

LEAGUE OF WOMEN VOTERS OF BERKELEY, ALBANY, AND EMERYVILLE
[Formerly League of Women Voters of Berkeley Foundation]

A California Non-Profit Public Benefit Corporation

2530 San Pablo Avenue, Suite F, Berkeley CA 94702

BYLAWS

as amended & adopted
February 6, 2015 and March 30, 2015
effective
at Annual Meeting May 28, 2015



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ARTICLE I

NAME AND OFFICES of the Corporation

Section 1.1 Name. The name of this corporation is League of Women Voters of Berkeley, Albany, and Emeryville. (“Corporation” or “LWVBAE”)

Section 1.2 Location of Principal Office.

The principal office for the transaction of the activities and affairs of the Corporation is located in Alameda County, California. The Board of Directors (“Board”), may change the principal office from one location to another. Any such change shall be noted on these Bylaws opposite this Section, or this Section may be amended to state the new location.

2530 San Pablo Avenue, Suite F, Berkeley, California 94702 Dated: May 28, 2015

ARTICLE II

2. Purposes and Limitations

Section 2.1 Purposes.

- (a) This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation law for charitable and educational purposes.
- (b) This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United State internal revenue law (“Code”). Notwithstanding any other provisions of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(3).
- (c) 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 2.2.a Limitations.

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

All corporate property is irrevocably dedicated to the purposes set forth in Section 2.1 above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or of any individuals.

ARTICLE III

MEMBERSHIP

Section 1. Eligibility. Any person who subscribes to the purposes and policies 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, a Secretary, a Treasurer and a Vice President. The Vice President will be selected by the President from the six elected members of the Board of Directors. Any of these offices may be shared by two members of LWVBAE in a job-sharing arrangement if approved by the Board, provided that the two people sharing the single office are identified as Co-Presidents, Co-Secretaries, or Co-Treasurers when elected. The President may select two Co-Vicepresidents from the six elected Directors.

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.

Section 3. The Vice President. The 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.

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 fifteen, including up to three Officers and six Directors elected at the Annual Meeting, and no more than six additional Directors appointed by the Board. All Directors must be Voting Members of LWVBAE. If two people are elected to serve jointly, for example, as Co-Presidents or are selected by the President to serve jointly as Co-Vice Presidents, the maximum authorized number of Directors remains fifteen, so that the number of additional Directors who may be appointed is reduced accordingly.

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

Section 2.b. The officers and directors elected May 22, 2014 to serve the organization then known as LWVBAE [registered with the California Secretary of State as League of Women Voters of Berkeley] will hold the offices to which they were then elected in this organization, now known as League of Women Voters of Berkeley, Albany and Emeryville, until June 30, 2015.

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 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 given personally or by telephone or electronically. The meeting 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 **to inspect** the physical properties of the organization.

Section 10. Committees or Teams. The Board may appoint one or more committees or teams 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. 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. 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:

- a. The assets and liabilities, including the trust funds, of LWVBAE 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 LWVBAE, both unrestricted and restricted to particular purposes, for the fiscal year.
- d. 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 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.

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

Section 3. Report 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. If two candidates have been nominated by the Nominating Committee to serve jointly in a single office and if one or more Members wish to run for that office, a single “challenging” candidate may run for the single office and, if successful, would replace both nominees for that office or two “challenging” candidates may run for that office, and, if successful, would replace both nominees for that office.

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 Leagues of Women Voters. 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 Leagues 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 Bylaws or Policies and Practices of the Alameda County Council of Leagues 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 as adopted and amended February 6, 2015 and as amended March 30, 2015 will become effective at the Annual Meeting scheduled to take place on May 28, 2015, or on whatever date the Annual Meeting actually takes place.

Adoption and Amendments Listed Below

Note: Previous amendments are not indicated since the Feb 6, 2015 Bylaws almost completely changed all clauses of previous Bylaws. These Bylaws were adopted and amended by the then Board of the League of Women Voters of Berkeley Foundation following the then Bylaws of the LWVBF.

Adopted February 6, 2015

Amended March 30, 2015

Adopted May 28, 2015