

# BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF SOUTH SAN MATEO COUNTY

For the regulation, except as otherwise provided by statute, or its Articles of Incorporation, of The League of Women Voters of South San Mateo County, a California Nonprofit Public Benefit Corporation, [713 Santa Cruz Avenue](#), Menlo Park, CA 94025

## ARTICLE I Name and Form

**Section 1. Name.** The name of this corporation shall be the League of Women Voters of South San Mateo County (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 the League of Women Voters of the Bay Area (herein referred to as the "Bay Area League").

**Section 2. Form.** The League shall be a nonprofit public benefit corporation incorporated under the laws of the State of California.

## ARTICLE II Purpose and Policy

**Section 1. Purpose.** The purpose of the League is 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.

## ARTICLE III Membership

**Section 1. Eligibility.** Any person who subscribes to the purpose and policy of the League shall be eligible for membership.

**Section 2. Types of Membership.** The membership of the League shall be composed of Voting Members and Associate Members. Only Voting Members are members within the meaning of Section 5056 of the California Nonprofit Corporation Law and, thus, have voting rights.

a. Voting Members shall be United States citizens at least eighteen years of age who i) pay dues as provided in Article VIII, Section 2; or, ii) are Life Members, individuals who have been members of the League for 50 years or more and are excused from the payment of dues.

b. Associate Members shall be all other persons enrolled in the League.

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

a. A member may resign at any time by delivering a written notice to the Secretary

b. League membership automatically terminates upon the death of a Member.

c. The Board may terminate a Member for non-payment of dues, or may terminate or suspend a Member for conduct which the Board shall deem inimical to the best interests of the corporation. The Board shall give such Member fifteen days prior notice, with reasons, of the proposed termination or suspension. The Member may submit a written statement to the Board regarding the proposed termination or suspension not less than five days before the effective date 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 in the statement on the proposed action. A suspended Voting 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 and Manner of Selection of Directors.** The Board of Directors shall consist of the Officers (President, the two Vice-Presidents, Secretary and Treasurer), five elected Directors, and up to four appointed Directors. In these Bylaws, the term President shall refer to the office of the presidency of the South San Mateo County League of Women Voters, whether held by one or more people. The President, the Second Vice-President, Treasurer and two directors shall be elected by Voting Members at the Annual Meeting of the League in odd-numbered years. The First Vice-President, Secretary and three Directors shall be elected by Voting Members at the Annual Meeting in even-numbered years. The appointed Directors as needed shall be selected by a majority vote of the Board.

**Section 2. Term of Office.** The terms of Officers and elected Directors shall be two years or until their successors have been elected or appointed and qualified. The term of appointed Directors shall be one year or until the conclusion of the next Annual Meeting.

**Section 3. Qualifications.** All members of the Board shall be Voting Members.

**Section 4. Vacancies.** 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 shall be filled, until the next 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 Board member, 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 5. Powers and Duties.**

a. The Board of Directors shall manage and supervise the activities and affairs of the corporation, 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, the Bay Area League Convention, and the Annual Meeting.

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b. The Board of Directors shall appoint two members to serve as Education Fund Trustees, the Treasurer and the Voters Service Chair or his or her designee.

Except as otherwise provided herein, the duties of the Directors shall be assigned by the President, subject to ratification by the Board.

**Section 6. Regular Board Meetings.** There shall be at least nine regular meetings of the Board annually. 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 a properly sent notice or because of any irregularity in a notice actually received.

**Section 7. Special Board Meetings.** The President may call special meetings of the Board and shall call a special meeting upon the written request of five members of the Board. The use of electronic meetings shall be reserved for those issues needing a decision before an in-person meeting is scheduled.

**Section 8. 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 forty-eight hours if delivered personally or by electronic means of communication.

**Section 9. Quorum.** A majority of the Board presently in office shall constitute a quorum for the transaction of business. 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 10. Adjournment.** A majority of the Directors present, whether or not they constitute a quorum, may adjourn to another time and place. If the meeting is adjourned for more than twenty-four 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 11. Fees and Compensation.** Board members shall not be entitled to any compensation for services rendered as Board members. However, a reasonable and proper compensation may be paid to any Board member acting in a professional capacity on behalf of the League, provided the contracting for such services has been previously approved by the Board. Board members may be reimbursed for any of their actual and necessary expenses incurred in the performance of their duties herein under.

**Section 12 Participation in Board Meetings.** Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, including, but not limited to, internet "web meeting" or "conferencing" applications, so long as all members participating in such a meeting can hear one another.

**Section 13 Action Without a Board Meeting.** An action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to that specific action. The written consent or consents shall be filed with the minutes of the proceedings of the board. The action by written consent shall have the same force and effect as the unanimous vote of the Directors.

#### ARTICLE V Officers

**Section 1. The President.** The President shall preside at all Board and business meetings of the League. In the absence or disability of the Treasurer, the President may sign or endorse checks, drafts and notes. The President shall be an ex-officio member of all committees except the Nominating Committee and shall have such usual powers of supervision and management as may pertain to the office of President and perform such other duties as may be designated by the Board.

**Section 2. The Vice-Presidents.** In order of their rank, the Vice-Presidents shall in the event of the absence, disability or death of the President, possess all the powers and perform all the duties of that office, until such time as the Board of Directors shall elect one of its members to fill the vacancy. The First Vice-President shall perform such administrative duties as the President and Board may designate. The Second Vice-President shall assume responsibility for the Program of the League.

**Section 3. The Secretary.** The Secretary shall keep a book of minutes of all meetings of the Board and its committees, including time and place, whether a regular or special meeting (and, if special, how authorized and the notice 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 other instruments when so authorized by the Board. The Secretary shall keep, in the League's principal office in the State of California, the corporation's Articles and Bylaws, as amended to date. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board.

**Section 4. The Treasurer.** The Treasurer is the chief financial officer of the corporation and shall keep and maintain 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 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

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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 and an Annual Report to the Members at the Annual Meetings.

## ARTICLE VI Committees

### Section 1. Standing Committees – The standing committees of the Board comprise:

- a. **Emergency Action Committee.** The Emergency Action Committee shall be composed of the President, the Second Vice-President, and at least three Board members elected annually by the Board. The President may appoint an alternate member of the Emergency Action Committee when a majority of its members cannot be reached to make a decision. The Committee is authorized to carry out the duties of the Board at such times as an immediate decision is needed and action is required between Board meetings, and it is not feasible to hold a Special Meeting of the Board or for the Board to take Action Without a Board Meeting. Action may be taken on agreement of a majority of this Committee. The proceedings of the Committee shall be presented for ratification to the Board at its next meeting.
- b. **Nominating Committee.** The Nominating Committee shall consist of at least five Members. The majority of the Nominating Committee, including the Chair, shall not be members of the Board of Directors. They shall be nominated by the current Nominating Committee and shall be elected at the Annual Meeting in odd-numbered years. They shall hold office for a term of two years or until their successors are elected and qualified. The other members shall be members of the Board and shall be appointed by the Board following the Annual Meeting. They shall hold office for a term of one year. Any midterm vacancy on the Nominating Committee shall be filled by the Board. Suggestions for nominations for officers and directors may be sent to this Committee by any Member. The Nominating Committee shall nominate candidates for the following positions: The President, the Second Vice-President, Treasurer and two directors in odd-numbered years, and the First Vice-President, Secretary and three Directors in even-numbered years. The Nominating Committee shall nominate two candidates from among the membership of the Board of Directors to serve as Trustees of the Education Fund concurrently with their LWVSSMC Board Term, and one candidate from among the Voting Membership who is specifically designated by the Nominating Committee as Ed Fund Chairperson and who will be an ex-officio member of the LWVSSMC Board.
- c. **Budget Committee.** The Budget Committee shall be composed of the Treasurer and at least two Voting Members appointed annually by the President. One of the appointed members shall not be a member of the Board and shall serve as Chair. The Budget Committee shall prepare an annual budget for the League and submit it to the Board at least two months before the Annual Meeting.

Section 2. Special Committees. To support the work of the League and the President, the Board may establish one or more special committees, with authority and responsibilities consistent with these Bylaws. The Committee Chairs shall be appointed by the President, with approval by the Board.

## 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 Years.** The fiscal year of the League shall commence on the first day of July of each year.

**Section 2. Dues.** Annual dues shall be determined at the Annual Meeting by a majority vote of Voting Members present. Such dues shall be payable by July 31 of each year. Any Member who fails to pay dues within sixty days after they become payable shall no longer be a Member of the League.

**Section 3. Budget.** A proposed budget for the ensuing year shall be sent to each Member of record not less than twenty days before the Annual Meeting. The proposed budget shall provide for Local League operations and for all Per Member Payments (PMP). The budget is adopted at the Annual Meeting by a majority of Voting Members present and voting.

**Section 4. Fiscal Report.** The Board shall make available to the Members an annual fiscal report, no later than 120 days following the end of the League's fiscal year. Such a report shall include:

- 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; and
- 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. Distribution of Funds on Dissolution.** In the event of dissolution of the Local League, all money and securities which at the time may be owned by or under the absolute control of the League shall be paid to the League of Women Voters of California. All other property under the control of the League shall be disposed of by the Board for public, charitable, or educational uses and purposes.

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**ARTICLE IX Meetings and Voting Rights**

**Section 1. Regular Meetings.** The regular meeting of Members shall be the Annual Meeting, held between May 1 and June 15, the exact date to be determined by the Board of Directors. At the Annual Meeting, **Voting** Members shall:

- a. adopt a local program for the ensuing year;
- b. elect officers, directors of the Board, and the Chair and members of the Nominating Committee,
- c. adopt an adequate budget; and
- d. conduct such other business as may 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 Report.

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**Section 2. Special Meetings.** The Board or the President may call special meetings of Members, and five percent or more of the **Voting** Members may call a special meeting to remove directors and to elect their replacements. When proper notice has been given (see Section 4, below), business otherwise transacted at an Annual Meeting may be done at a Special Meeting.

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**Section 3. Quorum.** A quorum for the Annual Meeting and for any meeting in which **Voting** Members are entitled to vote shall consist of 5% **Voting** Members.

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**Section 4. Notice of Annual or Special Meetings.** Written notice of each annual or special meeting shall be given between twenty and ninety days before the date of the meeting to each Member of record. A Member of record is any Member who joins the Local League thirty days before the date of the meeting for which the notice is being given. Such notice shall state the place, date and hour of the meeting and in the case of a special meeting, the general nature of the business to be transacted, with no other business permitted, and 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. 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.

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**Section 5. Voting.** Each **Voting** Member shall be entitled to one vote only at any meeting of Members. Absentee or proxy voting shall not be permitted. All elections for directors must be by ballot if a **Voting** Member so demands at the Annual Meeting before the voting begins. In the election of the officers and directors, the candidates receiving the highest number of votes of those persons voting are elected.

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**Section 6. Inspection of Corporate Records.** A **Voting** Member may inspect the accounting books, records and minutes of proceedings of the **Voting** Members, the Board and committees of the Board. A **Voting** Member may inspect and copy the record of all names, addresses and voting rights of **Voting** Members on written demand upon the corporation for a purpose reasonably related to such **Voting** Member's interest as a **Voting** Member. The demand shall state the purpose for which the list is requested.

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**ARTICLE X Nominations and Elections**

**Section 1. Report of the Nominating Committee and Nominations from the Floor.** The report of the Nominating Committee shall include nominees for the succeeding Nominating Committee, and for directors and officers **and Education Fund Trustees** to be elected at the Annual Meeting. This report shall be sent to the **Voting** Members of record not less than twenty days before the Annual Meeting, presented at the Annual Meeting, and immediately following the presentation, additional nominations may be made from the floor by any **Voting** Member, provided that the consent of the nominee shall have been secured.

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**Section 2. Elections.** The election shall be by ballot, except for those offices where there is but one nominee it shall be by voice vote. The majority of those voting by voice shall constitute an election.

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**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. Adoption of Program.** Program is adopted according to the following procedures:

- a. The Board of Directors shall consider the recommendations submitted by Members at least two months prior to the Annual Meeting and shall formulate a proposed Program.
- b. The proposed Program shall be submitted to the Members of record not less than twenty days prior to the Annual Meeting, together with a list of non-recommended items.
- c. A majority vote of **Voting** Members present, qualified to vote and voting on the question, shall be required for the adoption of the Program proposed by the Board.
- d. Any recommendation for Program submitted to the Board at least two months before the Annual Meeting, but not proposed by the Board, may be adopted by **Voting** Members at the Annual Meeting, provided consideration is ordered by a majority vote and the proposal for adoption receives a two-thirds vote.

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e. Changes in program, in the case of altered conditions, may be made provided that information concerning the proposed changes has been sent to Voting Members at least two weeks prior to a general membership meeting at which the changes are discussed and acted upon.

**Section 4. Member Action.** Members may act in the name of the League only when authorized to do so by the appropriate board of directors. Action must be in conformity with, not contrary to, a position taken by the Local League, the Bay Area League, the State League, or the National League.

**ARTICLE XII Conventions and Councils**

**Section 1. National Convention.** The Board of Directors, 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, 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 State League bylaws.

**Section 3. State Council.** The Board, at a meeting before the date on which the names of the Presidents must be sent to the state office, shall name the President or an alternate to that Council, under the provisions of the State League bylaws.

**Section 4. Bay Area Convention.** The Board, at a meeting before the date on which the names of delegates must be sent to the Bay Area League, shall select delegates to that convention in the number allotted the League under the provisions of the Bay Area League bylaws.

**Section 5. Bay Area Council.** The Board, at a meeting before the date on which the names of the Presidents and Bay Area Chairs must be sent to the Bay Area League, shall name the President or an alternate and the Bay Area Chair or an alternate to the Council, under the provisions of the Bay Area League bylaws.

**Section 6. County Council.** The President or an alternate shall represent the League at County Council.

**ARTICLE XIII Parliamentary Authority**

The rules 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 Voting Members present and voting using the following procedures:

**Section 1: By Annual Meeting**

- a. Proposal of bylaws amendments shall be submitted by any Voting Member to the Board no later than ninety days prior to the Annual Meeting.
- b. All the proposed amendments together with the recommendations of the Board shall be delivered by the Board to the Members of record between twenty and ninety days prior to the Annual Meeting. The failure of any Voting Member to receive such notice shall not invalidate the amendments to the bylaws.

**Section 2 By Board of Directors**

When required by law, these bylaws may be amended by the Board of Directors subject to ratification at a subsequent annual meeting.

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