

LEAGUE OF WOMEN VOTERS OF BERKELEY, ALBANY, AND EMERYVILLE
A California Non-Profit Public Benefit Corporation
1414 UNIVERSITY AVENUE BERKELEY CA 94702

BYLAWS
As amended provisionally
June 6, 2013
And
To be amended
May 22, 2014

LEAGUE OF WOMEN VOTERS OF BERKELEY, ALBANY AND EMERYVILLE
A California Non-Profit Public Benefit Corporation

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LWVBAE BYLAWS

ARTICLE I

NAME AND OFFICE

Section 1. Name. The name of this organization shall be the League of Women Voters of Berkeley, Albany, and Emeryville (herein referred to as LWVBAE). LWVBAE is an integral part of the League of Women Voters of the United States (LWVUS), the League of Women Voters of California (LWVC) and the League of Women Voters of the Bay Area (LWVBA).

Section 2. Form. LWVBAE shall be a non-profit public benefit corporation incorporated under the laws of the State of California.

ARTICLE II

PURPOSES AND POLICY

Section 1. Purposes. The purposes of the LWVBAE are to promote political responsibility through informed and active participation of citizens in government and to act on selected governmental issues. The LWVBAE is organized and operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, the LWVBAE shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the activities of the LWVBAE shall be the carrying on of propaganda, or otherwise attempting to influence legislation. [underlined adopted provisionally 6/6/2013]

Section 2. Policy. The League of Women Voters shall not support or oppose any political party or candidate for public office.

ARTICLE III

MEMBERSHIP

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

Section 2. Types of Membership. LWVBAE shall be composed of Voting Members and Associate Members, collectively referred to as "members". Only Voting Members shall be members within the meaning of Section 5056 of the California Nonprofit Corporation Law.

a. Voting Members. Members who are at least 18 years of age and U.S. citizens shall be Voting Members of LWVBAE, LWVBA, LWVC, and LWVUS.

b. Associate Members. All other persons enrolled in LWVBAE shall be Associate Members.

c. Life Members. Life membership shall be granted any LWVBAE member who has completed 50 years as a member of

LWVUS. Such members will retain all privileges and will be exempt from paying dues.

Section 3. Termination of Membership. Membership status may be terminated as follows:

- a. A member may at any time voluntarily resign by delivering a written notice to the Secretary. Resignation will be effective on the date and time of the receipt of such notice.
- b. LWVBAE membership automatically terminates upon death of a member.
- c. LWVBAE membership terminates upon nonpayment of dues, as indicated by Article VII, Section 2.
- d. The Board may terminate a membership for conduct deemed inimical to the best interests of LWVBAE.

ARTICLE IV

OFFICERS

Section 1. Enumeration of Officers. The Officers of LWVBAE shall be a President, ~~and up to five Vice Presidents, one of whom shall be designated by the President as First Vice President,~~ a Secretary, a Treasurer and **a Vice President. The Vice President will be selected by the President from the Board of Directors and confirmed by the Board.** Any of these offices may be shared by two members of LWVBAE in a job-sharing arrangement if approved by the Board.

Section 2. The President. The President shall preside at all General Meetings of LWVBAE and meetings 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 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 the Board may direct.

In the event the League is unable to identify a single individual member or pair of members to serve as president/ co-presidents, the responsibilities of the office shall devolve upon the Board as a whole, or an Executive Committee appointed by the elected Board.

Section 3. The Vice Presidents. The First Vice President shall, in the event of the absence, disability or death of the President, possess all the powers and perform all the duties of that office until the Board shall fill the vacancy. The Vice President shall perform such duties as the President and the Board may direct.

~~Each Vice President shall propose a budget for her or his area and perform such duties as the President and the Board may direct. In the event of vacancies among the Vice Presidential positions, the Board, at its discretion, may redefine and redistribute the responsibilities of those posts among the elected Board members.~~

Section 4. Secretary. The Secretary shall keep at the principal office or other place the Board may order, a book of minutes of all meetings of the Board, with the time and place of holding, whether regular or special, (and if special, how authorized, and the notice given), and the names of those present. 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 the original or a copy of LWVBAE's Articles of Incorporation and Bylaws, as amended, and perform other duties as the Board may direct. *The Secretary will also maintain complete electronic copies of minutes, Articles and Bylaws, as amended, in the location and format agreed upon by the Board, starting after the adoption of the amendments to the Bylaws on May 22, 2014.*

Section 5. Treasurer. The Treasurer shall be the Chief Financial Officer of the corporation and shall keep and maintain adequate and correct accounts of the properties and business transactions of LWVBAE. The books of account shall be open to inspection by any director. a. The Treasurer shall arrange for an annual audit or review of the financial records.

b. The Treasurer shall deposit all money and other valuables in the name and to the credit of LWVBAE with financial institutions designated by the Board.

c. The Treasurer shall disburse funds as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions and of the financial condition of LWVBAE, and shall perform other duties as the Board may direct.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Enumeration, Selection, and Qualification. The maximum authorized number of Directors shall be ~~twenty-five~~, including up to ~~eight~~ *three* Officers and six Directors elected at the Annual Meeting, and no more than six additional Directors appointed by the Board. *A fourth officer, the Vice President, will be appointed as described in Article IV, Section 1.* All Directors must be Voting Members of LWVBAE. *Each Director will be assigned a portfolio of responsibility.*

Section 2. Term of Office. The Directors shall hold office for a term of one year starting July 1.

Section 3. Vacancies. A vacancy on the Board shall be deemed to exist in case of the death, resignation or removal of any Director. Three successive absences from Board Meetings without valid reason shall be deemed a resignation. A vacancy shall be filled by vote of a majority of the remaining Directors. Each Director so selected shall hold office until the expiration of the term of the replaced Director.

Section 4. Powers and Duties. Subject to the limitations of the Articles of Incorporation, Bylaws and California Nonprofit Corporation Law Section 5231, the activities and affairs of LWVBAE shall be conducted and all 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, LWVC Convention, LWVBA Convention, and LWVBAE Annual Meeting.

Section 5. Regular Meetings. There shall be at least nine regular meetings of the Board annually. The time and place for such meetings shall be set by the Board. 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 any notice properly sent or because of any irregularity in any notice actually received.

Section 6. Special Meetings. Special meetings of the Board for any *time-urgent* purpose may be called at any time by the President or any four Directors. Special meetings of the Board shall be held upon four days written notice, ~~or 48 hours notice,~~ or given personally or by telephone or **electronically**. *A special meeting or poll may be conducted by telephone, electronic mail or other method. When the necessary quorum has responded, stated their responses on the question or questions, the majority result of that response will be an official decision of the Board. The Secretary will make a written record of the voting and add it to the minutes of the following regular meeting.*

Section 7. Quorum. A majority of the Board constitutes a quorum of the Board for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, provided that any action taken is approved by a majority of the original quorum of the meeting.

Section 8. Adjournment. A majority of the Directors present may adjourn any Board meeting.

Section 9. Rights of Inspection. Every Director shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind as well as the physical properties of the organization.

Section 10. Committees or Teams. The Board may appoint one or more committees or teams, ~~each including at least one Director,~~ to make recommendations or to implement actions authorized by the Board. *Committees or Teams may not take actions in the name of the League without permission from the Board.*

Section 11. Executive Committee.

~~a. Composition and Quorum. The Executive Committee shall be composed of 5 members: the President and four of the Vice Presidents; if there are not enough Vice Presidents, additional members shall be appointed by the President from the Board. Three members shall constitute a quorum. Three affirmative votes shall be required for action to be taken by the Executive Committee. (Amended 5/03)~~

~~b. Duties. The Executive Committee shall make decisions that require immediate action between meetings of the Board and perform other duties as necessary. The proceedings of the Executive Committee shall be reported to the Board at its next meeting for ratification and be included in the minutes of the Board.~~

Article V, Board of Directors (continued)

~~e. Meetings of the Executive Committee. The Executive Committee may, if necessary, conduct its meetings by telephone, electronic mail, or other method. The President or designated Vice President who is seeking the opinion or approval of the other Executive Committee members may poll them by telephone, electronic mail and/or other method. When the necessary quorum has responded and stated their votes on the question, the majority result of that response will constitute a decision of the Executive Committee. A written record will be made of the voting and reported to the Board.~~

~~Section 12-11. Budget Committee.~~

~~a. Composition. The Budget Committee shall be composed of the Treasurer and three members nominated by the President and elected by the Board. The Treasurer shall not serve as chairperson of the Budget Committee.~~

~~b. Duties. The Budget Committee shall prepare an annual budget for LWVBAE and submit it to the Board at least three months prior to the Annual Meeting.~~

Section 12-12. Fees and Compensation. Directors and members of the committees may receive reimbursement for expenses according to procedures determined by the Board.

ARTICLE VI

INDEMNIFICATION

LWVBAE 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 VII

FINANCIAL ADMINISTRATION

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

Section 2. Dues. Annual Dues shall be set by the Board and approved at the Annual Meeting. Dues shall be payable upon joining LWVBAE and annually on the first day of the anniversary month of joining. Any member who fails to pay dues within 60 days after the due date shall cease to be a member, unless an extension is granted by the Board.

Section 3. Budget. The Board shall submit to the membership, for adoption by majority vote at the Annual Meeting, a budget for the ensuing year. A copy of the proposed budget shall be provided to each member at least ten days before the Annual Meeting.

Section 4. Fiscal Report. The Board shall send members an annual fiscal report by November 1. The report shall include:

- The assets and liabilities, including the trust funds, of LWVBAE as of the end of the fiscal year.
- The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- The revenue or receipts of LWVBAE, both unrestricted and restricted to particular purposes, for the fiscal year.
- The expenses or disbursements of LWVBAE, for both general and restricted purposes, during the fiscal year.

Section 5. Distribution of Funds on Dissolution. In the event of the merger or dissolution of LWVBAE, for any reason, all money and securities or other property of whatsoever nature which at the time be owned by or under the absolute control of LWVBAE shall be distributed at the discretion of the Board, or such other persons as shall be charged by law with the liquidation or winding up of LWVBAE and its affairs, to any member organization of the League of Women Voters national organization which is exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or if none of these organizations are then in existence or exempt under those tax provisions, then, at the discretion of the Board, to another organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under such designated tax provisions, paid to LWVCA after Per Member Payments to

~~LWVUS, LWVC, and LWVBA and other obligations have been met. All other property shall be disposed of by the Board for public, charitable, or educational purposes.~~ [underlined section amended provisionally 6/6/2013]

ARTICLE VIII

GENERAL MEETINGS AND VOTING RIGHTS

Section 1. General Meetings. There shall be at least two general meetings each year, one of which is the Annual Meeting.

Section 2. Annual Meeting. The Annual Meeting shall be held between May 1 and June 30. At the Annual Meeting the Voting Members shall:

- a. adopt a local program for the ensuing year;
- b. elect Officers, Directors, and the chair plus two members of the Nominating Committee;
- c. adopt a budget; and
- d. transact such other business as may properly come before it.

Section 3. Notice. Written notice of the Annual Meeting or any General Meeting at which members will vote on changes to the Bylaws, Budget, Local Program, or Officers or Directors shall be given to each member at least ten days before the date of the meeting. Such notice shall state the place, date and hour of the meeting and those matters which the Board intends to present for action.

Section 4. Quorum. A quorum for any meeting at which members are entitled to vote shall consist of five percent of the membership.

Section 5. Voting. Each Voting Member present shall be entitled to one vote. Absentee or proxy voting shall not be permitted. A majority vote of Voting Members present at a General Meeting shall constitute approval of items recommended by the Board in the Notice of the meeting. Approval of Non-recommended proposals included in the Notice requires a two-thirds vote. Upon written demand made by a Voting Member before voting begins, ballots shall be used for all voting during the meeting.

ARTICLE IX

NOMINATIONS AND ELECTIONS

Section 1. Composition of the Nominating Committee. The Nominating Committee shall consist of five Voting Members. Its Chair and two members who shall not be Directors, shall be elected at 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. Two Directors shall be appointed by the Board. The term of office is one year. Any vacancy occurring in the Nominating Committee shall be filled by the Board.

Section 2. Duties of the Nominating Committee. The Nominating Committee shall nominate candidates for Officers, six Directors, and the Chair plus two members of the succeeding Nominating Committee to be elected at the Annual Meeting. The Committee should make recommendations to the Board for appointments to other positions in (Section 2. duties of Nominating Committee cont.)

LWVBAE. The Nominating Committee Chair shall solicit suggestions from members for nominations for offices and other positions to be filled.

Section 3. Reports of the Nominating Committee. The Nominating Committee shall report its recommendations to the Board at the Board Meeting two months prior to the Annual Meeting. The report shall be sent to the membership at least ten days before the Annual Meeting. At the Annual Meeting, the Chair of the Nominating Committee shall present the slate of candidates to the membership. Immediately following the presentation of this report, additional nominations may be made from the floor by any Voting Member, provided that the consent of the nominee shall have been secured.

Section 4. Elections. For offices to which only one candidate is nominated, a voice vote is customary, with a majority of those voting constituting an election. For any office to which more than one candidate is nominated, the election shall be by written ballot. The candidates receiving the highest number of votes are elected.

ARTICLE X

PROGRAM

Section 1. Principles. The governmental principles as adopted by the LWVUS Convention, and supported by the League of Women Voters as a whole, constitute the authorization for the adoption of Program.

Section 2. Program. The Program of LWVBAE shall consist of:

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

Section 3. Discussion Meetings. There shall be regularly scheduled discussion meetings (units, workshops) throughout the year to provide an opportunity for group discussion of LWVBAE program, develop consensus, and provide information about LWVBAE activities. Times and places of these meetings shall be determined by the Board.

Section 4. Adoption of the Program. The Program is adopted according to the following procedures:

- a. Members may make suggestions for the Program to the Board at least two months prior to the Annual Meeting.
- b. The Board shall consider the suggestions and shall formulate a recommended Program which shall be submitted to the membership, together with a list of non-recommended items, at least ten days before the Annual Meeting.
- c. A majority vote of Voting Members present and voting shall be required for the adoption of the Program recommended by the Board.
- d. Any suggestion for the Program submitted to but not recommended by the Board may be adopted by the Annual Meeting, provided consideration is approved by a majority vote and the proposal for adoption receives a two-thirds vote.

Section 5. 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 members at least ten days prior to the General Meeting at which the changes are to be discussed and acted upon.

Section 6. Member Action. A member may act in the name of LWVBAE only when authorized to do so by the Board and only in conformity with, and not contrary to, positions of LWVBAE, LWVBA, LWVC, and LWVUS.

ARTICLE XI

CONVENTIONS AND COUNCILS

Section 1. LWVUS Convention. The Board shall select delegates to the convention in the number allotted to LWVBAE by the LWVUS Bylaws.

Section 2. LWVC Convention. The Board shall select delegates to the convention in the number allotted to LWVBAE by the LWVC Bylaws.

Section 3. LWVC Council. The Board shall name the President or an alternate to the council, under the provisions of the LWVC Bylaws.

Section 4. LWVBA Convention. The Board shall select delegates to the convention in the number allotted to LWVBAE under the provisions of the LWVBA Bylaws.

Section 5. LWVBA Council. The Board shall select delegates to the council in the number allotted to LWVBAE under the provisions of the Bylaws of the LWVBA.

Section 6. Alameda County Council of Presidents. The President or an alternate shall represent LWVBAE at County Council.

ARTICLE XII

OTHER PROVISIONS AND DEFINITIONS

Section 1. Parliamentary Authority. *Roberts Rules of Order Newly Revised* shall govern LWVBAE in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

Section 2. 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.

Section 3. Inspection of Organization Records. Subject to Sections 6330, 6331 and 6332 of the California Nonprofit Public Benefit Corporation Law, a member may inspect LWVBAE records, minutes, accounting books, and membership lists on written demand for a purpose reasonably related to such member's interest as a member.

Section 4. Removal. Removal from office shall occur for malfeasance or partisan political activity as determined by a two thirds vote of the Board.

Section 5. Alameda County Council of the League of Women Voters. The Board of the League of Women Voters of Berkeley, Albany and Emeryville is authorized to approve or reject proposed changes to the By-laws of the Alameda County Council of the League of Women Voters.

ARTICLE XIII

AMENDMENTS

Section 1. Proposed Amendments. Amendments to the Bylaws may be submitted by any Voting Member to the Board at least two months prior to a General Meeting. All proposed amendments together with the recommendations of the Board shall be sent to the membership at least ten days before the General Meeting. The failure of any member to receive such notice shall not invalidate the amendments to the Bylaws.

Section 2. Adoption. These Bylaws may be amended at any General Meeting by a two-thirds vote of Voting Members present and voting.

Section 3. Effective Date. These Bylaws shall become effective upon adoption.

ADOPTED Jan. 21, 1961

Amended April 25, 1962

Amended April 16, 1964

Amended May 26, 1965

Amended June 1, 1967

Amended June 6, 1968

Amended June 10, 1969

Amended June 4, 1970

Amended June 2, 1971

Amended June 8, 1972

Amended June 6, 1974

Amended May 22, 1975

Amended June 9, 1977

Amended May 31, 1979

Amended May 29, 1981

Amended May 27, 1982

Amended Feb. 8, 1984

Amended May 30, 1987

Amended May 13, 1989

Amended May 19, 1990

Amended May 29, 1993

Amended May 21, 1994
Amended May 11, 1996
Amended Sept. 18, 1997
Amended June 1, 2000
Amended May 19, 2003
Amended May 27, 2004
Amended June 6, 2013