

THE LEAGUE OF WOMEN VOTERS OF DIABLO VALLEY

2014–2015 Membership Manual *Section III: What Governs Us*



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The League of Women Voters, a nonpartisan political organization, encourages informed and active participation in government, works to increase understanding of major public policy issues, and influences public policy through education and advocacy.

SECTION III – WHAT GOVERNS US

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NONPARTISAN POLICY STATEMENT

**“The league may take action on governmental measures and policies in the public interest. It shall not support or oppose any political party or any candidate.”
(LWVUS Bylaws. Article II. Section 2.)**

The reputation and credibility of the League are dependent upon the clear understanding of the community, the League members, and the Board members of our Nonpartisan Policy. The political activities of a spouse or relative of a Board member shall be considered separate and distinct from the activities of the Board members. In order to avoid public confusion of Board member activities with those of the League, the Board of the LWVMP adopts the following guidelines for Board members:

1. A member of the Board may not run for a Federal, state, county, or city elective office, or any local office that may jeopardize the League’s nonpartisan policy.
2. The President and the Voters Service Director shall not take any active role in any partisan or nonpartisan election campaign for a candidate or on issues on which LWVMP has not taken a position.
3. Each Board member should bring to the Board questions of intended political activity. The final discretionary power in maintaining the League’s nonpartisanship shall be the Board’s responsibility.
4. A Board member may not publicly support an issue that the League opposes, nor oppose an issue that the League supports.
5. Board members must resign if they find themselves in conflict with League Nonpartisan Policy.
6. Board or non-Board members may serve on other Boards and Commissions whether or not they relate to League programs. Board approval is necessary for members (Board or otherwise) to accept or resign an appointment to serve as an official League representative on committees or commissions. Members considered for such appointments shall be advised they must support League positions and if unable to do so, shall not be appointed nor accept appointment.
7. A Board member should not be assigned a League portfolio in which there is a conflict of interest. It is inappropriate for someone who visibly supports one political viewpoint to serve on the nonpartisan Board of the League. Guidelines include:
 - The sensitivity of specific Board portfolios.
 - The extent to which the public identifies a Board member’s activities with those of the League.
 - The visibility associated with a specific political activity. (A wide range exists from attendance at party caucuses to being a campaign manager or vocal spokesperson.)
8. The LWVMP Nonpartisan Policy shall be reviewed at the first meeting of each new year. The policy may be subject to interim review at the request of the majority of the Board.

BOARD POLICIES

For further information, refer to the Bylaws.

ACTION BETWEEN BOARD MEETINGS (Adopted 6/81; amended 8/91)

Between Board meetings, action decisions may be made by the president with the concurrence of the Executive Committee in consultation with the appropriate action chair.

APPOINTMENT OF LEAGUE REPRESENTATIVES (Adopted 6/81)

The president of the LWVDV is authorized to make appointments of League representatives to public boards in consultation with the Executive Committee.

Criteria for Appointments to Public Boards (Adopted 8/81)

- Familiarity with LWV positions in general, DV specifically.
- Member in good standing (dues up to date).
- Director with appropriate portfolio or member with experience in subject area. Willing to make the commitment of time and energy.

CANDIDATE FORUMS (Adopted 6/81; amended 7/82, 10/83, 10/84, 5/96)

Co-sponsoring candidate forums: The League may co-sponsor a candidates' forum with another group when:

- League is involved in the early planning stages before ground rules are set or when the co-sponsoring organization's guidelines are compatible with League's. (There must be safeguards for impartiality and adequate notice to candidates.)
- The co-sponsoring organization will not endorse one of the candidates prior to the forum.

Moderators:

- In choosing a moderator, consideration should be given to the selection of a League member outside of the jurisdiction or boundary of the body being elected. However, this is not mandatory as long as the person selected is as objective as possible.
- The League of Women Voters of Diablo Valley will not reimburse moderators for candidate forums unless they are recruited from outside the Diablo Valley area.
- Members are not to represent League as moderators of candidate forums which do not provide adequate safeguards for impartiality and adequate notice to candidates.

Notification of candidates: The League of Women Voters of Diablo Valley will contact candidates by phone followed by a letter (if necessary by certified mail) with return postcard.

Literature at candidate forums: A literature table may be set up for the convenience of the sponsoring organization(s) and the candidates. There should be at least one person attending the table at all times. Literature should not be distributed personally before or during the meeting.

Substitute speakers: Each candidate who accepts an invitation to appear at a candidates' forum must be informed of the following requirements regarding his or her replacement by a

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substitute:

- An authorized substitute may read a statement by the candidate but may not answer questions.
- Substitution may be permitted only in cases of extreme emergency, such as illness or accident, and only when the League contact has been informed by the candidate or campaign manager in advance.
- If the emergency occurs so late that the League cannot be informed, the decision on the validity of the excuse, as well as the authenticity of the substitute, will be made by the Voter Service Chair of the event or the moderator.

Candidate withdrawal from the race: If a candidate publicly (newspaper, etc.) withdraws from the election, he/she will not be allowed to make a statement at a candidates' forum even if an invitation has already been extended at the time of the withdrawal.

Candidate selection criteria: LWVDV shall use the following criteria for candidate inclusion in League-sponsored pre-election activities:

- Constitutional eligibility—the candidate must meet the requirements of the State Constitution and/or the Constitution of the United States for the office sought.
- Ballot access—the candidate must meet all requirements to be counted in the election returns.
- Demonstration of significant voter interest and support.
- Evidence that a formal campaign is being waged. This evidence may include, but not necessarily be limited to, the following:
 1. Endorsements by retired or current officeholders, party central committee members, or prominent citizens of the district.
 2. Campaign literature and brochures, yard signs, and promotional materials such as bumper stickers or buttons.
 3. Campaign and public appearances related to the campaign.
 4. Neighborhood gatherings or coffees in support of the campaign.
 5. Campaign financial reports required to be filed by state, federal, or local law and evidence of fundraising activities.
 6. Campaign office, equipment, volunteer(s), or paid staff.
 7. Media interest and coverage.
- Filing deadline—sixty-two days before an election, the Secretary of State certifies to appear on the ballot all names of candidates for whom nomination papers have been filed in his/her office. This date may be used as another criterion by the League to establish candidate eligibility for inclusion in League-sponsored pre-election functions. (Only write-in candidates are affected.)

CHARGES FOR LEAGUE SERVICES (Adopted 10/85; amended 8/86)

When LWVDV is requested to provide a specific service, the Board may review such request to determine if charging for the service would be appropriate. In setting a remuneration schedule, the Board shall take into consideration the following:

- Type of organization (whether nonprofit, government agency, or profit-making).
- Type of service requested (candidates' or issue forum, voter registration, speakers

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bureau, conducting elections, moderator).

- Actual expenses incurred by League in providing the service, contribution to office overhead, and reimbursement for personnel involved. Payment in all cases shall be to the League, except in the case when an individual League member is requested to provide a service because he/she has become an expert on a particular subject through his/her own efforts.

COALITIONS (Affirmed 6/10/81; amended 7/82, 7/83)

A coalition is defined as a temporary alliance that brings together individuals and organizations for joint action toward a common goal which is limited and well defined. Participation in coalitions should be approved by the Board. LWVDV may join a coalition if:

- League has a clear position on the issue.
- Members are interested in the issue and willing to participate.
- League belongs to the coalition before officers and committees are selected and ground rules are set.
- League agrees with other coalition members on the following:
 - The coalition goal.
 - That coalition decisions will be made by those empowered to do so by the coalition members, preferably a coordinating committee. League must be represented on decision-making bodies.
 - That each organization is free to act for itself outside of the coalition, but not in the name of the coalition except with appropriate authorization from other members.
 - The basic elements of the campaign: speakers and publicity (delineating specific responsibilities); if publicity is a separate committee, a League member should be on it.

League can contribute to a coalition:

- Expertise from our study of the issue.
- Voter service experience.
- In-kind contributions, such as use of the office, phone, mailing address (to be cleared through the administrative vice-president).
- Monetary contributions from the Diablo Valley League must be cleared through the Board. Individual monetary or in-kind contributions will be handled at the discretion of the coalition representative.

CONTRIBUTIONS (Adopted 1/82)

LWVDV encourages members to contribute to outside organizations as individuals; however, the League itself does not make contributions, except in the case of coalitions (see above).

CONVENTION DELEGATE SELECTION (Adopted 8/90)

Diablo Valley delegates to Bay Area, state, and national LWV conventions shall include the president. Additional delegates shall be selected by the Executive Committee based on recommendations from members and any other criteria deemed applicable by the Committee. Among these might be leadership training or expertise in an area which may be under active discussion at the convention. These nominations shall be approved by the Board.

DUES PAYMENT (Adopted 6/81; amended 8/91)

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Prospective or continuing members may apply for a full or partial membership scholarship. A committee composed of the Diablo Valley membership chair and the Diablo Valley president shall approve any such requests. This committee may consider actual or potential service to League, in addition to need, in making its decision. Membership dues may be paid in three installments within a three-month period.

EXPENDITURES FOR LEAGUE WORK (Adopted 10/85; amended 8/86)

Board members shall be reimbursed for expenses incurred in the ordinary and expected performance of the duties of their office or portfolio. Reimbursement shall be made via procedures established by the treasurer. Board members may elect to be reimbursed in cash or to make an in-kind contribution.

HOUSEHOLD MEMBERSHIP (Adopted 6/81; amended 11/89, 11/93)

Any person living in the same household as a League member is eligible for a family membership. Membership dues for such additional members shall be set at half of regular dues, providing that amount at least covers the costs of carrying these members (e.g., per-member payment). Only one set of League materials (e.g., VOTERs) will be sent to such a household.

INTEREST AND AREA GROUP EXPENDITURES (Adopted 8/81, amended 8/91)

Although interest and area groups generally underwrite their expenditures, funds are available to assist them when it is apparent that a study or activity will be particularly costly.

Preferably, the request for Board approval of the expenditure should be accompanied by an estimate of the anticipated expenditure for which reimbursement would be required. If necessary, reimbursement may also be requested by the group and authorized by the board after an activity has been undertaken.

LEAGUE CORRESPONDENCE (Adopted 8/81)

Correspondence concerning League positions should be signed by the president (and co-signed by the appropriate action or item chair when suitable).

MEMBER'S PUBLIC RESPONSES TO LEAGUE POSITIONS (Adopted 5/87)

Although members are free to disagree with League positions, they should not identify themselves as members when doing so in public.

MEMBERSHIP ROSTER AND MANUAL (Adopted 4/87; amended 9/89, 3/94)

Membership rosters should be updated and mailed to each member (except household members) by September 1. Each new member (except household members) will receive a manual.

NON-LEAGUE ANNOUNCEMENTS (Adopted 8/81; amended 8/91)

Non-League announcements at general meetings should be cleared by the presiding officer. Non-League announcements in the VOTER will be published at the discretion of the president and the VOTER editor.

NONPARTISANSHIP (Affirmed 6/10/81; amended 7/82, 3/84, 9/88, 10/89, 9/90, 8/91)

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LWVDV encourages its members to be active participants in politics but realizes that maintaining the nonpartisan image of LWV in the community is essential to effective action by the League. Members should refer to the section on nonpartisan policy in *In League* (LWVUS publication) and observe the following LWVDV nonpartisan policy:

- All League members, including Board members, are encouraged to carry out their responsibilities as voters but are cautioned to exercise good judgment, especially if they are highly visible in their own community, so that their activities as individuals in campaigns are understood to be their own personal action and do not imply League endorsement of candidates or issues.
- Such things as bumper stickers and yard signs may be displayed; however, their use is discouraged for those Board members who are publicly recognized as representing the League, such as the president, action chair, voter service chair, and area representatives.
- These publicly recognized Board members may also send “Dear Friend” postcards, urging a vote for a particular candidate, to personal friends; however, they may not, for example, use an organization’s membership roster (including the League’s) to send such postcards to people they hardly know.
- League Board members may not run for or hold elective office without resigning their League positions.
- The president, action chair, voter service chair, and area representatives may participate as individuals in campaigns but may not publicly endorse a candidate nor serve as campaign treasurer or in any form of public leadership without resigning their League positions or taking a leave of absence until after the election. This resignation or leave of absence shall be noted in the Board minutes and announced in the VOTER.
- Other Board members who wish to publicly endorse or visibly participate in a candidate's campaign (e.g., walking precincts) must request a hearing before the Executive Committee so that the sensitivity of their particular situation can be judged. The Board also has the right to initiate such a hearing.
- Members who are publicly recognized as Board members or who identify themselves as League members may not speak publicly or in any way work publicly against a League position on a ballot measure or issue.
- If members holding positions of responsibility in the League find themselves in a conflict-of-interest situation (for example, a land use item chair working for a developer), they must request a hearing before the Executive Committee. The Board also has the right to initiate such a hearing.

OFFICIAL LEAGUE STATEMENTS, TESTIMONY, AND LETTERS (Adopted 5/87; amended 8/89)

League statements and testimony for public hearings should be delivered by the president, appropriate action or item chair, or a League member specifically designated by the president. The statement should be made by the member most familiar with the subject matter.

Any policy letter issued under the name of League of Women Voters of Diablo Valley, or area thereof, must be approved by a majority of the Executive Committee and, if applicable, the item chair.

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PETITIONS (Adopted 6/81)

Petitions about which League does not have a position should not be circulated at League meetings.

PUBLIC RELATIONS (Adopted 6/81)

Publicity for meetings and activities of interest and area groups will be the responsibility of the group.

TRAVEL REIMBURSEMENT (Adopted 6/81; amended 7/82, 5/87)

When LWVDV members are authorized to travel outside the Diablo Valley area on League business or when League members travel to East Contra Costa County to service voter registration boxes, the following reimbursements may be made:

- Driving mileage at 20 cents per mile round trip from home to destination and back (when not reimbursed by riders in a carpool).
- Fares for alternate or public transportation.
- Tolls and/or parking fees.
- Airfare, hotel/motel, and per-day meal expenses, as determined each year by the Board for state and national conventions.

Members not wishing to be reimbursed are encouraged to inform the treasurer of equivalent costs as a contribution in kind. This will provide accurate records and a basis for more realistic budget planning.

WORKSHOPS (Adopted 7/82; amended 8/91)

With approval of the Board, LWVDV may pay expenses of members attending events.

BYLAWS

**For the regulation,
except as otherwise provided by statute or its Articles of Incorporation,
of the**

**LEAGUE OF WOMEN VOTERS
OF DIABLO VALLEY,
a California Nonprofit Public Benefit Corporation**

Revised May 2011

CERTIFICATE

This certifies that these Bylaws of the League of Women Voters of Diablo Valley (LWVDV) were approved by a two-thirds vote of the voting members present, qualified to vote, and voting at the Annual Meeting of the LWVDV on May 21, 2011, and that the previous Bylaws were amended in their entirety.

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Lee Lawrence, President
May 31, 2011

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Lura Dymond, Secretary
May 31, 2011

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ARTICLE I – NAME, FORM AND PRINCIPAL OFFICE

Section 1. Name.

The League of Women Voters of Diablo Valley (herein referred to as the LWVDV) is an integral part of the League of Women Voters of the United States (herein referred to as the LWVUS), the League of Women Voters of California (herein referred to as the LWVC), and the League of Women Voters of the Bay Area (herein referred to as the LWVBA).

Section 2. Form.

The League shall be a nonprofit public benefit corporation incorporated under the laws of the state of California.

Section 3. Principal Office.

ARTICLE II - PURPOSES AND POLICY

Section 1. Purposes.

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

Section 2. Policy.

The League shall not support or oppose any political party or candidate.

ARTICLE III - MEMBERSHIP

Section 1. Eligibility.

Any person who subscribes to the purposes and policy of the League is eligible for membership in the League.

Section 2. Types of Membership.

The membership of the League is composed of eligible persons who join the League. Voting members are citizens at least 18 years of age. Associate members are nonvoting members. Article VIII, Section 2 provides for dues.

Section 3. Termination of Membership

- (a) **Expiration.** A membership shall expire for nonpayment of dues when a member fails to pay dues within 60 days of the due date or the date notice is sent by newsletter or other means, whichever is later. Dues requirements are set forth in Article VIII, Section 2.
- (b) **Resignation.** Members may resign at any time by delivering a written resignation notice to the secretary. Resignation is effective upon receipt of the notice unless it provides otherwise.
- (c) **Death.** When the secretary receives notice of the death of a member, the membership shall be automatically terminated as of the date of death.
- (d) **Expulsion.** The Board may suspend or expel any member of the League for conduct which the Board deems inimical to the interests of the corporation, including violation of these bylaws. The Board shall give the member who is the subject of the proposed action at least 15 days written notice of the proposed suspension or expulsion and the reasons therefor. The member may submit a written statement to the Board regarding the proposed action not less than five days before its effective date. If such a statement is received, the Board shall review it and determine its mitigating effect, if any.
- (e) **Rights.** No suspended, expelled or otherwise terminated member shall have any voting rights in the League.

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ARTICLE IV – BOARD OF DIRECTORS.

Section 1. Number of Directors.

The Board of Directors shall consist of officers and directors totaling no more than 22 people. (See Article V, Section I.)

Section 2. Selection of Directors.

- (a) Officers are elected in accordance with Article V.
- (b) Of the remaining directors, seven shall be elected, four in even-numbered years and three in odd-numbered years, by a majority of the members eligible to vote at the annual meeting of members; they shall take office immediately following such meeting.
- (c) The final group of directors may be appointed by the newly constituted Board as soon after the annual meeting as is convenient.

Section 3. Term of Office.

Officers and elected directors shall hold office for approximately two years. These terms shall end at the conclusion of the appropriate annual meeting or when a successor takes office, whichever is later. Appointed directors shall hold office until the end of the next annual meeting.

Section 4. Qualifications.

All directors and officers must be voting members of the League.

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 of the Board. Such resignation will be effective when received unless the notice specifies a later time. 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.

The Board may fill a vacant appointive office by appointment. When a vacancy occurs in an elective position, the Board may (a) make provision for election of a new person or (b) appoint a new person by majority vote, no matter how few directors remain. Each director who takes office pursuant to this paragraph shall serve until the expiration of the replaced director's term.

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 is increased.

The Board may declare vacant the office of a director who has been absent for three consecutive regular meetings of the Board or 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 III 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, the Bay Area League convention, and the annual meeting.

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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. The Board shall have, among others, the following powers:

- (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;
- (c) To authorize the issuance of memberships of the corporation from time to time, upon such terms and for consideration as may be lawful; and
- (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 therefore.

Section 7. Regular Meetings.

The president shall announce and publish in the newsletter the time and place of regular Board meetings, of which there shall be at least nine a year.

Section 8. Special Meetings.

The president, any two officers, or any four directors may call a special meeting of the Board for any purpose.

Special meetings of the Board shall be held upon four days' notice by first class mail or 48 hours' notice given personally or by telephone or other faster-than-mail means of communication. Any such notice shall be addressed or delivered to each director at such director's address as 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 mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is received. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or other instant means of communication to the recipient or to a person at the home or 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 members of the Board constitute a quorum of the Board for the transaction of business, except to adjourn as provided in section 12 of this article. 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 follows; 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 meeting.

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, so long as all members participating in such meeting can hear one another.

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Section 11. Waiver of Notice.

Notice of meetings 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 there is a quorum or not, may adjourn or reschedule any directors' meeting. Notice of the rescheduled meeting must be given to absent directors unless the new meeting is called to order within 24 hours.

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.

Section 14. Committees.

The Board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the 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 number 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 (1) the president, (2) whichever vice president the president designates, (3) one other member of the Board designated by the president and ratified by the Board, and (4) two members of the Board elected by the Board. Three members, one of whom is an officer, shall constitute a quorum.

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- (b) **Duties.** The executive committee shall transact emergency business between meetings of the Board. 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 at least two additional members, one of whom must be a Board member. The committee members shall be 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.

The Board may compensate directors and members of committees and reimburse them for expenses.

ARTICLE V - 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. The president and secretary shall be elected in odd-numbered years. The vice president and treasurer shall be elected in even-numbered years.

Section 2. The President.

The president shall preside at all meetings of the organization and of the Board 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 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 Vice Presidents.

The first vice president in the event of the absence, disability, or death of the president, shall possess all the powers and perform all the duties of that office until the Board shall fill the vacancy.

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. The secretary shall keep, or cause to be kept, at the principal office of the League 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 of 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

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to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The treasurer shall be responsible for filing federal, state and local government forms on behalf of The League, and for payment of League taxes and fees from League funds. 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; render to the president and the directors, whenever they request it, an account of all financial transactions and of the financial condition of the corporation; and have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE VI – CONTRACTS, VOTING STOCK, AND CONSTRUCTION.

Section 1. Contracts.

The League may be contractually bound by (a) the president and one other member of the Board or (b) any member so authorized by the Board. These people shall keep the Board informed of all contracts. Whenever possible and practical, the Board shall be given the opportunity to approve the agreement in advance. The agreement should be in writing, dated, and signed by everyone to be bound or their representative.

Section 2. Representation of Shares of Other Corporations.

If the League owns any interest in a corporation or other entity, the president, or any officer authorized by the Board, may vote the stock by any means permitted by law.

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

The League is empowered to indemnify its officers, directors, and agents to the extent provided, and within the limitations imposed, by the California Nonprofit Public Benefit Corporation Law (California Corporations Code Section 5238 or the successor statute).

ARTICLE VIII - FINANCIAL ADMINISTRATION

Section 1. Fiscal Year.

The fiscal year of the corporation shall commence on the first day of July.

Section 2. Dues.

Members shall pay dues as determined by a vote of the members of the League at the annual meeting. Dues are payable on the first day of the anniversary month of the member's joining the League and paying the initial dues. Termination of membership is provided for in Article III, Section 3. Exceptions to the above dues schedule are as follows:

- (a) **Household Members.** When two or more members reside at the same address in a common household, all but one of them may become household members by paying dues at a reduced rate as set by the Board. Household members have all the rights of members except the right to have duplicate mailings or other communications sent to the common household.

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- (b) **Life Members.** Paid life members are members who have made the appropriate lump-sum payment to the National League. Life members are people who have been members of the League of Women Voters for 50 years or more. Life members are excused from the payment of dues.
- (c) **Student Members.** Student members are undergraduate or post-graduate students enrolled at least half-time at an accredited institution, who have paid a reduced rate determined by the Board, which reflects a rebate allowed by the National and/or State League. Student membership will be available at any time when either the National or State League provides such a rebate. Student members have all the rights of members.

Section 3. Budget.

The Board shall submit to the members for adoption at the annual meeting a budget for the ensuing year. The budget shall provide for the support of the League. A copy of the proposed budget shall be sent to each member at least one month in advance of the annual meeting.

Section 4. Fiscal Report.

Not later than October 1 of each year, the Board shall send the members a fiscal report containing the following information:

- (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 of disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and
- (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.

If the Board knowingly does business of over \$500 with any entity in which a member has a significant interest, the Board shall so report to the members by October 1 of each year.

Section 6. Distribution of Funds on Dissolution.

In the event of a 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 State League. 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 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 IX - MEETINGS AND VOTING RIGHTS

Section 1. Membership Meetings.

There shall be at least three membership meetings each year. Time and place shall be determined by the Board.

Section 2. Annual Meeting.

An annual meeting shall be held between April 15 and June 30, the exact date to be determined by the Board. At the annual meeting the members shall:

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- (a) Adopt a local program for the ensuing year;
- (b) Elect officers and directors;
- (c) Adopt a budget; and
- (d) Transact other business which is not inconsistent with law or these bylaws. However, if less than one-third of the membership is present, subjects not in the annual meeting kit shall not be acted upon.

Section 3. Voting.

Whenever there is a vote at any membership meeting, each voting member in attendance is entitled to one vote. There shall be no absentee or proxy votes. Electoral candidates with the most votes win. Contested elections shall be by ballot. Uncontested elections shall be by voice vote. See also Article X.

Section 4. Quorum.

A quorum shall consist of 15% of members as of the record date.

Section 5. Notice of Annual Meeting.

Written notice of the annual meeting shall be given to each member not less than 10 days nor more than 90 days before the date of such meeting; however, if notice is given by mail which is not first class, or registered, or certified, the notice shall be sent not less than 30 days before the meeting. Such notice shall state the place, date, and time of the meeting and those matters which the Board intends to present for action. The notice shall also 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 of the following methods as determined by the Board:

- (a) By mailing such notice enclosed in a stamped envelope addressed to the last known address of the member as shown by the records of the League;
- (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; or
- (c) By any other method provided by these bylaws or determined by the Board in accordance with the applicable law.

Section 6. Record Date.

The Board may fix, in advance, a record date for the determination of the members entitled to notice of any annual meeting or entitled to exercise any rights in respect of any lawful action. The record date so fixed shall be not more than 60 days nor less than 10 days prior to the date of the annual meeting, nor more than 60 days prior to any other action. When a record date is so fixed, only 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 shall be 30 days prior to the date of the annual meeting or of such other action.

Section 7. 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 the names, addresses, and voting rights of members at reasonable times, upon five business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or
- (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

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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 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 10 business days after receiving a demand, as set forth above in subparagraph (a) or (b), 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).

The accounting books and records and minutes of proceedings of the Board and Board committees shall be open to inspection by any member upon written demand on the corporation at any reasonable time for any purpose reasonably related to such person's interests as a member.

Section 8. Inspection of Articles and Bylaws.

The League shall keep in its principal office, or in the office of the president or secretary, the original or a copy of its articles of incorporation and bylaws which shall be open to inspection by members at all reasonable times during office hours.

ARTICLE X - NOMINATIONS AND ELECTION

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 who are not directors shall be elected by the annual meeting. Nominations for these offices shall be made by the current nominating committee. Further nominations may be made from the floor of the annual meeting. Nomination 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 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 30 days before date of the annual meeting. The report of the nominating committee shall be presented at 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 shall have been secured.

Section 4. Elections.

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Election shall be by majority vote of those present and qualified to vote and voting. If there is but one nominee for office, election shall be by voice vote; if more than one nominee, election for that (those) office(s) shall be by ballot. The president shall appoint a committee to count the ballots.

ARTICLE XI - PROGRAM

Section 1. Principles.

The governmental principles, as 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 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 annual meeting shall act upon the program using the following procedures:

- (a) The Board shall consider the recommendations sent in by members two months prior to the annual meeting and shall recommend a program.
- (b) The proposed program shall be sent to all members at least one month before the annual meeting.
- (c) Proposed program as recommended to the annual meeting by the Board shall require a majority vote of members present and voting to adopt new program, or to retain, restudy, or delete existing program.
- (d) Recommendations for program submitted by members two months prior to the annual meeting, but not included in the proposed program recommended by the Board, may be considered by the annual meeting.
 - (1) Such program shall require for adoption a two-thirds vote of members present and voting.

Section 4. Changes in Program.

Changes in program in the case of altered conditions may be made provided that information concerning the proposed changes has been sent to local League members at least two weeks prior to a general membership meeting at which the changes are discussed and acted upon.

Section 5. Member Action.

Members may act in the name of the League only when authorized to do so by the Board. They may act only in conformity with, and not contrary to, a position taken by the League of Women Voters of Diablo Valley, Bay Area League, State League, or National League.

ARTICLE XII - NATIONAL CONVENTION, STATE CONVENTION AND COUNCIL

Section 1. National Convention.

The Board or the members, 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 League under the provisions of the bylaws of the National League.

Section 2. State Convention.

The Board or the members, 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 League under the provisions of the bylaws of the State League.

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Section 3. Inter League Organization Convention .

The Board or the members, at a meeting before the date on which the names of delegates must be sent to the Inter League Organization, shall select delegates to the convention in the number allotted to the League under the provision of the bylaws of the Bay Area Inter-League Organization.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The rules contained in Sturgis' Standard Code of Parliamentary Procedure shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XIV - AMENDMENTS

Section 1.

These bylaws may be amended by two-thirds vote at an annual meeting pursuant to this article.

Section 2.

Member-submitted proposals for bylaw amendments must be in writing and received by the Board no later than 90 days prior to the annual meeting.

Section 3.

All such proposed amendments together with the recommendations of the Board shall be given to each member not less than 10 days nor more than 90 days before the date of the annual meeting; however, if notice is given by mail which is not first class, or registered, or certified, the notice shall be sent not less than 30 days before the annual meeting.

Section 4.

The failure of any member to receive such notice shall not invalidate subsequently adopted amendments to the bylaws.

-- END OF BYLAWS --