

BYLAWS

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

LEAGUE OF WOMEN VOTERS OF ORANGE COAST

a California Non-profit Public Benefit Corporation
P.O.Box 1065, Huntington Beach, CA 92647-1065

Date of Incorporation
January 5, 1967

Last Revised
May 8, 2003

ARTICLE I NAME AND OFFICE

- Section 1.** **Name.** The name of this corporation shall be the League of Women Voters of Orange Coast, (League). The League of Women Voters of Orange Coast is an Area League since it encompasses more than one local government jurisdiction. The League 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 Inter-League Organization of the League of Women Voters of Orange County (ILO).
- Section 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

- Section 1.** **Purposes.** The purposes of the League are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.
- Section 2.** **Political Policy.** The League shall not support or oppose any political party or candidate.

Comment [JHJ1]: LWVUS bylaws were amended in June 2006 to delete "of citizens" and all Leagues must comply.

Deleted: of citizens

ARTICLE III MEMBERSHIP

- Section 1.** **Eligibility.** Any person who subscribes to the purposes and policy of the League and who pays dues as provided for in Article VIII, Section 2, shall be a member of the League (member).
- Section 2.** **Types of Membership.** The membership of the League shall be composed of voting members and associate members. Only voting members shall be members within the meaning of Section 5056 of the California Nonprofit Corporation Law.

- a. Voting Members: Voting members shall be citizens of the United States at least 18 years of age. Honorary life members shall be those voting members who have been members of the LWVUS for 50 years or more. Life members shall be exempt from payment of dues.
- b. Associate Members: All other persons who join the League shall be associate members.

Comment [JHJ2]: Same comment as #1. LWVUS dropped the paid life members from their bylaws in June 2006 and local and state Leagues must conform.

Section 3. Termination of Membership.

- a. A member may resign at any time by delivering a written notice to the president or the secretary. The resignations 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 interest of the League. The Board shall give such member 15 days prior notice, with reason, 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 contained 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.

Deleted: Paid life members shall be those voting members who make a lump-sum life membership payment to the LWVUS in accordance with the LWVUS rules.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number of Directors. The authorized number of directors shall not be more than 25, including the officers named in Article V, Section 1.

Section 2. Selection of Directors. The officers shall be elected as provided for in Article V, Section 1. The other elected directors shall be elected by a majority of members eligible to vote at the Annual Meeting. Additional directors may be appointed by the elected Board members as deemed necessary to carry on the work of the League.

Section 3. Term of Office. The elected directors shall hold office until their successors have been elected or appointed and qualified. The term shall begin on July 1 following the Annual Meeting at which they are elected. The appointed directors shall hold office for one year or until June 30 following the next Annual Meeting.

Section 4. Qualifications. All directors must be voting members of the local League.

Section 5. Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, a vacancy on the Board of Directors shall be deemed to exist in the case of death, resignation or removal of any director, or if the authorized number of directors is increased. A vacancy caused by death or resignation shall be filled, until the Annual Meeting, by a majority vote of the Board. A director may resign effective upon giving written notice to the president, secretary, or the Board. Three consecutive absences from Board meetings of any director, without 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.

- Section 6. 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 shall plan and direct the work necessary to carry out programs on selected governmental issues as adopted by the LWVUS Convention, the LWVC Convention, the ILO Convention, and the Annual Meeting.
- Section 7. 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 directors at their first meeting. 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 8. Special Meetings.** The president may call special meetings of the Board and shall call a special meeting upon written request of five members of the Board.
- Section 9. Notice.** Regular meetings may be held upon such notice as is determined by the Board. Special meetings shall be held upon a minimum of four days notice if delivered by first class mail, or 48 hours if delivered personally or by electronic means.
- Section 10. Quorum.** A majority (half of the number of current directors plus one) of the directors in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in the following section. A meeting at which a quorum is initially present may continue to transact business even if directors withdraw, if any action taken is approved by at least a majority of the quorum required for the meeting.
- Section 11. Participation in Meetings by Electronic Means.** Any one or more members of the Board may participate in a meeting by use of conference telephone or similar communications equipment, so long as all participants in the meeting can simultaneously hear each other. Notice, quorum, and other requirements for the conduct of meetings shall apply.
- Section 12. Adjournment.** A majority of the directors present, whether or not they constitute a quorum, may adjourn to another time or place. If the meeting is adjourned for more than 24 hours, notice of adjournment to another time or place shall be given before the adjourned meeting to those directors not present at the time of adjournment.
- Section 13. Action Without Meeting.** The directors may take action between meetings by mail or an e-mail ballot, when necessary, provided that notice of the proposed action sets forth the proposed action, provides the opportunity to specify approval or disapproval of the proposal, and a reasonable time in which to return the ballot is allowed. Notice, quorum, and other requirements for the conduct of meetings shall apply. Ballots shall be filed with a report of the action and shall be a part of the minutes of the next meeting of the Board of Directors.
- Section 14. Committees.** The Board, by a majority vote of the officers and directors in office, may create one or more committees, each consisting of two or more voting members and their alternates.
- a. Powers.** The Board may delegate to such committees any of the authority of the Board except with respect to:

- (1) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members;
- (2) The filling of vacancies on the Board or on any committee which has the authority to act on behalf of the Board;
- (3) The amendment or repeal of bylaws or the adoption of new bylaws;
- (4) The appointment of other Board committees or the members thereof;
- (5) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

b. Executive Committee.

- (1) The Board may appoint an executive committee consisting of the president, vice-president, secretary, treasurer, the membership chair and the program chair. Three members shall constitute a quorum.
- (2) The executive committee shall transact emergency business between meetings of the Board of Directors. The proceedings of the executive committee shall be reported to the Board at its next meeting for ratification.

c. Budget Committee.

- (1) **Composition.** The Budget Committee shall be composed of the treasurer and two members, who shall have been 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.
- (2) **Duties.** The Budget Committee shall prepare an annual balanced budget for the League and submit it to the Board at least two months prior to the Annual Meeting.

Comment [JHJ3]: This is not needed here as it repeats provision in your financial administration article, Article VIII..

- Section 15. Fees and Compensation:** Directors and members of the committees may receive reimbursement for expenses, as may be fixed or determined by the Board.

ARTICLE V OFFICERS

- Section 1. Enumeration and Election of Officers.** The Officers of the League shall be a President (the office of president may be held concurrently by more than one person), Vice-President, a Secretary and a Treasurer. They shall be elected as directors and designated as officers by the Board as provided for in Article IV, Section 2. They shall take office on July 1 after the Annual Meeting at which they were elected and shall hold office until their successors have been elected and qualified.
- Section 2. The President.** The President shall preside at all meetings of the League and of the Board of Directors. The President shall be, ex officio, a member of all committees except the Nominating Committee and shall have such usual powers of supervision and management as may pertain to the office of President and perform such other duties as may be designated by the Board.
- Section 3. The Vice-President.** The 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 such time as the Board of Directors shall fill the vacancy. The Vice-President shall perform such other duties as the President and the Board may designate.

Section 4. Secretary. The Secretary shall keep and maintain a book of minutes of all meetings of the Board time and place, whether regular or special (and if special, how authorized, and the notice thereof given), the names of those present, and the proceedings. 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 in the principal office in the State of California the League's current Articles of Incorporation and Bylaws.

The Secretary may sign or endorse checks, drafts, or notes in case of absence, disability, or death of the Treasurer. The Secretary shall have such other powers and perform other duties as may be prescribed by the Board.

Section 5. 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 opened 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 within 120 days of the close of the fiscal year.

ARTICLE VI OTHER PROVISIONS

Section 1. Endorsement of Documents, Contracts. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the League by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 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.

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.

ARTICLE VIII FINANCIAL ADMINISTRATION

- Section 1. Fiscal Year.** The fiscal year of the League shall be from July 1 to June 30.
- Section 2. Dues.** Annual dues shall be determined by a majority vote of the voting members present at the Annual Meeting. Dues shall be payable by each member on the first day of July. Any member who fails to pay dues within 90 days after they become payable shall be dropped from the membership rolls.
- Section 3. Budget Committee.**
- a. Composition.** The budget committee shall be composed of the treasurer and at least two voting members nominated by the president and appointed by the Board. The treasurer shall not be eligible to serve as chair.
 - b. Duties.** The budget committee shall prepare an annual balanced budget for the League and shall submit it to the Board at least three months prior to the Annual Meeting.
- Section 4. Budget.** The Board shall submit the budget to the members for adoption at the Annual Meeting. 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 5. Fiscal Report.**
- a.** The Board shall send the members an annual financial report, not later than 120 days following the end of the League's fiscal year.
 - b.** The Board shall periodically direct that an audit or review be performed of the League's financial records.
- Section 6. Transactions with Interested Persons.**
Within 120 days after the end of the League's fiscal year, the Board shall send to the members a report, as defined in the relevant section of the California Nonprofit Public Benefit Corporation law, of any transaction in which the League was a party and in which any officer or director of the League had a direct or indirect material financial interest.
- Section 7. Distribution of Funds on Dissolution.** In the event of dissolution of the League for any cause, all money and securities which may at the time be owned or under the absolute control of the League shall be paid to the LWVC. All other property of whatsoever nature, whether real, personal, or mixed, which may at the time be owned or under the control of the League, shall be disposed of by any officer or employee of the organization having possession of same to such person, organization, or corporation, for such public, charitable, or educational uses and purposes as may be designated by the Board.

ARTICLE IX MEETINGS AND VOTING RIGHTS

- Section 1.** **Membership Meetings.** There shall be at least one general membership meeting of the League each year in addition to the Annual Meeting. Time and place shall be determined by the Board.
- Section 2.** **Annual Meeting.** An Annual Meeting of members shall be held between April 15 and June 15, the exact date to be determined by the Board. At the Annual Meeting the members shall:
- a. Adopt a local program for the ensuing year;
 - b. Elect directors, officers and members to serve on the nominating committee;
 - b. Adopt a balanced budget; and
 - c. Transact such other business as may properly come before it;
- Section 3.** **Voting.** Each member shall be entitled to only one vote at any meeting of members. Absentee or proxy voting shall not be permitted. All elections for directors must be by ballot if a member so demands at the Annual Meeting before the voting begins. In the election of officers and directors, the candidates receiving the highest number of votes of those persons voting are elected.
- Section 4.** **Quorum.** A quorum for the Annual Meeting of members and for any meeting in which members are entitled to vote shall consist of 20 members.
- Section 5.** **Notice of Annual or Special Meeting.** Written notice of each Annual or special meeting of members 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.
- Section 6.** **Special Meetings.** The Board or the president may call special meetings of members, and five percent or more of the members may call a special meeting to remove directors and to elect their replacements.
- Section 7.** **Rights of Inspection.** Any member may have a list of members, their addresses, and voting rights. All records and bylaws may be inspected by any member at any reasonable time. The membership list is to be used for League purposes only. Non-League usage of the membership list is grounds for termination of membership under Article III, Section 3.

Comment [JHJ4]: I would change "usage" to "use."

ARTICLE X NOMINATIONS AND ELECTIONS

- Section 1.** **The Nominating Committee:**
- a. The Nominating Committee shall consist of three members, one of whom shall be a director. Nominations for these offices shall be made by the current Nominating Committee. The committee members are appointed by the Board.

Nominating committee members shall hold office for a term of one year or until their successors are appointed.

- b. Any vacancy occurring in the Nominating Committee shall be filled by the Board.
- c. The president of the League shall send the name and address of the Nominating Committee Chair to the members. It shall be the duty of the Nominating Committee Chair to solicit from members suggestions for nominations for the offices to be filled.

Section 2. **Suggestions by Members.** Any Member may send suggestions to the Nominating Committee.

Section 3. **Report of the Nominating Committee and Nominations from the Floor.** The report of the Nominating Committee of its nominations for officers, directors and any recommendations for the Nominating Committee shall be sent to the members one month before the date of the Annual Meeting. The report of the Nominating Committee shall be presented to the Annual Meeting. Immediately following the presentation of this report, nominations may be made from the floor by any member, provided that the consent of the nominee shall have been secured.

Section 4. **Election.** The election shall be by ballot except if there is but one nominee for each office, then there shall be by a voice vote in which a majority vote of those members present, qualified to vote and voting shall constitute an election.

ARTICLE XI PROGRAM

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

Section 2. **Program.** The Program of the League shall consist of:

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

Section 3. **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 one month prior to the Annual Meeting, together with a list of items not recommended by the Board;
- c. A majority vote of those members present and voting shall be required for the adoption of the Program proposed by the Board.
- d. Any recommendation for the Program submitted to the Board at least two months before the Annual Meeting, but not proposed by the Board, may be adopted by the members at the Annual Meeting, provided consideration is ordered by a majority vote and the proposal for adoption receives a three-fifths vote.

- e. Changes in Program, in the case of altered conditions, may be made provided that:
 - (1) information concerning the proposed changes has been sent to members at least two weeks prior to a general membership meeting at which the changes are discussed,
 - (2) final action by the membership is taken at a succeeding meeting.

Section 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 ILO, the LWVC, or the LWVUS.

ARTICLE XII

NATIONAL CONVENTION, STATE CONVENTION AND COUNCIL

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

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

Section 3. State Council. The Board, at a meeting before the date on which the name of the presidents must be sent to the LWVC Office, shall name the president or the alternate to that Council, under the provisions of the LWVC Bylaws.

Section 4. ILO Convention. The Board, at a meeting before the date on which the names of delegates must be sent to the ILO, shall select delegates to the convention in the number allotted to the Local League under the provisions of the ILO of Orange County Bylaws.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised, 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

These Bylaws may be amended at any Annual Meeting by a two-thirds vote of members present and voting using the following procedure:

1. Proposals for bylaws amendments shall be submitted by any member to the Board no later than two (2) months prior to an Annual Meeting
2. All such proposed amendments together with the recommendations of the Board shall be delivered by the Board to the members not less than thirty (30) days prior to the Annual Meeting. The failure of any member to receive such notice shall not invalidate the amendments to the bylaws.