

# BYLAWS

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

## LEAGUE OF WOMEN VOTERS OF HUMBOLDT COUNTY

a California Nonprofit Public Benefit Corporation

Adopted 11/1981

Amended 4/01/1982, 4/15/1984, 5/06/1986, 5/07/1992, 5/07/1996, 5/08/1997, 9/1998,  
5/24/2001, 5/29/2002, 5/20/2003, 05/23/2006, 5/17/07, 5/29/08, and 5/7/09.

### Table of Contents

ARTICLE I	
NAME AND OFFICE .....	1
Section 1. Name. ....	1
Section 2. Form. ....	1
Section 3. Principal Office. ....	1
Section 4. Other Offices. ....	1
ARTICLE II	
PURPOSES AND POLICY .....	1
Section 1. Purposes. ....	1
ARTICLE III	
MEMBERSHIP.....	1
Section 1. Eligibility. ....	1
Section 2. Classes.....	1
Section 3. Local League Members.....	1
Section 4. Associate Local League Members. ....	1
Section 5. Termination or Suspension of Membership.....	1
ARTICLE IV	
BOARD OF DIRECTORS .....	2
Section 1. Number of Directors. ....	2
Section 2. Selection of Directors. ....	2
Section 3. Term of Office. ....	2
Section 4. Qualifications.....	2
Section 5. Vacancies. ....	2
Section 6. Powers and Duties.....	3
Section 7. Regular Meetings.....	3
Section 8. Special Meetings.....	3
Section 9. Quorum. ....	3
Section 10. Meetings by Conference Telephone. ....	3
Section 11. Waiver of Notice.....	3
Section 12. Adjournment. ....	3
Section 13. Right of Inspection.....	4
Section 14. Committees of the Board. ....	4
Section 15. Executive Committee.....	4
Section 16. Fees and Compensation. ....	4

Bylaws of the League of Women Voters of Humboldt County

ARTICLE V

OFFICERS..... 4  
Section 1. Enumeration, Election and Term of Officers..... 4  
Section 2. Qualifications and Vacancies..... 5  
Section 3. The President or Co-Presidents..... 5  
Section 4. The Vice-President..... 5  
Section 5. The Past President..... 5  
Section 6. The Secretary. .... 5

ARTICLE VI

OTHER PROVISIONS..... 5  
Section 1. Endorsement of Documents..... 5  
Section 2. Representation of Shares of Other Corporations. .... 6  
Section 3. Construction and Definitions. .... 6  
Section 4. Time Notice is Given or Sent..... 6  
Section 5. Method Notice is Given. .... 6

ARTICLE VII

INDEMNIFICATION..... 6  
Section 1. Indemnification of Agents. .... 6

ARTICLE VIII

FINANCIAL ADMINISTRATION ..... 6  
Section 1. Fiscal Year. .... 6  
Section 2. Dues. .... 6  
Section 3. Budget Committee. .... 7  
Section 4. Budget. .... 7  
Section 5. Fiscal Report. .... 7  
Section 6. Distribution of Funds and Property on Dissolution. .... 7

ARTICLE IX

MEMBER MEETINGS AND VOTING RIGHTS..... 7  
Section 1. Local League Membership Meetings..... 7  
Section 2. Annual Meeting. .... 7  
Section 3. Special Meetings..... 8  
Section 4. Voting. .... 8  
Section 5. Quorum. .... 8  
Section 6. Notice of Meetings..... 8  
Section 7. Record Date. .... 8  
Section 8. Action Without Meeting. .... 8  
Section 9. Demand for Member's Names, Addresses, and Voting Right. .... 9  
Section 10. Inspection of Accounting Books, Records and Minutes..... 9  
Section 11. Inspection of Articles and Bylaws. .... 9

ARTICLE X

NOMINATIONS AND ELECTIONS..... 9  
Section 1. Nominating Committee..... 9  
Section 2. Suggestions by Members. .... 9  
Section 3. Report of the Nominating Committee and Nominations from the Floor.. 9

Bylaws of the League of Women Voters of Humboldt County

ARTICLE XI  
PROGRAM..... 10  
    Section 1. Principles..... 10  
    Section 2. Program..... 10  
    Section 3. Action at the Annual Meeting..... 10  
    Section 4. Action at a Special Meeting..... 10  
    Section 5. Member Action. .... 10

ARTICLE XII  
NATIONAL CONVENTION, STATE CONVENTION AND COUNCIL..... 10  
    Section 1. National Convention. .... 10  
    Section 2. State Convention..... 10  
    Section 3. State Council..... 10

ARTICLE XIII  
PARLIAMENTARY AUTHORITY ..... 11

ARTICLE XIV  
AMENDMENTS ..... 11  
    Section 1. Amendments by Local League Members. .... 11  
    Section 2. Amendments by the Board..... 11

## ARTICLE I NAME AND OFFICE

### **Section 1. Name.**

The name of this corporation shall be the League of Women Voters of Humboldt County (herein referred to as the "League"). The League is an integral part of the League of Women Voters of the United States ("National League"), and the League of Women Voters of California ("State League").

### **Section 2. Form.**

The League shall be a nonprofit public benefit corporation incorporated under the laws of the state of California.

### **Section 3. Principal Office.**

The principal office for the transaction of the business of the League ("principal office") is located at Humboldt County, California. The Board may specify and change the exact address of the principal office from one location to another within Humboldt County.

### **Section 4. Other Offices.**

The Board may at any time establish branch or subordinate offices at any place or places where the League is qualified to do business.

## ARTICLE II PURPOSES AND POLICY

### **Section 1. Purposes.**

The purposes of the League are 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 purposes 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.**

The League 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 Nonprofit Corporation Law.

### **Section 3. Local League Members.**

Local League Members are persons who are citizens of the United States and are at least 18 years of age.

### **Section 4. Associate Local League Members.**

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

### **Section 5. Termination or Suspension of Membership.**

The status of a member may be terminated in the manner set forth in this Section.

- a) Resignation. A member may at any time voluntarily resign by delivering a written notice to the Secretary who shall record on the notice the date and time of receipt. Resignation will be effective on the date and time of the receipt of such notice.
- b) Death. Membership automatically terminates upon the death of a member.
- c) Unpaid Dues. Membership automatically terminates ninety (90) days after dues are payable and not paid.

Bylaws of the League of Women Voters of Humboldt County

- d) For Cause. The Board may terminate or suspend a Member's rights or expel or suspend a Member for conduct which the Board shall deem inimical to the best interests of the League, including, without limitation, flagrant violation of any provision of these Bylaws or failure to satisfy membership qualifications. The Board shall give the Member fifteen (15) days prior written notice of the proposed expulsion, suspension, or termination and the reasons therefore. The Member may submit a written statement to the Executive Committee regarding the proposed action not less than five days before the effective date of the proposed action. Prior to the effective date of the proposed action, the Executive Committee shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed action. 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 not more than seventeen (17), the precise number being fixed by resolution of the Board from time to time. The number of appointed directors shall not be greater than the number of elected directors. 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 whose election is not provided for in Article V, Section 1, six shall be elected at the Annual Meeting, three in odd numbered years and three in even numbered years, and shall take office at the start of the fiscal year. The remainder shall be selected by the elected directors.

#### **Section 3. Term of Office.**

The elected directors shall hold office for a term of two years or until their successors have been elected or appointed and qualified. The appointed directors shall hold office until the end of the current fiscal year.

#### **Section 4. Qualifications.**

All directors must be local League Members. No person may serve as a director if a candidate for or serving in an elective government office.

#### **Section 5. Vacancies.**

Vacancies in the Board may occur and be filled in the manner set forth in this Section.

- a) Resignation. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the President or Co-Presidents or the Secretary of the Board. The person receiving the notice shall record on it the date and time of receipt. 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.
- b) Automatic Vacancies. A vacancy or vacancies in the Board shall be deemed to exist in case of the death of any director, or if the authorized number of directors be increased.
- c) Removal for Cause. 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 under Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law, or for conduct as described in Article III, Section 5(d).
- d) Removal Without Cause. 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.

Bylaws of the League of Women Voters of Humboldt County

- e) Filling Vacancies. Vacancies in the Board, including those caused by removal of a director, shall be filled by a majority of the remaining directors, whether or not 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.

**Section 6. Powers and Duties.**

Subject to the limitations of law, the Articles and these Bylaws, the activities and affairs of the League shall be conducted and all corporate powers shall be exercised by or under the direction 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, and the Annual Meeting. The Board may delegate the management of the activities of the League to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the League shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

**Section 7. Regular Meetings.**

There shall be at least six regular meetings of the Board annually. The number, time and place for such meetings shall be set by the directors at their first meeting. Regular meetings may be held without notice after the number, time and place has been set by the Board.

**Section 8. Special Meetings.**

Special meetings of the Board for any purpose or purposes may be called at any time by the President or Co-Presidents or any four directors. Special meetings shall be held upon four days notice by first-class mail or forty-eight (48) hours' notice given personally or by telephone or 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 League or as may have been given to the League 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.

**Section 9. Quorum.**

A majority of the authorized number of directors 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 at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law, the Articles, or these Bylaws, 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. Meetings by Conference Telephone.**

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 communicate with one another.

**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 League records or made a part of the minutes of the meetings.

**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.

Bylaws of the League of Women Voters of Humboldt County

**Section 13. Right 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 League.

**Section 14. Committees of the Board.**

The Board may appoint one or more committees, each consisting of one 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 Nonprofit 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 any resolution of the Board which by its express terms is not so amendable or repealable;
- e) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- f) The appointment of other committees of the Board or the members thereof;
- g) The expenditure of League 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 Nonprofit 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. 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 proceeding 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.**

There shall be an Executive Committee of the Board with the following composition and duties;

- a) Composition. The Executive committee shall be composed of the President or Co-Presidents, the Vice-President, and three members of the Board elected by the Board. A majority of Executive committee members shall constitute a quorum.
- b) Duties. The Executive Committee shall transact emergency business between meetings of the Board. The proceedings of the Executive Committee shall be reported to the Board at its next meeting for ratification.

**Section 16. Fees and Compensation.**

Directors and members of the committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board.

## ARTICLE V

### OFFICERS

**Section 1. Enumeration, Election and Term of Officers.**

The Officers of the League shall be a President or Co-Presidents, Vice-President, Past President, Secretary and Treasurer. In the event of a co-presidency, one of the Co-Presidents shall be designated to speak for the League. The outgoing President is encouraged to remain on the Board as Past President; any past president may fill this position. It is recommended that the President or Co-Presidents and Vice President be elected in even numbered years, and the Secretary and Treasurer be elected in odd numbered years. Officers shall hold office, beginning on the first day of the fiscal year for two years or until their successors have been elected and qualified.

Bylaws of the League of Women Voters of Humboldt County

**Section 2. Qualifications and Vacancies.**

Qualifications and vacancies shall be governed in the same manner as for directors.

**Section 3. The President or Co-Presidents.**

The President or Co-Presidents shall preside at all meetings of the League and of the Board unless the President or Co-Presidents designates 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 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 or Co-Presidents and perform such other duties as may be designated by the Board.

**Section 4. The Vice-President.**

In the event of the absence, disability or death of the President or Co-Presidents, the Vice-President shall 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 or Co-Presidents and the Board may designate.

**Section 5. The Past President.**

In the event of the absence, disability or death of the President or Co-Presidents and the Vice-President, the Past President shall possess all the powers and perform all the duties of that office until the Board shall fill the vacancy. The Past President shall perform such duties as the President or Co-Presidents and the Board may designate.

**Section 6. The Secretary.**

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of 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 Special Meetings of Local League Members, and if special, how authorized, the notice thereof given, and the proceedings thereof. The Secretary shall sign with the President or Co-Presidents (or acting President) all contracts and such instruments when so authorized by the Board. The Secretary shall keep, or cause to be kept, at the principal office the original or a copy of the League'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, and shall have such other powers and perform such other duties as may be prescribed by the Board. The Secretary shall keep, or cause to be kept, a record of Members of the League giving their names and addresses and the class of membership held by each.

**Section 7. Treasurer.**

The Treasurer is the chief financial officer of the League and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the League. The books of account shall at all times be open to inspection by any director. The Treasurer shall deposit all money and other valuables in the name and to the credit of the League with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the League as may be ordered by the Board, shall render to the President or Co-Presidents 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.

## ARTICLE VI

### OTHER PROVISIONS

**Section 1. Endorsement of Documents.**

The President or Co-Presidents shall sign with the Secretary all contracts and such instruments when so authorized by the Board. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board. The Treasurer or his/her designee shall pay all operating expenses from League funds, when so authorized by the Board. Unless so authorized by

Bylaws of the League of Women Voters of Humboldt County  
the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purposes or amount.

**Section 2. Representation of Shares of Other Corporations.**

The President or Co-Presidents or any other officer or officers authorized by the Board or the President or Co-Presidents are each authorized to vote, represent and exercise on behalf of the League all rights incident to any and all shares of any other corporation or corporations standing in the name of the League. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

**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 Public Benefit Corporation Law shall govern the construction of these Bylaws.

**Section 4. Time Notice is Given or Sent.**

Any reference in these Bylaws to the time a notice is given or sent shall be governed by this section unless otherwise expressly provided. 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 5. Method Notice is Given.**

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 the postage prepaid envelope addressed to the last known address of the local League Member as shown by the records of the League;
- 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
- c) By any other method provided by these Bylaws or determined by the Board in accordance with the applicable law.

## ARTICLE VII INDEMNIFICATION

**Section 1. Indemnification of Agents.**

Pursuant and subject to the provisions of the California Nonprofit Public Benefit Corporation Law regarding indemnification of corporate agents the League shall have the power to indemnify and make advances to any of its agents who are a party to or threatened to be made a party to any proceeding or action. This power shall include, without limitation, the power to purchase and maintain insurance on behalf of its agents.

## ARTICLE VIII FINANCIAL ADMINISTRATION

**Section 1. Fiscal Year.**

The fiscal year of the League shall commence on the 1st day of July 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 July of each year. Any Member who fails to pay dues within ninety (90) days after they become payable shall no longer be a Member of the League.

Bylaws of the League of Women Voters of Humboldt County

**Section 3. Budget Committee.**

The League shall have a Budget Committee with the following composition and duties:

- a) Composition. The Budget Committee shall be composed of the Treasurer, two members of the Board and three non-Board local League Members elected by the Board. The Treasurer shall not be eligible to serve as Chair of the Budget Committee.
- b) Duties. The Budget Committee shall prepare an annual budget for the League and submit to the Board at least sixty (60) days prior to the Annual Meeting.

**Section 4. Budget.**

The Board shall send 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 thirty (30) days in advance of the Annual Meeting.

**Section 5. 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 League 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 League, both unrestricted and restricted to particular purposes, for the fiscal year.
- d) The expenses or disbursements of the League, 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 League that such statements were prepared without audit from the books and records of the corporation.
- f) As required by and pursuant to the provisions of the California Nonprofit Public Benefit Corporation Law a statement of any transactions where a director or officer has a direct or indirect material financial interest and of any indemnification or advance to a League agent.

**Section 6. Distribution of Funds and Property on Dissolution.**

In the event of a dissolution for any cause of the League, all monies and securities which may at the time be owned by or under the absolute control of the League shall be paid to the State League. All other property of whatsoever nature, whether real, personal, or mixed which may at the time be owned by or under the control of the League shall be disposed of by any officer or employee of the League 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

### MEMBER MEETINGS AND VOTING RIGHTS

**Section 1. Local League Membership Meetings**

There shall be one Annual Meeting of the local League Members each year in addition to any duly called Special Meetings.

**Section 2. Annual Meeting.**

An Annual Meeting of local League Members ("Annual Meeting") shall be held in May, the exact date and place 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 be properly come before it; however if less than one-third of the membership is present, action may be taken only on business contained in the Annual Meeting Kit.

Bylaws of the League of Women Voters of Humboldt County

**Section 3. Special Meetings.**

Special Meetings of local League Members may be called by the Board, the President or Co-Presidents, or by five percent of the local League Members for any lawful purpose. Requests for special meetings by the President or Co-Presidents or local League Members shall be given in writing to the President or Co-Presidents, Vice-President, or Secretary. The person receiving the request shall record on it the date and time of receipt. The request shall specify the purpose for which the meeting is called. The time and place of the meeting shall be determined by the Board; however, if the request is from the President or Co-Presidents or local League Members the time shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request.

**Section 4. 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 written 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, when there is more than one candidate per office, the candidates receiving the highest number of votes of those persons voting are elected. In all other actions, unless otherwise required by law, the Articles, or these Bylaws, a majority vote of those present and voting when a quorum has been present and the majority is also a majority of the quorum shall constitute approval by the members.

**Section 5. Quorum.**

A quorum for the Annual Meeting and for any meeting in which local League Members are entitled to vote shall consist of twenty (20) percent of all local League Members entitled to vote.

**Section 6. Notice of Meetings.**

Written notice of each meeting of local League Members shall be given not less than ten (10) days nor more than ninety (90) days before the date of the meeting to each local League Member entitled to notice; 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 meeting. Such notice shall state the place, date and hour of the meeting and (1) in the case of the Annual Meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action, but subject to Article IX, Section 2, any proper matter may be presented at the Annual Meeting for such action; or (2) in the case of a Special Meeting, the general nature of the business to be transacted, and no other business may be transacted. When a request for a Special Meeting has been received from the President or Co-Presidents or local League Members, the officer receiving such request shall cause the meeting notice to be given to the local League Members entitled to vote. If notice is not given within twenty (20) days after receipt of the request the person entitled to call the meeting may give the notice or take other action as provided by law.

**Section 7. Record Date.**

The Board may fix, in advance, a record date for the determination of the Local League Members entitled to notice of any meeting or entitled to exercise any rights in respect of any lawful action. The record date so fixed shall be not more than ninety (90) days nor less than ten (10) days prior to the date of a meeting for purposes of notice, 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 shall be 60 days prior to a meeting date for notice and 30 days prior to the date of any other lawful action.

**Section 8. Action Without Meeting.**

Any action which may be taken at an Annual or Special Meeting of local League Members may be taken without a meeting using the following procedure:

- a) The Board distributes by the same methods as provided for notice of meetings a written ballot to every member entitled to vote on the matter.
- b) The ballot sets forth the proposed action, provides an opportunity to specify approval or disapproval of each proposal, and states the time the ballot must be returned and received to be

Bylaws of the League of Women Voters of Humboldt County counted. Such time shall be not less than fifteen (15) nor more than thirty (30) days from distribution.

- c) The solicitation of the ballots indicates the number of responses needed to meet the quorum requirements and states the percentage of approvals necessary to pass the measures submitted.

**Section 9. Demand for Member's Names, Addresses, and Voting Right.**

Subject to provisions of the California Nonprofit Public Benefit Corporation Law, Members may inspect and copy the record of all the names, addresses, and voting rights of Members or upon tender of a reasonable charge obtain a list with such information about local League Members entitled to vote for the election of directors. These rights may be exercised only for purposes reasonably related to the members' interest as members.

**Section 10. Inspection of Accounting Books, Records and Minutes.**

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 interest as a member.

**Section 11. Inspection of Articles and Bylaws.**

The League shall keep its principal office or in the office of the President or Co-Presidents 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. Nominating Committee.**

There shall be a Nominating Committee with the following composition and duties:

- a) Composition. 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 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. 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.

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

The President or Co-Presidents shall send the name and address of the Nominating Committee Chair to the Members.

- b) Duties. It shall be the duty of the Nominating Committee; to solicit from Members suggestions for nominations for the offices to be filled; to prepare a report recommending at least one person per office for nomination for election for officers, directors and the Chair and two members of the succeeding Nominating Committee and to send its report to the Members thirty (30) days before the Annual Meeting.

**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 the Chair and two members of the succeeding Nominating Committee shall be sent to the members thirty (30) days 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 consent of the nominee shall have been secured.

**Section 4. Election and Election Committee.** An Election Committee appointed by the President or Co-Presidents at the Annual Meeting shall be in charge of the election if it is by ballot. If there is but

Bylaws of the League of Women Voters of Humboldt County

one nominee for each office, however, the election shall be by voice vote unless a written demand for a written ballot has been made by a local League Member at the Annual meeting before the voting begins.

**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 at the Annual Meeting.**

At the Annual Meeting local League Members shall act upon the Program using the following procedures:

- a) Members may make recommendations for a program to the Board no later than sixty (60) days 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 thirty (30) days prior to the Annual Meeting, together with a list of not-recommended 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) Any recommendation for the Program submitted to the Board at least sixty (60) days before the Annual Meeting, but not proposed by the Board, may be adopted at the Annual Meeting, provided consideration is ordered by a majority vote and the proposal for adoption receives a three-fifths vote.

**Section 4. Action at a Special Meeting.**

Changes in Program, in the case of altered conditions, may be made provided that information concerning the proposed changes has been sent to local League Members at least twenty (20) days prior to a Special Meeting at which the changes are discussed and acted upon.

**Section 5. Member Action.**

Members may act in the name of the League only when authorized to do so by the appropriate Board of Directors when acting in the name of the League members. They may act only in conformity with, and not contrary to, a position taken by the local League, the State League 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 the National 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 the State Convention in the number allotted the League under the provisions of the Bylaws of the League of Women Voters of California.

**Section 3. State Council.**

The Board or the local League Members, at a meeting before the date on which the name of the President or Co-Presidents must be sent to the state office, shall name the President or Co-Presidents or the alternate to the State Council, under the provisions of the Bylaws of the League of Women Voters of California.

## ARTICLE XIII

### PARLIAMENTARY AUTHORITY

#### **Section 1. Parliamentary Authority.**

The rules contained in *Roberts Rules of Order, Modern Edition*, shall govern the League in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

## ARTICLE XIV

### AMENDMENTS

#### **Section 1. Amendments by Local League Members.**

These Bylaws may be amended at any Annual or Special Meeting by a two-thirds vote of local League Members present and voting, using the following procedure:

- a) Proposals for Bylaws amendments shall be submitted by any local League Member to the Board no later than two Board meetings prior to an Annual or Special 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 Annual meeting. The failure of the Board to give such notice or failure of any local League Member to receive such notice shall not invalidate the amendments to the Bylaws.

#### **Section 2. Amendments by the Board.**

These Bylaws may not be amended or repealed by the Board.

7-09 L. Keele