

**LEAGUE OF WOMEN VOTERS ®
OF SAN LUIS OBISPO COUNTY**
A California Nonprofit Public Benefit Corporation

BYLAWS

Amended June 14, 2014

ARTICLE I

Name and Form

Sec. 1 - Name. The name of this organization shall be the League of Women Voters of San Luis Obispo County, Inc., (herein referred to in these bylaws as the "League"). The League is an integral part of the League of Women Voters of the United States, (herein referred to the LWVUS), and of the League of Women Voters of California, (herein referred to as the LWVC).

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

ARTICLE II

Purposes and Policy

Sec. 1 - **Purposes:** The purposes of the League are to promote political responsibility and active participation in government, and to act on selected governmental issues.

Sec. 2 - **Political Policy:** The League shall not support or oppose any political party or candidate.

ARTICLE III

Membership

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

Sec. 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. Life members shall be those voting members who have been members of the LWVUS for 50 years or more.
- b) Associate Members. All others who join the League shall be associate members.

Sec. 3 - **Termination of Membership:**

- a) A member may resign at any time by delivering a written notice to the president or secretary. The resignation shall be effective upon receipt of such notice.
- b) Membership shall terminate upon the death of a member.
- c) The Board may terminate a member for nonpayment of dues, or may terminate a member for conduct which the Board shall deem inimical to the best interests of the League. The Board shall give such member 15 days prior notice, with reason, of the proposed termination or suspension. The member may submit a written statement to the Board regarding the proposed termination or suspension no less than five days before the effective date of the proposed action. Prior to the effective date, the Board shall review any statement submitted and shall determine the mitigating effect, if any, of the information in the statement on the proposed action. A suspended member shall not be entitled to exercise any of the voting rights set forth in these bylaws.

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ARTICLE IV
Officers

Sec. 1 - Enumeration and Election of Officers: The officers of the League shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer, who shall be elected for terms of two years or until their successors have been elected and qualified, by the general membership at the Annual Meeting. They shall take office on the first day of the following July and shall hold office for two years or until their successors have been elected and qualified. The President, the First Vice-President, and the Secretary shall be elected in odd-numbered years; the Second Vice-President and the Treasurer in even-numbered years.

Sec. 2 - The President: The office of President may be held concurrently by more than one person. The President shall preside over all meetings of the organization and the Board of Directors; may, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes and shall be, **ex officio**, a member of all committees except the Nominating Committee and the Audit Committee. The President shall have such usual powers of supervision and management as customarily pertains to the office, and shall perform such other duties as may be assigned by the board. The President is the spokesperson for the League.

Sec. 3 - The Vice-Presidents: The two Vice-Presidents shall, in order of their rank and in the event of absence, disability or death of the President, possess all the powers and perform all the duties of that office, until such time as the Board of Directors shall fill the vacancy. The Vice-Presidents shall perform other duties as the President and Board may designate.

Sec. 4 - The Secretary: The Secretary shall keep minutes of all business meetings of the membership and all meetings of the Board of Directors. The Secretary shall notify all officers and directors of their elections. The Secretary shall sign, with the President, all contracts and other instruments when so authorized by the Board and shall perform other functions incident to the office.

Sec. 5 - The Treasurer: The Treasurer is the chief financial officer of the League and shall keep and maintain adequate and correct accounts of the properties and business transactions of the League. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit all money and other valuables in the name and to the credit of the League with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the League 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 League, and shall have such other powers and perform such other 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 to the Board within 45 days of the close of the fiscal year. The Treasurer shall file all reports required by the state and federal governments.

ARTICLE V
Board of Directors

Sec. 1 - Number, Manner of Selection; Term of Office: The Board of Directors shall consist of the officers of the League, seven elected directors, and not more than four appointed directors. The total number of officers and directors shall not exceed 17. Three of the directors shall be elected in odd numbered years and four in even numbered years by the general membership at

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the Annual Meeting and shall take office on the first day of the following July, and shall serve for a term of two years. The elected board members shall appoint such additional directors, not exceeding four, as they deem necessary to carry on the work of the League. The terms of office of the appointed directors shall be one year and shall expire on June 30 following the Annual Meeting.

Sec. 2 - Qualifications: Only a voting member, as described in Article III, Section 2, shall be elected or appointed to serve as an officer or director of this organization.

Sec. 3 - Vacancies: Any vacancy occurring on the Board of Directors by reason of resignation, death, or disqualification of an officer or elected director, may be filled by appointment by a majority vote of the remaining members of the Board of Directors. The newly appointed director will serve until the expiration of the term of the vacated position. Three consecutive absences from a board meeting of any member without a valid reason shall be deemed a resignation. 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.

Sec. 4 - Powers and Duties: Subject to the limitations of law, the articles of incorporation, and these bylaws, the activities and affairs of the League, and all corporate powers shall be exercised by or under control of the Board. The Board of Directors shall have full charge of the property and business of the organization, with full power and authority to manage and conduct same with instructions from the general membership. It shall plan and direct the work necessary to carry out the Program as adopted by the LWVUS Convention, the LWVC Convention, and the Annual Meeting of the League. The Board shall create and designate special committees, as it may deem necessary. The board shall have the authority to remove an officer by two-thirds (2/3) vote upon demonstration of cause.

Sec. 5 – Voting: Only those officers and directors who are elected or appointed under Article 5, Sec. 1 are authorized to vote on matters before the board. A majority of the members of the Board of Directors shall constitute a quorum.

Sec. 6 - Meetings of the Board: There shall be at least nine regular meetings of the Board of Directors annually. The President may call special meetings of the Board of Directors, and shall call a special meeting upon the written request of five members of the Board. Any member of the Board may participate in a meeting by means of conference telephone or similar communications equipment provided all persons participating in the meeting hear each other at the same time.

Sec. 7 - Executive Committee:

- a) **Composition.** The Executive Committee shall be composed of the officers of the organization. Three members shall constitute a quorum.
- b) **Duties.** The Committee shall meet as needed between regularly scheduled meetings of the Board of Directors. In addition to setting the agenda for Board meetings, the committee may transact emergency business and take action as needed. Emergency business is defined as time sensitive material requiring prompt attention.
- c) **Minutes of the Executive Committee meeting** will be taken and shall be included in the agenda of the next regularly scheduled Board meeting.
- d) **Action taken by the Executive Committee** shall be presented in writing to the Board for their ratification at the next regularly scheduled full Board meeting.

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Sec. 8 – Meetings of the Board by Electronic Media: All Board members must have access to the electronic media used. Any member of the Board may participate in a meeting by means of conference telephone, e-mail, or similar communication. Procedural requirements for electronic mail meetings shall be as follows:

- a) The President shall formally call the meeting, giving the agenda and stating a beginning and ending time long enough to allow all members to participate.
- b) Board members' responses to this call shall establish a quorum.
- c) All motions, debates and votes shall be sent only to the president, who shall forward them to all members in the order received.
- d) Seconds shall not be required for motions.
- e) The time for discussion and voting on a motion shall be specified by the President, who will send out reminder alerts as the voting time nears.
- f) The meeting shall end at the specified time unless formally extended.

Sec. 9 - 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.

ARTICLE VI
MEETINGS and VOTING RIGHTS

Sec. 1 - Membership Meetings: There shall be at least four general meetings of the membership each year including the Annual Meeting. The time and place shall be determined by the Board of Directors.

Sec. 2 - Unit Meetings: The Board of Directors shall designate times and places for unit meetings to provide maximum opportunity for membership participation in League Program.

Sec. 3 - Annual Meeting: The Annual Meeting shall be held between May 1 and June 15 at a time and place determined by the Board of Directors. The membership shall be notified at least 20 days in advance of said meeting. The Annual Meeting shall:

- a) adopt a local Program for the ensuing year;
- b) elect officers, directors, and members of the Nominating Committee;
- c) adopt the fiscal year budget;
- d) transact such other business as may properly come before it.

Sec. 4 – Voting: Each member shall be entitled to one vote only at any meeting of members. Absentee or proxy voting shall not be permitted. Individuals must be members for at least 30 days prior to the meeting in order to vote.

Sec.-5 - Special Meeting: A special meeting may be called for any purpose(s) by the President or five members of the Board of Directors if notice of said meeting is sent to the membership 20 days in advance of the meeting by mail or by phone or electronic communication.

Sec.-6 - Quorum: Twenty-five (25) percent of the membership as of the previous February 1st shall constitute a quorum at all business meetings of the League as reported by the credentials committee at business meetings.

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Sec. 7 – **Notice:** Written notice of each annual or special meeting shall be given to each member between 20 and 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 and directors at the time the notice is sent. The Board may determine the method of giving notice, according to applicable law. Any member may have a list of members, their addresses, and voting rights.

ARTICLE VII

Nomination and Elections

Sec. 1 - **Nominating Committee:** The Nominating Committee shall consist of five members, two of whom shall be members of, and appointed by the Board of Directors. The chair and two members, who shall not be members of the Board, shall be elected at the Annual Meeting. Nominations for these offices shall be made by the current Nominating Committee. Any vacancy on the Nominating Committee shall be filled by the Board of Directors. The President of the League shall send the name and address of the new Nominating Committee chair to the members immediately following the first Board meeting of the fiscal year. It shall be the duty of the Nominating Committee chair to solicit from the members' suggestions for nominations for the offices to be filled.

Sec. 2 - **Report of Nominating Committee:** The slate proposed by the Nominating Committee for officers, directors, and members of the succeeding Nominating Committee shall be sent to all members at least 20 days before the date of the Annual Meeting and shall be presented at the Annual Meeting.

Sec. 3- **Nominations from the Floor:** Immediately following the Nominating Committee's report to the Annual Meeting, nominations may be made from the floor by any voting member, providing the consent of the nominee has been secured.

Sec. 4 - **Election:** Election shall be by ballot except that if there is only one nominee for an office it may be by voice vote. A majority vote shall constitute an election. All elections for directors must be by ballot if a member so demands before the voting begins. If the election is by written ballot, the candidates receiving the highest number of votes of those persons voting are elected. Absentee or proxy voting shall not be permitted.

Sec. 5 - **Additional Duties of Nominating Committee:** The Nominating Committee shall, if requested by the President or Board of Directors:

- a) recommend nominations to fill vacancies on the board;
- b) make recommendations to the Board for delegates to the LWVC and LWVUS Conventions and State Council.

ARTICLE VIII

Program

Sec. 1 – **Principles:** The governmental principles adopted by the LWVUS Convention, and supported by the League as a whole, constitute authorization for the adoption of Program.

Sec. 2 - **Program:** The Program of the League shall consist of:

- a) action to implement the principles;
- b) local governmental issues chosen by the membership at the Annual Meeting for concerted study and action.

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Sec. 3 - Adoption of Program. Program is adopted according to the following procedures:

- a. The Board of Directors shall consider the recommendations submitted by members two months prior to the Annual Meeting and shall formulate a proposed program;
- b. The proposed program shall be submitted to the members at least 20 days prior to the annual meeting, together with a list of items not recommended by the board;
- c. A majority vote of members present and voting on the question shall be required for the adoption of the program proposed by the board; and
- d. Any recommendation for program submitted to the Board at least two months before the Annual Meeting, but not proposed by the board, may be adopted by the members at the annual meeting, provided consideration is ordered by a majority vote and the proposal for adoption receives a **3/5** vote.
- e. Changes in the program, in the case of altered conditions, may be made provided that:
 1. information concerning the proposed changes has been sent to all members at least two weeks prior to a general membership meeting at which the change is to be discussed, and
 2. final action by the membership is taken at a succeeding meeting.

Sec. 4 - 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 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 IX
Financial Administration

Sec. 1 - Fiscal Year: The fiscal year of the League shall commence on the first day of July each year.

Sec. 2 - Dues: Annual dues shall be due on July 1, the amount to be determined by a majority vote of local League members present and voting at the Annual Meeting. Any member who fails to pay these dues within 30 days after they become due shall be dropped from the membership rolls. Life members shall be exempt from payment of dues. When more than one member resides at the same address, the Board of Directors may reduce the dues of the second person joining the League.

Sec. 3 - Budget: A budget for the ensuing year shall be submitted by the Board of Directors to the members at the Annual Meeting for adoption. The proposed budget shall be sent to all members 20 days before the Annual Meeting. The budget shall include support for the work of the League as a whole.

Sec. 4 - Budget Committee: A Budget Committee composed of a chair and two members shall be appointed from the general membership by the Board of Directors. The Treasurer, an **ex-officio** member of the committee, shall not be eligible to serve as chair of the Budget Committee. The budget committee shall prepare an annual budget for the League and shall submit it to the Board at least three months prior to the Annual Meeting.

Sec. 5 – Financial Reviews/Audits: There shall be an annual financial review by the Financial Review Committee. The annual financial review shall occur at the conclusion of each fiscal year and at the conclusion of a Treasurer’s term, if that term does not coincide with the end of the fiscal year. The annual financial review will be presented to the Board at the next scheduled Board meeting following completion of the review. The Board shall ensure that a report on the annual

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financial review is distributed to the membership within 150 days following the end of the League's fiscal year.

Sec. 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.

Sec. 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.

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

Sec. 9 - Distribution of Funds on Dissolution: In the event of dissolution for any cause of the League of Women Voters of San Luis Obispo County, Inc., all monies and securities which may at the time be owned by or under the absolute control of the League of Women Voters of San Luis Obispo County, Inc., shall be paid to LWVC. In compliance with California Nonprofit Public Benefit Corporation Law, all other property whether real, personal, or mixed, which may at the time be owned by or under the control of the League of Women Voters of San Luis Obispo County, Inc., shall be disposed of by any officer 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 X

National Convention, State Convention and Council

Sec. 1 - National Convention: The Board of Directors, at a meeting before the date on which names of delegates must be sent to the LWVUS office, shall select delegates to the Convention in the number allotted the League under the provisions of the Bylaws of the LWVUS.

Sec. 2 - State Convention: The Board of Directors, at a meeting before the date on which the names of delegates must be sent to the LWVC office, shall select delegates to the Convention in the number allotted the League under provisions of the Bylaws of the LWVC.

Sec. 3 - State Council: The Board of Directors, at a meeting before the date on which the names of delegates must be sent to the LWVC office, shall select delegates to that Council in the number allotted the League under provisions of the Bylaws of the LWVC.

ARTICLE XI

Parliamentary Authority

The rules contained in the current edition of *Roberts 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.

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ARTICLE XII
Amendments

These bylaws may be amended by a two-thirds (2/3) vote of the voting members present and voting at the Annual Meeting, provided the amendments were submitted to the membership in writing at least 20 days in advance of the meeting. The failure of any member to receive such notice shall not invalidate the amendments to the bylaws.

Adopted: June 14, 2014

Signed:

Vallerie Steenson
Secretary

Amended: June 4, 2005; June 9, 2007; May 29, 2010; June 8, 2013; June 14, 2014