

2016

BYLAWS

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

LEAGUE OF WOMEN VOTERS OF ALAMEDA

A California Non-profit Public Benefit Corporation  
% John W.Vaughn, Esq., 400 Harbor Light Road  
Alameda, California 94501

ARTICLE I  
NAME AND OFFICE

Section 1. Name. The name of this corporation shall be the League of Women Voters of Alameda (herein referred to as the "League".) The League is an integral part of the League of Women Voters of the United States (herein referred to as the "National League"), the League of Women Voters of California (herein referred to as the "State League") and League of Women Voters of the Bay Area (Herein referred to as the "ILO").

Section 2. Form. The League shall be exclusively organized for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 € (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II  
PURPOSE AND POLICY

Section 1. Purpose. The purpose of the League is to promote political responsibility through informed and active participation of citizens in government, and to act on selected governmental issues.

Section 2. Policy. The League shall not support or oppose any political party or candidate.

ARTICLE III  
MEMBERSHIP

Section 1. Eligibility. Any person who subscribes to the purpose and policy of the League and who pays dues as provided for in Article VIII Section 2 shall be eligible for membership in the League.

Section 2. Classes. This corporation shall have the following two classes of members who together shall be referred to herein as "Members": Local League Members and Associate Local League Members. Only Local League Members shall be members within the meaning of Section 5056 of the California Non-profit Corporation Law.

Section 3.\*Local League Members. Local League Members are at least 16 years of age. Those who make a lump-sum life membership payment to the LWVUS shall be paid life members and those who have been members of the League for 50 years or more shall be honorary life members excused from the payment of dues.

\*[Revised September 2016 at request of LWVUS to eliminate citizenship requirement and change minimum age from 18 to 16]

Section 4. Associate Local League Members. Associate Local League Members are all other persons enrolled in the League.

Section 5. Termination of Membership. The status of Members may be terminated in the manner set forth in this Section.

(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) When the Secretary receives notification of the death of a Member, the membership or affiliation shall be considered automatically terminated as of the date of such member's death.

(c) The Board may terminate or suspend a membership or expel or suspend such a Member for nonpayment of dues, or for conduct which the Board shall deem inimical to the best interests of the corporation, including, without limitation, flagrant violation of any provision of these Bylaws or failure to satisfy such membership qualifications. The Board shall give the Member who is the subject of the proposed action fifteen days notice of the proposed expulsion, suspension, or termination. The Member may submit a written statement to the Board regarding the proposed action not less than five days before the effective date of the proposed expulsion, suspension or termination. Prior to the effective date of the proposed expulsion, suspension, or termination, the Board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed expulsion, suspension, or termination. A suspended Local League Member shall not be entitled to exercise any of the voting rights set forth in these Bylaws.

#### ARTICLE IV BOARD OF DIRECTORS

Section 1. Number of Directors. The authorized number of directors shall be up to 20 until changed by amendment of the Articles or by a Bylaw. This number of directors includes the officers designated in Article V, Section 1 who shall also serve as directors.

Section 2. Selection of Directors. Of the total number of directors provided for in Section 1 of this Article whose election is not provided for in Article V, Section 1, eight shall be elected by a majority of local League Members eligible to vote at the Annual Meeting of local League Members and shall take office immediately following such meeting. The remainder shall be selected by the elected directors.

Section 3. Term of Office. The elected directors shall hold office for a term of one year or until their successors have been elected or appointed and qualified. The appointed directors shall hold office for one year or until the next annual meeting.

Section 4. Qualifications. All directors must be local League Members.

Section 5. Vacancies. Subject to the provisions of Section 5226 of the California Non-profit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the President or the Secretary or the Board. Such resignation will be effective when

received unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the director(s) whose office is vacant was selected, provided that vacancies to be filled by election may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased.

The Board may declare vacant the office of a director who has not attended three consecutive meetings of the Board or who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Non- profit Public Benefit Corporation Law.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 6. Powers and Duties. Subject to the limitations of the Articles of Incorporation and these Bylaws the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the control of the Board. The Board shall plan and direct the work necessary to carry out programs on selected governmental issues as adopted by the National League Convention, the State League Convention, ILO Convention and the Annual Meeting of Local League Members.

The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with the law, these Articles or these Bylaws, as they may deem best.

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

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

(e) The Board of Directors is authorized to approve or reject proposed changes to the Bylaws of the Alameda County Council of the League of Women Voters.

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. Special meetings of the Board for any purpose or purposes may be called at any time by the President or any four directors.

Special meetings of the Board shall be held upon four (4) days notice by first-class mail or forty-eight (48) hours notice given personally or by telephone, electronic, or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 9. Quorum. A majority of the directors currently in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 12 of this Article IV. Every act or decision done or made by a majority of the directors present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 10. Participation In Meeting By Conference Telephone or by e-mail. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Members of the Board may participate in a meeting through use of e-mail provided:

- (a) all members have e-mail.
- (b) the President or other convener(s) designated by the Board formally calls the meeting, giving the agenda and the beginning and ending times for the meeting.
- (c) a majority of Board members currently in office responding to the call constitutes the quorum as per Article IV, Section 9.
- (d) all motions, debate, and votes are sent to the president or convener, who forwards them to all members.
- (e) seconds are not required for motions.
- (f) the time allowed for discussion and voting on a motion is specified by the President or convener(s), but may not be less than three days or more than one week.
- (g) the meeting ends at the specified time unless formally extended.

Section 11. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 12. Adjournment . A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the Meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 13. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a director.

Section 14. Committees. The Board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) The approval of any action for which the California Non-profit Public Benefit Corporation Law also requires approval of the Members or approval of a majority of all Members;
- (b) The filling of vacancies on the Board or on any committee which has the authority to act on behalf of the Board.
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable:
- (f) The appointment of other committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Non-profit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article IV applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 15. Executive Committee

- (a) Composition. The Executive Committee shall be composed of either:
  - 1. Two Co-Presidents, Secretary, Treasurer, one member of the Board who shall have been nominated for appointment by the Co-Presidents and elected by the Board; and two members of the Board elected by the Board, or

2. The President, the Administrative Vice President, Secretary, Treasurer; one member of the Board who shall have been nominated for appointment by the President and elected by the Board; and two members of the Board elected by the Board.

Four members will constitute a quorum of either of these chosen configurations.

(b) Duties. 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.

#### Section 16. Budget Committee.

(a) Composition. The Budget Committee shall be composed of the Treasurer and at least 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.

(b) Duties. The Budget Committee shall prepare an annual budget for the League and submit it to the Board at least two months prior to the Annual Meeting.

Section 17. Fees and Compensation. Directors and members of the committees may receive such compensation, if any, for their services, and such reimbursement for expense, 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 either:

- a. A President, an Administrative Vice-President, a Membership Vice President, a Program Vice President, a Secretary and a Treasurer, who shall be elected by the general membership at an annual meeting and take office immediately, except the Treasurer, who shall take office at the beginning of the next fiscal year. They shall hold office for one year or until their successors have been elected and qualified, or
- b. Two Co-Presidents, a Program Vice President, a Membership Vice President, a Secretary and a Treasurer, who shall be elected by the general membership at an annual meeting and take office immediately, except the Treasurer, who shall take office at the beginning of the next fiscal year. They shall hold office for one year or until their successors have been elected and qualified.

Section 2. The President or Co-Presidents. The President **or** Co-Presidents shall preside at all meetings of the corporation and of the Board of Directors unless the President **or** Co-President designate(s) someone else to preside instead. In the absence or disability of the Treasurer, the President or Co-Presidents may sign or endorse checks, drafts, and notes. The President or Co-Presidents shall be an ex-officio member(**s**) 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 or Co-Presidents and perform such other duties as may be designated by the Board.

Section 3. The Vice-Presidents. The Administrative Vice-President, or the Membership or Program Vice President in the event of the absence, disability, or death of the President shall possess all the powers and perform all the duties of that office until the Board of Directors shall

fill the vacancy. The Vice-Presidents shall perform such duties as the President and the Board may designate.

Section 4. Secretary. The Secretary shall keep or cause to be kept, as the Board may order, minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall also keep minutes of the Annual Meeting and shall sign with the President or Co-Presidents all contracts and such instruments when so authorized by the Board. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 5. Treasurer. The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. 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 corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President or CoPresidents and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

## ARTICLE VI OTHER PROVISIONS

Section 1. Contracts. The League may be contractually bound by (a) the President or Co-Presidents and one other Officer of the Board or (b) any member specifically so authorized by the Board. These people shall keep the Board informed of all contracts. Whenever possible, the Board shall be given the opportunity to approve the agreement in advance. The agreement should be in writing, dated, and signed by everyone to be bound or their representative.

Section 2. Representation of Shares of Other Corporations. If the League owns any interest in a corporation or other entity, the president or Co-Presidents, or any officer authorized by the Board, may vote the stock by any means permitted by law.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws.

## ARTICLE VII INDEMNIFICATION

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

## ARTICLE VIII FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of the corporation shall commence on the first day of July of each year.

Section 2. Dues. Annual Dues shall be determined by the Board and approved by the Local League Members at their Annual Meeting. Such dues shall be payable by each Member on the first day of November of each year. Any Member who fails to pay dues within 90 days after they become payable shall no longer be a Member of the League.

Section 3. Budget. The Board shall submit to the Local League Members for adoption at their Annual Meeting a budget for the ensuing year. The budget shall provide for the support of the League. A copy of the proposed budget shall be sent to each Member at least one month in advance of the Annual Meeting.

Section 4. Fiscal Report. The Board Shall send the Local League Members on an annual basis a fiscal report containing the following information. Such report shall be sent not later than 120 days following the end of the League's fiscal year.

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(e) A copy of any report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 5. Report on Transactions with Interested Persons.

(a) Within 120 days of the end of the corporation's fiscal year the Board shall send to the Local League Member a report on any transaction in which the corporation, its parent or subsidiary was a part and in which either of the following had a direct or indirect material financial interest:

(1) Any director or officer of the League, or its parent or subsidiary.

(2) Any holder of more than ten percent (10%) of the voting power of the League or its parent or subsidiary.

(b) The report shall briefly describe:

(1) Any covered transaction during the previous fiscal year involving more than forty thousand dollars (\$40,000), or which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which transaction in the aggregate involved more than forty thousand dollars (\$40,000).

(2) The names of the interested persons involved in such transactions, stating such person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest; provided, that in the case of a



transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

(c) No such report need be sent if no transactions of the type occurred during the fiscal year.

Section 6. Distribution of Funds on Dissolution. In the event of a dissolution for any reason, the assets of the League remaining after compliance with the California Nonprofit Benefit Corporation Law shall be distributed to the League of Women Voters of California Education Fund, Sacramento, CA; or if that organization is not then in existence or exempt under Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code, 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 the said Section 501 (c) (3).

## ARTICLE IX MEETINGS AND VOTING RIGHTS

Section 1. Local League Membership Meetings. There shall be at least three meetings of the Local League Members each year. Time and place shall be determined by the Board.

Section 2. Annual Meeting. An Annual Meeting of Local League Members shall be held between May 1 and July 1, the exact date to be determined by the Board. At the Annual Meeting the Local League Members shall: (a) adopt a local program for the ensuing year; (b) elect directors, officers and local League Members to serve on the nominating committee; (c) adopt a budget; and (d) transact such other business as may properly come before it.

Section 3. Voting. Each local League Member shall be entitled to one vote only at any meeting of local League Members. Absentee or proxy voting shall not be permitted. All elections for directors must be by ballot upon the written demand made by a local League Member at the Annual Meeting and before the voting begins. In the election of the 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 local League Members and for any meeting in which Local League Members are entitled to vote shall consist of twenty-one local League Members.

Section 5. Notice of the Annual Meeting. Written notice of each Annual Meeting of Local League Members shall be given not less than thirty days nor more than more than ninety days before the date of the Annual Meeting to each Local League Member; provided, however, that if notice is given by mail, and the notice is not mailed by first class, registered, or certified mail, the notice shall be given not less than twenty (20) days before the Annual Meeting. Such notice shall state the place, date and hour of the Annual Meeting and those matters which the Board, at the time of the mailing of the notice, intends to present for action, but, subject to the provisions of applicable law, any proper matter may be presented at the Annual Meeting for such action. The notice shall also include the names of all those who are nominees for director at the time the notice is sent.

All notices required by law or these Bylaws may be given by any one of the following methods as determined by the Board:

- (a) By mailing such notice enclosed in stamped envelope addressed to the last known address of the Local League Member as shown by the records of the State League, or
- (b) By publishing such notice in the publication which is the official organ of the League and by mailing a copy thereof to such Local League Member, or
- € By any other method provided by these Bylaws. Or determined by the Board in accordance with the applicable law.

Section 6. Record Date. The Board may fix, in advance, a record date for the determination of the Local League Members entitled to notice of any Annual Meeting or entitled to exercise any rights in respect of any lawful action. The record date so fixed shall be not more than sixty (60) days nor less than ten (10) days prior to the date of the Annual Meeting, nor more than sixty (60) days prior to any other action. When a record date is so fixed, only Local League Members of record on that date are entitled to notice, to vote, or to exercise the rights for which the record date was fixed.

If no record date is fixed by the Board, the record date for determining members entitled to notice of an Annual Meeting shall be at the close of business on the date on which the Board adopts the resolution relating thereto, or the sixtieth (60<sup>th</sup>) day prior to the date of such other action, whichever is later.

Section 7. Inspection of Corporate Records. Subject to Sections 6330, 6331 and 6332 of the California Nonprofit Public Benefit Corporation Law, Local League Members may do either or both of the following for a purpose reasonably related to such Local League Member's interest as a Local League Member:

(a) Inspect and copy the record of all the names, addresses and voting rights of Local League Members at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or

(b) Obtain from the Secretary of the corporation, upon written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Secretary shall make the list available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date on which the list is to be compiled.

The corporation may, within ten (10) business days after receiving a demand, as set forth above in subparagraph (a) or (b) of this Section, deliver to the person(s) making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the list. Any rejection of the corporation's offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand made pursuant to subparagraph (a) or (b) of this Section.

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

Section 8. Inspection of Articles and Bylaws. The League shall keep in its principal office in the State of California, or in the office of the President or Secretary, the original or a copy of its Articles and of these Bylaws as amended to date, which shall be open to inspection by Local League Members, at all reasonable times during office hours.

## ARTICLE X NOMINATIONS AND ELECTIONS

Section 1. The Nominating Committee.

- (c) The Nominating Committee shall consist of five local League Members, two of whom shall be directors. The Chair and two local League Members who shall not be directors, shall be elected by the Annual Meeting. Nominations for these offices shall be made by the current Nominating Committee. Further nominations may be made from the floor of the Annual Meeting.

Nominating committee members shall hold office for a term of one year or until their successors are elected and qualified. The other members of the Committee shall be appointed by the Board at its first regular meeting following the Annual Meeting and their term of office shall expire concurrently with the term of office of the elected local League Members.

(b) Any vacancy occurring in the Nominating Committee shall be filled by the Board.

€ The President or Co-Presidents 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 Floor. The report of the Nominating Committee of its nominations for officers, directors and the Chair and two members of the succeeding Nominating Committee shall be sent to the Members one month before 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 Local League Member, provided that the written consent of the nominee shall have been secured.

Section 4. Election. The Election Committee, appointed by the President(s) at the Annual Meeting shall be in charge of the Election if there are contested offices. The election shall be by ballot, except that if there is but one nominee for each office it shall be by voice vote, in which a majority of those Local League Members present and qualified to vote and voting shall constitute an election.

## ARTICLE XI PROGRAM

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

Section 2. Program. The Program of the League shall consist of  
(a) action to implement the Principles; and  
(b) those local governmental issues chosen for concerted study and action.

Section 3. Action by the Annual Meeting. The Annual Meeting shall act upon the Program using the following procedures:

(a) Members may make recommendations for a Program to the Board no later than two months prior to the Annual Meeting.

(b) The Board shall consider the recommendations and shall formulate a proposed Program which shall be submitted to the Local League Members at least one month prior to the Annual Meeting, together with a list of nonrecommended items.

(c) A majority vote of those Local League Members present and voting shall be required for the adoption of the Program proposed by the Board.

(d) A proposal for the program not recommended by the Board may be adopted by the Annual Meeting provided consideration is first ordered by a majority vote and subsequently the proposal receives a vote for adoption of two-thirds of the Members present and voting. A proposal which includes a study may be considered only if a Member has agreed in writing to chair the study.

(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 changes are to be discussed, and 2) final action by the membership is taken at a succeeding general meeting.

Section 4. Member Action. Members may act in the name of the League only when authorized to do so by the proper Board of Directors. They may act only in conformity with, and not contrary to, a position taken by the Local League, the State League, (the ILO, if applicable) and the National League.

## ARTICLE XII NATIONAL CONVENTION, STATE CONVENTION AND COUNCIL

Section 1. National Convention. The Board or the Local League Members, at a meeting before the date on which the names of delegates must be sent to the national office, shall select delegates to that convention in the number allotted the League under the provisions of the bylaws of the League of Women Voters of the United States.

Section 2. State Convention. The Board or the Local League Members, at a meeting before the date on which the names of delegates must be sent to the state office shall select delegates to that convention in the number allotted the League under the provisions of the bylaws of the State League.

Section 3. State Council. The Board or the members, at a meeting before the date on which the name of the presidents must be sent to the State Office, shall name the President or Co-Presidents or the alternate to that Council, under the provisions of the State League 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 Bylaws of the League of Women Voters of the Bay Area.

## ARTICLE XIII PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority. The rules contained in Robert's Rules of Order shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

## ARTICLE XIV AMENDMENTS

Section 1. These Bylaws may be amended at any general Meeting by a two-thirds vote of local League Members using the following procedure:

(a) Proposal for Bylaws amendments shall be submitted by any local League Member to the Board no later than two months prior to a General Meeting of local League Members.

(b) All such proposed amendments together with the recommendations of the Board shall be delivered by the Board to the Local League Members not less than thirty (30) days prior to the General Meeting. The failure of any Local League Member to receive such notice shall not invalidate the amendments to the Bylaws.

Adopted at General Meeting March 3, 1982

Amended April 27, 1984

Amended June 18, 1998

Amended June 19, 2003

Amended June 18, 2005

Amended June 23, 2007

Amended June 18, 2011

Amended June 13, 2015