

# BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF PALOS VERDES PENINSULA

AMENDED JUNE 2008

## ARTICLE I - NAME

**Sec. 1. Name.** The name of the organization shall be League of Women Voters of Palos Verdes Peninsula, hereinafter referred to in these bylaws as the League. This local League is an integral part of the League of Women Voters of the United States, hereinafter referred to in these bylaws as LWVUS, of the League of Women Voters of California, and of the League of Women Voters of Los Angeles County.

**Sec. 2. Form.** The League shall be a non-profit public benefit corporation incorporated under the laws of the State of California.

## ARTICLE II - PURPOSE AND POLICY

**Sec. 1. Purpose.** The purposes of the League are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

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

## ARTICLE III - MEMBERSHIP

**Sec. 1. Eligibility.** Any person who subscribes to the purposes and policy of the LWVUS shall be eligible for membership.

### **Sec. 2. Types of Membership.**

(a) **Voting Members.** Citizens at least 18 years of age who join the League shall be voting members of the local Leagues, state Leagues and of the LWVUS; (1) individuals who live within an area of a local League may join that League or any other local League; (2) those who reside outside the area of any local League may join a local League or shall be members-at-large; (3) Those who have been members of the League for 50 years or more shall be honorary life members excused from the payment of dues.

(b) **Associate Members.** All others who join the League shall be associate members.

**Sec. 3. Termination of Membership.** Article III, Section 3 of the Bylaws of the League of Women Voters of California, amended 2007, are herein incorporated by reference.

## ARTICLE IV - BOARD OF DIRECTORS

**Sec. 1. Number of Directors.** The board of directors shall consist of the officers, eight elected directors and not more than six appointed directors.

**Sec. 2. Selection of Directors.** Of the total number of directors provided for in Section 1 of this article, and not provided for under Article V Section 1, four shall be elected each year by a majority of members eligible to vote at the local convention. The remainder shall be selected by the board of directors.

**Sec. 3. Term of Office.** The elected directors and officers shall hold office for a term of two years or until their successors have been elected or appointed and qualified. The appointed directors shall serve until the close of the next local convention or until their successors have been appointed as soon thereafter as possible.

**Sec. 4. Qualifications.** All directors must be members of the League, and citizens of the United States.

**Sec. 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) and officer(s) whose office is vacant was selected, provided that vacancies to be filled by election may be filled by a vote of the 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 next local convention when a successor has been selected and qualified.

A vacancy or vacancies in the board shall be deemed to exist in the 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 without a valid reason, or been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order of 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.

**Sec. 6. Powers and Duties.** Article V, Section 6 of the bylaws of the League of Women Voters of California, as amended in 2007, are herein incorporated by reference.

**Sec. 7. Regular Meetings.** There shall be at least nine regular meetings of the board annually. Regular meetings of the board, with time and place designated, shall be established at the beginning of the League year. 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.

**Sec. 8. Special Meetings.** Special meetings of the board for any purpose or purposes may be called at any time by the president, or upon written request of three members of the board.

Special meetings of the board shall be held upon four days' notice by first-class mail or forty-eight hours notice given personally or by telephone, telegraph, FAX, e.mail 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 by the director for purposes of notice .

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 notice has reason to believe will promptly communicate to the receiver.

**Sec. 9. Quorum.** A majority of the board 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 board members 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 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 board members, if any action taken is approved by at least a majority of the required quorum for such meeting.

**Sec. 10. Participation in 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 hear one another and have an opportunity to speak.

**Sec. 11. Waiver of Notice.** Notice of a meeting need not be given to any board member 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 board member. All such waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes or the meeting.

**Sec. 12. Adjournment.** A majority of the board present, whether or not a quorum is present, may adjourn any board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent officers and 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 hours, notice of any adjournment to another time or place shall be given at least twenty-four hours prior to the time of the reconvened meeting to the officers and directors who were not present at the time of the adjournment.

**Sec. 13. Rights of Inspection.** Every officer and 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 a person is an officer or director.

**Sec. 14. Board Committees.** The board may appoint one or more committees, each consisting of at least one board member 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 board 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 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.

**Sec. 15. Executive Committee**

- (a) **Composition.** The executive committee shall be composed of the president, the vice presidents, and director(s) whose portfolio(s) is (are) involved.
- (b) **Duties.** The executive committee shall transact emergency business between regular meetings of the board of directors. It will report on any decisions made at the next board meeting.

**Sec. 16. Budget Committee**

- (a) **Composition.** The budget committee shall be composed of the treasurer, and two non-board members who have been nominated for appointment by the president and 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 it to the board at least six weeks prior to the local convention.

**Sec. 17. Bylaws Committee**

- (a) **Composition.** The bylaws committee shall be composed of one member of the board of directors and two non-board members, one of whom shall be chair, who have been nominated for appointment by the president and elected by the board.
- (b) **Duties.** The bylaws committee shall submit any proposed changes in the bylaws of the League to the board at least six weeks prior to the local convention.

**Sec. 18. Fees and Compensation.** The board of directors and members of the committees may receive such compensation, if any, as may be fixed or determined by the board.

**ARTICLE V - OFFICERS**

**Sec. 1. Enumeration and Election of Officers.** The officers of the League shall be a president or co-presidents, a first vice-president, a second vice-president, a third vice-president, a secretary and a treasurer. They shall be voting members of the League and shall be elected by the local convention to hold office until the close of the local convention of the second year of office. The president(s), first vice-president and treasurer shall be elected in odd-numbered years. The second vice-president, third vice-president and secretary shall be elected in even-numbered years.

**Sec. 2. The President.** The president(s) shall preside at all meetings of the organization and of the board of directors unless the president(s) designates someone else to preside instead. In the absence or disability of the treasurer, the president may sign or endorse checks, drafts, and notes. The president shall be ex-officio a member of all committees except the nominating committee and shall have such usual powers of supervision and management as may pertain to the office of president and perform such other duties as may be designated by the board.

**Sec. 3. The Vice Presidents.** The first vice-president in the event of the absence, disability, or death of the president shall possess all the powers and perform all the duties of that office, until such time as the board of directors shall elect one of its members to fill the vacancy. The vice presidents shall perform such duties as the president and the board may designate.

**Sec. 4. 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 local convention and shall sign with the 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 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.

**Sec. 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 board member.

The treasurer shall deposit all moneys 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 board members whenever they request it, an account of all transactions as treasurer and of the financial condition of the corporation, shall present periodic statements to the board at its regular meetings and an annual report to the local convention, and shall have such other powers and perform such other duties as may be prescribed by the board.

**ARTICLE VI - OTHER PROVISIONS – of the Bylaws of the League of Women Voters of California, as amended in 2007 are incorporated herein by reference.**

**ARTICLE VII – INDEMNIFICATION – of the Bylaws of the League of Women Voters of California, as amended in 2007 are incorporated herein by reference.**

**ARTICLE VIII - FINANCIAL ADMINISTRATION**

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

**Sec. 2. Dues.** Annual dues shall be determined by the board, subject to approval by the voting members at the local convention, and shall be payable July 1. Dues may be reduced for each additional member residing in the same household. Dues for a member who is a student shall be equal to one-half the dues amount per member. A student is defined as an individual enrolled either full or part-time in an accredited institution. Any member who fails to pay dues within 60 days after they become payable shall no longer be a member of the League.

**Sec. 3. Budget.** The board shall submit to the members for adoption at the local convention 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 local convention.

**Sec. 4. Fiscal Report.** The board shall provide the members on an annual basis, a fiscal report containing the following information. Such report shall be sent or posted on the website no 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.

**Sec. 5. Distribution of Funds 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 organization having possession of same to such person, organization, or corporation, for such public, charitable, or educational uses and purposes as may be designated by the board.

(Note – former Section 5 dealing with *Report on Transactions with Interested Persons* was deleted at

**ARTICLE IX - MEETING AND VOTING RIGHTS**

**Sec. 1. Membership Meetings.** There shall be at least three general meetings of the membership each year. Time and place shall be determined by the board.

**Sec. 2. Local Convention.** A local convention shall be held between March 25 and June 30, the exact date to be determined by the board. At the local convention, the members shall:

- (a) Adopt a local program for the ensuing year;
- (b) Elect officers, directors and members of the nominating committee;
- (c) Adopt a budget; and approve the amount of the dues for members; and
- (d) Transact such other business as may properly come before it; however, if less than one-fourth of the membership is present, action may be taken only on business contained in the annual meeting kit.

**Sec. 3. 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 the board of directors must be by ballot upon the written demand made by a member at the local convention and before the voting begins. The candidates receiving the highest number of votes of those persons voting are elected.

**Sec. 4. Quorum.** Fifteen members shall constitute a quorum at all meetings of the League where voting is required.

**Sec. 5. Notice of Local Convention.** Written notice of each local convention shall be given not less than thirty days nor more than ninety days before the date of the local convention to each member. Such notice shall state the place, date and hour of the local convention 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 and the bylaws, any proper matter may be presented at the local convention for action. The notice shall also include the names of all those who are nominees for office or directors 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 member, as shown by the records of the 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 each member, or
- (c) By any other method provided by these bylaws or determined by the board in accordance with the applicable law.

**Sec. 6. Record Date.** The board may fix, in advance, a record date for the determination of the members entitled to notice of any local convention or entitled to exercise any rights in respect to any lawful action. The record date so fixed shall be not more than sixty days nor less than thirty days prior to the date of the local convention, nor more than sixty days prior to any other action. When a record date is so fixed, only members of record on that date are entitled to notice, to vote or to exercise the rights for which the date was fixed. If no record date is fixed by the board, the record date shall be 30 days prior to the date of the local convention or of such other action.

**Sec. 7. Inspection of Corporate Records.** Subject to Sections 6330, 6331 and 6332 of the California Non-profit Public Benefit Corporation Law, members may do either or both of the following for a purpose reasonably related to such member's interest as a member:

- (a) Inspect and copy the record of all the names, addresses and voting rights of members at reasonable times, upon five 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 and officers, 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 business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

The corporation may, within ten 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 members and the board and committees of the board shall be open to inspection upon written demand on the corporation of any member at any reasonable time for a purpose reasonably related to such person's interests as a member.

**Sec. 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 members, at all reasonable times during office hours.

## **ARTICLE X - NOMINATIONS AND ELECTIONS**

**Sec. 1. Nominating Committee.** The nominating committee shall consist of three members, one of whom shall be a board member. The chairman who shall not be a board member shall be elected at the local convention. Nominations for these offices shall be made by the current nominating committee. Further nominations may be made from the floor of the local convention. 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 the first regular meeting after June 1, and their term of office shall expire at the end of the next annual local convention. Any vacancy occurring in the nominating committee shall be filled by the board.

The president of the League shall send the name and address of the nominating committee chair to the members. It shall be the duty of the nominating committee chair to solicit from members suggestions for nominations for the offices to be filled.

**Sec. 2. Suggestions by Members.** Any member may send suggestions to the nominating committee.

**Sec. 3. Report of the Nominating Committee and Nominations from Floor.** The report of the nominating committee of its nominations for officers, directors and the chairman and two members of the succeeding nominating committee shall be sent to the members one month before the local convention. The report of the nominating committee shall be presented to the local convention. Immediately following the presentation of this report, nominations may be made from the floor by any member, provided that the consent of the nominee shall have been secured.

**Sec. 4. Election.** The election committee appointed by the president at the local convention shall be in charge of the election if it is by ballot. If there is but one nominee for each office, however, the election shall be by voice vote. A majority vote of those local League members present and qualified to vote and voting shall constitute an election.

## **ARTICLE XI - PROGRAM**

**Sec. 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 the program.

**Sec. 2. Program.** The program shall consist of such local governmental issues as the members shall choose for concerted study and action.

**Sec. 3. Action by the Local Convention.** The convention shall act upon the local program using the following procedures:

- (a) The board shall consider the recommendations sent in by member(s) two months prior to the local convention and shall formulate a proposed program.
- (b) The proposed program shall be sent to all members at least one month before the local convention.
- (c) Changes in wording of the proposed program may be submitted by members in writing to the board of directors prior to the local convention and, if accepted, will be presented for membership approval at local convention. Suggestions for wording changes may be offered from the floor at local convention.
- (d) A majority vote of voting members present and voting at the local convention shall be required for adoption of subjects in the proposed program as presented to the local convention by the board of directors.
- (e) Recommendations for program submitted by voting members in accordance with Section 3(a), but not recommended by the board of directors may be considered by the local convention provided that
  - (1) The local convention shall order consideration by a majority vote and
  - (2) The local convention shall adopt the item by a three-fifths vote.
- (f) 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 two weeks prior to a general membership meeting at which the changes are discussed and acted upon .

**Sec. 4. Member Action.** Members may act in the name of the League of Women Voters 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 League of Women Voters of Palos Verdes Peninsula, the county League, the state League, and the national League.

## **ARTICLE XII - NATIONAL CONVENTION, STATE CONVENTION AND COUNCIL**

**Sec. 1. National Convention.** The board, 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 national League.

**Sec. 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 bylaws of the state League.

**Sec. 3. State Council.** The board, at a meeting before the date on which the name of the president must be sent to the state office, shall name the president or the alternate to that Council under the provisions of the bylaws of the state League.

**Sec. 4. County (Inter-League Organization) Convention.** The board at a meeting before the date which the names of delegates must be sent to the County League, shall select delegates to the convention in the number allotted to the League under the provisions of the bylaws of the County League.

## **ARTICLE XIII - PARLIAMENTARY AUTHORITY**

**Sec. 1. Parliamentary Authority.** The rules contained in Robert's Rules of Order Newly Revised, Tenth Edition

(2000) 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**

**Sec. 1. Bylaw Amendments.** These bylaws may be amended at any local convention by a two-thirds vote using the following procedure:

- (a) Proposed bylaw amendments shall be submitted by any member to the board no later than two months prior to the local convention.
- (b) All such proposed amendments together with the recommendations of the board shall be sent by the board to the members not less than thirty days prior to the local convention. The failure of any local League member to receive such notice shall not invalidate the amendments to the bylaws.

June, 2008