provided for in Article IV, Section 1. The other elected directors shall be elected by a majority of members present, eligible to vote, and voting at the annual meeting. They shall assume office at the conclusion of the annual meeting. The elected members of the board may appoint additional directors as deemed necessary to carry out the work of the League. The number of appointed directors shall not exceed one-third of the total number of board members.

Section 3. Term of Office. The elected directors shall hold office for a term of one year or until their successors have been elected and qualified. The appointed directors' terms of office shall expire at the conclusion of the annual meeting.

Section 4. Qualifications. All directors must be voting members of the League. As specified in Article III, Section 2.a.

Section 5. Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the president or the secretary or the board. Such resignation will be effective when received unless the notice specified a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

- a. Vacancies on the board shall be filled in the same manner as the director(s) whose office is vacant was selected, provided that vacancies to be filled by election may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. 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.
- b. Vacancy or vacancies on the board shall be deemed to exist in case of the death, resignation or removal of any director, or if the number of directors shall be increased.
- c. 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 of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.
- d. No reduction of the number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.
- e. Three consecutive absences from a board meeting by any member without a valid reason may be deemed a resignation.

Section 6. Powers and Duties. Subject to the limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the organization 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 LWVUS convention, the LWVC convention and the League annual meeting.

Section 7. Meetings of the Board.

- a. Regular Meetings. There shall be at least nine (9) regular meetings of the board annually. No action taken at any regular board meeting attended by three-fourths of the directors shall be invalidated because of the failure of any director to receive a properly sent notice or because of any irregularity in a notice actually received.
- b. Special Meetings. The president may call special meetings of the board and shall call a special meeting upon written request of any two officers or any four directors.
- c. Notice. Regular meetings may be held upon such notice as is determined by the board. Special meetings shall be held upon a minimum of 48 hours if delivered personally or by electronic means.
- d. Quorum. A majority of the directors in office constitutes a quorum of the board for the transaction of business, except to adjourn as provided in the following section. A meeting at which a quorum is initially present may continue to transact business even if directors withdraw, if any action taken is approved by at least a majority of the quorum required for the meeting.
- e. Participation in Meetings by Electronic Means. Any one or more members of the board may participate in a meeting by use of conference telephone or similar communications equipment, so long as all participants in the meeting can simultaneously hear each other. Notice, quorum, and other requirements for the conduct of meetings shall apply.
- f. Adjournment. A majority of the directors present, whether or not they constitute a quorum, may adjourn to another time or place. If the meeting is adjourned for more than 24 hours, notice of adjournment to another time or place shall be given before the adjourned meeting to those directors not present at the time of adjournment.

- g. **Action Without Meeting.** The directors may take action between meetings by mail or an email ballot, when necessary, provided that notice of the proposed action sets forth the proposed action, provides the opportunity to specify approval or disapproval of the proposal, and a reasonable time in which to return the ballot is allowed. Notice, quorum, and other requirements for the conduct of meetings shall apply. Ballots shall be filed with a report of the action and shall be a part of the minutes of the next meeting of the board of directors.

Section 8. Executive Committee. The board may appoint an executive committee consisting of no fewer than five (5) members of the board. The executive committee shall exercise such power and authority as may be delegated to it by the board and shall report to the board on all actions taken by it between regular meetings of the board.

Article VI Committees

Section 1. Creation of Committees. 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 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 for which the law also requires approval of the members;
- b. The filling of vacancies on the board or on any committee which has the authority to act on behalf of the board;
- c. The amendment or repeal of bylaws or the adoption of new bylaws;
- d. The appointment of other board committees or the members thereof;
- e. The approval of any self-dealing transaction, as such transactions are defined in law.

Section 3. Fees and Compensation. Directors and members of the committees may not receive any compensation for serving on the board or committees. They may receive reimbursement for expenses, as have been fixed or determined by the board.

Article VII Financial Administration

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

Section 2. Dues. Annual dues shall be determined at the annual meeting by a majority vote of the League Members present. Dues shall be payable by each member on July 1. Life members shall be exempt from payment of dues. When two or more members reside at the same address in the same household, the first member shall pay the full dues amount; additional members in the household will pay one-half the dues amount. A student who is enrolled either full- or part-time in an accredited institution and is making progress toward a degree shall pay one-half the dues amount. Any member who fails to pay dues within sixty (60) days after dues become payable shall no longer be a member of the League.

Section 3. Budget. The Board shall submit a budget for the ensuing year to members for adoption at the annual meeting. A copy of the proposed budget shall be sent to each member at least twenty (20) days in advance of the annual meeting.

Section 4. Budget Committee. The budget committee shall be composed of the treasurer and such other directors or members who shall have been nominated by the president and appointed by the board.

The treasurer shall not be eligible to serve as chair of the budget committee. The budget committee shall prepare an annual budget for the League and submit it to the board at least two (2) months prior to the annual meeting.

Section 5. Fiscal Report The board shall send the members an annual financial report, not later than October 31, or 120 days following the end of the League's fiscal year.

Section 6. Transactions with Interested Persons. Within 120 days after the end of the League's fiscal year, the board shall send to the members a report, as defined in the relevant section of the California Nonprofit Public Benefit Corporation law, of any transaction in which the League was a party and in which any officer or director of the League had a direct or indirect material financial interest.

Section 7. Endorsement of Documents and Contracts. Unless so authorized by the board, no officer, agent, or employee shall have any power or authority to bind the League by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 8. Indemnification. The League is empowered to indemnify its officers, directors, and agents to the extent provided, and within the limitations imposed, by law.

Section 9. Distribution of Funds on Dissolution. In the event of dissolution of the League for any reason, all money and securities which at the time be owned or under the absolute control of the League shall be paid to the LWVC. All other property of whatsoever nature, whether real, personal, or mixed, which may at the time be owned or under the control of the League, shall be disposed of by any officer or employee of the organization having possession of same to such person, organization, or corporation, for such public, charitable, or educational uses and purposes as may be designated by the board.

Article VIII

Membership Meetings and Voting Rights

Section 1. Membership Meetings. There shall be at least five (5) meetings of the members each year. The time and place shall be determined by the board.

Section 2. Annual Meeting. An annual meeting shall be held between April 14 and May 30, the exact date to be determined by the board of directors. The members present at the annual meeting shall:

- a. Adopt a local program for the ensuing year;
- b. Elect officers, directors, and elective members of the nominating committee
- c. Adopt an adequate budget and set annual dues; and,
- d. Transact such other business as may properly come before it.

Section 3. Special Meetings. The board or the president may call special meetings of members, and five percent or more of the members may call a special meeting to remove directors and to elect their replacements.

Section 4. Voting Rights. Each member shall be entitled to one vote only. Absentee or proxy voting shall not be permitted.

Section 5. Quorum. A quorum for the annual meeting and for any meeting for which members are entitled to vote shall consist of 12 percent of members.

Section 6. Notice . Written notice of each annual or special meeting shall be given to each member not less than ten (10) nor more than ninety (90) days before the date of the meeting. Such notice shall state the place, date, and hour of the meeting and the general nature of the business to be transacted, with no

other business permitted. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees for officers or directors at the time the notice is sent.

All notices required by law or these bylaws may be given by any one of the following methods as determined by the board:

- a. By mailing such notice enclosed in stamped envelope addressed to the last known address of the member, as shown by the records of the League of Women Voters of Monterey County. 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 twenty (20) days before the meeting
- b. By publishing such notice in the publication which is the official organ of the League and by mailing a copy thereof to such member
- c. By any other method provided by these bylaws or determined by the board in accordance with the applicable law

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

Article IX Nominations and Elections

Section 1. The Nominating Committee.

- a. The nominating committee shall consist of five members, two of whom shall be directors. The chair and two members shall not be directors shall be elected at the annual meeting. Nominations for these offices shall be made by the current nominating committee. Nominating committee members shall hold office for a term of one year or until their successors are elected and qualified. The other members of the committee shall be appointed by the board at its first regular meeting following the annual meeting 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 shall be filled by the board.
- c. The president of the League shall send the name and address of the nominating committee chair to the members. It shall be the duty of the nominating committee chair to solicit from members suggestions for nominations for the offices to be filled.

Section 2. Suggestions by Members. Any member may send suggestions to the nominating committee.

Section 3. Report of the Nominating Committee and Nominations from the Floor. The report of the nominating committee of its nominations for officers, directors, and the chair and two members of the succeeding nominating committee shall be sent to the members at least twenty (20) days before the date of the annual meeting. The report of the nominating committee shall be presented to the annual meeting. Immediately following the presentation of this report, nominations may be made from the floor by any member, provided that the consent of the nominee had been secured.

Section 4. Elections. The election shall be by ballot, except that when there is but one nominee for each office, it shall be by voice vote in which a majority vote of those present, qualified to vote, and voting shall constitute the election. In a vote by ballot, the nominees receiving the highest number of votes shall be elected.

Section 5. Election Committee. In the event that there is more than one nominee for at least one office, the election shall be in charge of an election committee. The committee shall be appointed by the president prior to the annual meeting and shall be made up of at least two members who are not nominees for office.

Article X 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 League shall consist of:

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

Section 3. Action by the Annual Meeting. The program is adopted according to the following procedures:

- a. Members may make recommendations for a program to the board no later than two months prior to annual meeting.
- b. The board shall consider the recommendations submitted by members and shall formulate a proposed program.
- c. The proposed program and all non-recommended program items shall be sent to members at least twenty (20) days before the annual meeting.
- d. A majority vote of members present, qualified to vote and voting, shall be required for the adoption of the program proposed by the board.
Any recommendation for the program submitted to the board at least two months before the annual meeting, but not proposed by the board, may be adopted by the annual meeting, provided consideration is ordered by a majority vote and the proposal for adoption receives a three-fifths (3/5) vote

Section 4. Changes in Program. Changes in the program, in the case of altered conditions, may be made provided that:

- a. Information concerning the proposed changes has been sent to all members at least two (2) weeks prior to a general membership meeting at which the change is to be discussed, and
- b. Final action by the membership is taken at a succeeding meeting.

Section 5. Member Action. Members may act in the name of the League only when authorized to do so by the board of directors at the appropriate level of the League. They may act only in conformity with, and not contrary to, a position taken by the local League, the LWVC, or the LWVUS.

Article XI Conventions and Councils

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

Section 2. State Convention. The board, at a meeting before the date on which the names of delegates must be sent to the LWVC office, shall select delegates to that convention in the number allotted the League under the provisions of the bylaws of the LWVC.

Section 3. State Council. The president shall be the delegate to the State Council. If the president is unable to attend, an alternate, preferably the nominee for president, shall be appointed by the board of directors

Article XII Parliamentary Authority

The rules contained in the current edition of *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 XIII Amendments

Section 1. These bylaws may be amended at any annual meeting by a majority vote of members using the following procedure:

- a. Proposal for bylaws amendments may be submitted by a League member to the board no later than two months prior to an annual meeting.
- b. All proposed amendments together with the recommendations of the board shall be submitted to members not less than 20 days prior to the annual meeting.

Section 2. When required by law, these bylaws may be amended by the board of directors, subject to ratification at a subsequent annual meeting.

Adopted: *[date of adoption, month/day/year, is entered here. When bylaws are revised, the date of revision becomes the new adoption date. A revision is a major change to the bylaws when an entire new bylaws is adopted. All previous adoption dates are then dropped from the list.]*

Signed: *[The Secretary signs when bylaws are adopted or revised.]*

Amended: *[dates of all amendments since the latest revision, month/day/year, are entered here]*

-- END OF BYLAWS --