

## **BYLAWS**

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

### **LEAGUE OF WOMEN VOTERS OF BUTTE COUNTY**

a California Nonprofit Public Benefit Corporation  
P.O. Box 965  
Chico, California 95927

## **ARTICLE I**

### **NAME AND OFFICE**

**Section 1. Name.** The name of this corporation shall be the League of Women Voters of Butte 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"), and the League of Women Voters of California (herein referred to as the "State 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 of citizens in government, and to act on selected governmental issues.

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

## **ARTICLE III**

### **MEMBERSHIP**

**Section 1. Eligibility.** Any person who subscribes to the purpose and policy of the League and who pays dues as provided for in Article VIII Section 2 shall be a member of the League (herein referred to as a "Member").

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

**Section 3. Local League Members.** Local League Members are 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 of Membership.** The status of League Members may be terminated in the manner set forth in this Section.

5.1 A Local League Member may at any time voluntarily resign by delivering a written notice to the Secretary. Resignation will be effective on the date and time of the receipt of such notice.

5.2 When the Secretary receives notification of the death of a Local League Member the membership or affiliation shall be considered automatically terminated as of the date and time of such member's death.

5.3 The Board may terminate or suspend a Local League membership or expel or suspend such a member for conduct which the Board shall deem inimical to the best interests of the corporation, including, without limitation, flagrant violation of any provision of these Bylaws or failure to satisfy such membership qualifications. The Board shall give the Local League member who is the subject of the proposed action 15 days prior notice of the proposed expulsion, suspension, or termination and the reasons therefore. The Local League member may submit a written statement to the Board regarding the proposed action not less than five days before the effective date of the proposed expulsion, suspension or termination. Prior to the effective date of the proposed expulsion, suspension, or termination, the Board shall review any such statement submitted and shall determine the mitigating suspension or termination. (A suspended Local League member shall not be entitled to exercise any of the voting rights set forth in these Bylaws.)

## ARTICLE IV

### BOARD OF DIRECTORS

**Section 1. Number of Directors.** The authorized number of directors shall be no less than fifteen (15) and no more than nineteen (19) until changed by amendment of this Article of the Bylaws. This number of directors includes the officers designated in Article V, Section 1, who shall also serve as Directors.

**Section 2. Qualifications and Compensation.** All directors must be Members of the League of Women Voters of Butte County and shall serve without compensation.

**Section 3. Number, Manner of Selection, and Term of Office.** The Board of Directors shall consist of the officers of the League, ten elected Directors, and not more than four appointed Directors. Five Directors shall be elected in odd-numbered years and five Directors shall be elected in even-numbered years by the general membership at each Annual Meeting. The elected members may appoint such additional Directors, not exceeding four, as they deem necessary to carry on the work of the League. Enumeration and election of Officers is set forth in Article V, Section 1.

**Section 4. 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 for one year or until the next annual meeting.

**Section 5. Vacancies.** 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 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.

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

5.2 The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of the court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

5.3 Vacancies on the Board shall be filled by the President upon 2/3s vote of the remaining Board of Directors. Nominations may be solicited from the Board or from the general membership.

5.4 A Director thus selected shall serve until the expiration of the term of the Director being replaced. The person elected to fill such vacancy shall then be eligible for her/his own nomination and election.

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

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

6.1 The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under

the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the other officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws, fix their compensation, and require from them security of faithful service.
- (b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefore not inconsistent with law, the Articles, or these Bylaws, as they may deem best.
- (c) To authorize the issuance of memberships of the corporation from time to time, upon such terms and for such consideration as may be lawful.
- (d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

**Section 7. Regular Meetings.** There shall be at least nine regular meetings of the Board annually. The President shall notify each director of all regular meetings by first class mail at least one week before any such meeting, giving the time and place of the meeting. No action taken at any regular Board meeting attended by three-fourths of the directors shall be invalidated because of the failure of any director to receive any notice properly sent or because of any irregularity in any notice actually received.

**Section 8. Special Meetings.** Special meetings of the Board for any purpose or purposes may be called at any time by the President, any two officers or any four directors.

**8.1 Notification of Special Meetings.** Special meetings of the Board shall be held upon forty-eight (48) hours notice given personally or by telephone or email, or by similar means of communication. Notice of a special Board Meeting by first class mail must allow for a delivery date one week in advance. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

**8.2 Notice by Mail.** 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, or the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

**Section 9. Quorum.** A majority of the elected and appointed officers and directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section II 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 or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

**Section 10. Participation in Meetings by Interactive Media.** 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 interact with or exchange information 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 corporate 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.

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

**Section 14. Board Committees.** The Board may appoint one or more committees, each consisting of at least two directors, one of whom shall act as chair, and no more than an equal number minus one of other League members. The Board may 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 amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

- (e) The appointment of other committees of the Board or the members thereof;
- (f) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (g) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

14.1 Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent members 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. The Chairman of such committee shall be responsible for notification of place and time of committee meetings. Minutes shall be kept of each meeting of each committee.

### **Section 15. Budget Committee.**

- (a) Composition. The Budget Committee shall be composed of the Treasurer and two members who shall have been nominated for appointment by the President and elected by the Board, one of whom shall act as chair, and no more than an equal number minus one of other League members. The Treasurer shall not be eligible to serve as chairperson of the Budget Committee.
- (b) Duties. The Budget Committee shall prepare an annual budget for the League and submit it to the Board at least three months prior to the Annual Meeting.

## **ARTICLE V**

### **OFFICERS**

**Section 1. Enumeration and Election of Officers.** The Officers of the League shall be a President, a First Vice-President, Second Vice-President, a Secretary and a Treasurer. The President, First Vice-President and Secretary shall be elected in odd-numbered years. The Second Vice-President and Treasurer shall be elected in even-numbered years. They shall hold office for two years or until their successors have been elected and qualified.

**Section 2. The President.** The President shall preside at all meetings of the organization and of the Board of Directors unless the President 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.

**Section 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 the Board fills the vacancy. The other Vice-Presidents shall perform such duties as the President and the Board may designate.

**Section 4. Secretary.** The Secretary shall keep or cause to be kept, 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 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 shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

**Section 5. Treasurer.** The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositaries 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 such other powers and perform such other duties as may be prescribed by the Board.

## ARTICLE VI

### OTHER PROVISIONS

**Section 1. Endorsement of Documents; Contracts.** Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other

person, when signed by the President or any Vice-President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. 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, and, unless so authorized by 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 purpose or amount.

**Section 2. Representation of Shares of Other Corporations.** The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. 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 Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

## ARTICLE VII

### INDEMNIFICATION

**Section 1. Definitions.** For the purposes of this Article, "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 4(b) of this Article.

**Section 2. Indemnification In Action By Third Parties.** The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding, (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interest of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The



termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

**Section 3. Indemnification In Actions By Or In The Right Of The Corporation.** The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

- (a) With respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

**Section 4. Indemnification Against Expenses.** To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

**Section 5. Required Determinations.** Except as provided in Section 4 of this Article any indemnification under this Article shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article by:

- (a) A majority vote of a quorum consisting of directors who are not parties to such proceedings; or
- (b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection

with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

**Section 6. Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

**Section 7. Other Indemnification.** No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

**Section 8. Forms Of Indemnification Not Permitted.** No indemnification or advance shall be made under this Article, except as provided in Sections 4 or 5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**Section 9. Insurance.** The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 or the California Nonprofit Public Benefit Corporation Law.

## ARTICLE VIII

### FINANCIAL ADMINISTRATION

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

## **Section 2. Dues.**

- (a) Dues shall be paid annually.
- (b) The amount of dues shall be determined by a 2/3 vote of members present at the Annual Meeting, except that the Board may at any time set dues to cover but not exceed National and State dues assessments, rounded to the next dollar.
- (c) When more than one member resides in a household, the dues for each additional member shall be reduced. This rate shall be at least equal to the State and National per member payments for such household member.
- (d) Dues for each calendar year are payable beginning on the preceding September 1, by which time each member will receive a dues notice. Any member who fails to pay dues by January 1 shall be dropped from the membership rolls.
- (e) Dues paid by new members after May 1 will be considered dues payment for the following fiscal year.

**Section 3. Budget.** The Board shall submit to the Members for adoption at the Annual Meeting a budget for ensuing year. The budget shall provide for the support of the League. A copy of the proposed budget shall be sent to each Member as part of the Notice Packet for the Annual Meeting. The budget may be changed from time to time by the Board. Shifts in fund allocations exceeding \$500 must be introduced at one board meeting and adopted or rejected at the next board meeting after evaluation of impact to a balanced budget is presented by the finance committee.

**Section 4. Fiscal Report.** Annually, the Board shall provide the Members, a fiscal report containing the following information:

- (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 not such report, the certificate of the President of the corporation that such statements were prepared without audit from the books and records of the corporation.

Such report shall be made available not later than 120 days following the end of the League's fiscal year and shall be maintained as a permanent record along with the Annual Report for the same fiscal year.

### **Section 5. Report On Transactions With Interested Person.**

5.1 Within 120 days of the end of the corporation's fiscal year, the Board shall send to the Members a report on any transaction in which the corporation, its parent or subsidiary was a party *and* in which any director or officer of the League or its parent or subsidiary had a direct or indirect material financial interest.

5.2 The report shall briefly describe:

(a) Any covered transaction during the previous fiscal year involving more than forty thousand dollars (\$40,000.00), or which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than forty thousand dollars (\$40,000.00);

(b) The names of the interested person involved in such transactions, stating such person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

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

**Section 6. Distribution of Funds on Dissolution.** In the event of a dissolution for any 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.

## **ARTICLE IX**

### **MEETINGS AND VOTING RIGHTS**

**Section 1. Membership Meetings.** There shall be at least three meetings of the membership each year. Time and place shall be determined by the Board and Members shall be given at least one week notice. Meetings are not required to be called as business meetings, but if business is to be transacted, the membership will be given 14 days notice specifying business to be transacted. If a meeting is not to be called as a business or consensus meeting, it may be made open to the public, at the discretion of the Board.

**Section 2. Consensus Meetings.** Meetings of the membership for purposes of developing consensus on issues shall be announced to the membership at least ten days in advance. A permanent record of such meetings, including attendees and outcome of the consensus process, shall be kept by the Secretary.

**Section 3. Annual Meeting.** An Annual Business Meeting shall be held during April or May the exact date to be determined by the Board. At the Annual Meeting the Members shall:

- (a) Adopt a local program for the ensuing year;
- (b) Elect officers, directors, and members of the Nominating Committee;
- (c) Adopt a budget; and
- (d) Transact 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 Annual Meeting Notice Packet.

**Section 4. Notice of Annual Meeting.** Written notice of each Annual Meeting shall be given not less than ten (10) days nor more than ninety (90) days before the date of the Annual Meeting to each Member; provided, however, that if notice is given by mail, and the notice is not mailed by first class, registered, or certified mail, the notice shall be given not less than twenty (20) days before the Annual Meeting, and further, if the notice contains bylaws changes, notice shall be not less than (30) days. Such notice shall state the place, date and hour of the Annual Meeting and those matters which the Board, at the time of the mailing of the notice, intends to present for action, but, subject to the provisions of applicable law, any proper matter may be presented at the Annual Meeting for such action. The notice shall also include the names of all those who are nominees for officers 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 to the last known address of the member, as shown by the records of the Butte County 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.

**Section 5. Voting.** Each 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 written ballot upon the written demand to the Nominating Committee Chair made by a Member at least one week before the voting begins. In the election of the Officers and Directors, the candidates receiving the higher number of votes of those persons voting are elected.

**Section 6. Quorum.** A quorum shall consist of 15% of qualified Members at all business meetings.

**Section 7. Record Date.** The Board, no less than 90 days in advance of the Annual Meeting, may fix a record date for the determination of the Members entitled to notice of any Annual Meeting or entitled to exercise any rights in respect of any lawful action. The record date so fixed shall be not more than sixty (60) days nor less than ten (10) days prior to the date of the Annual Meeting, nor more than sixty (60) days prior to any other action. When a record date is so fixed, only 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 thirty (30) days prior to the date of the Annual Meeting, or of such other action.

**Section 8. Inspection of Corporate Records.** Subject to Sections 6330, 6331 and 6332 of the California Nonprofit 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 (5) days prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or

(b) Obtain from the Secretary of the corporation, upon written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Secretary shall make the list available on or before the later often (10) 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 (10) business days after receiving a demand, as set forth above in subparagraph (a) or (b) of this Section, deliver to the person(s) making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the list. Any rejection of the corporation's offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand made pursuant to subparagraph (a) or (b) of this Section.

The accounting books and records and minutes of proceedings of the 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.

**Section 9. 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

#### **Section 1. The Nominating Committee.**

(a) The Nominating Committee shall consist of five Members, two of whom shall be directors. The Chair and two Members who shall not be directors, shall be elected by the Annual Meeting. Nominations for these offices shall be made by the current Nominating Committee. Further nominations may be made from the floor of the Annual Meeting. Nominating Committee members shall hold office for a term of one year or until their successors are elected and qualified. The other members of the Committee shall be appointed by the Board at its first regular meeting following the Annual Meeting and their term of office shall expire concurrently with the term of office of the elected members.

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

(c) The President of the League shall send the name and address of the Nominating Committee Chair to the Members. It shall be the duty of the Nominating Committee to solicit from Members suggestions for nominations for the offices and directorships to be filled.

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

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

**Section 4. Election Committee and Election.** The election shall be under the direction of an Election Committee appointed by the President. The election shall be by ballot except that if there is but one nominee for each office it may be by voice vote. [(See also Article IX Sec. 4)] A majority vote of those present and qualified to vote and voting shall constitute an election.

## ARTICLE XI

### PROGRAM

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

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

- (a) Action to implement the Principles, State, and National Programs,
- (b) Those local or regional governmental issues chosen for concerted study and action.

**Section 3. Program Committees.** Program Committees shall consist of any interested League Members. Committee Chairs must be appointed by the Board. Chairs shall maintain a roster of committee members, and shall appoint a recording secretary to record any actions of the committee. Such minutes will be kept by the Secretary of the Board.

- (a) A Program Committee shall carry out principles, program and activities of the League, and may develop Program for recommendation to the Board. Action based on such program shall be previously approved by the Board.
- (b) Members or Chairs of Program Committees may speak on behalf of League only upon previous Board approval.
- (c) Program committees may spend money only if it has been previously budgeted, or with prior Board approval.
- (d) A written report summarizing committee work and actions shall be submitted to the Board annually, at least two weeks prior to the Annual Meeting.

**Section 4. Action By The Annual Meeting.** The Annual Meeting shall act upon the Program using the following procedures:

- (a) Members may make recommendations for a Program to the Board no later than sixty days prior to Annual Meeting;
- (b) Program Committees may make recommendations for Program action to the Board no later than thirty days prior to the Annual Meeting;
- (c) The Board shall consider the recommendations and shall formulate a proposed Program which shall be submitted to the Members at least two weeks prior to the Annual Meeting, together with a list of non-recommended items;
- (d) A majority vote of those present and voting shall be required for the adoption of the Program proposed by the Board;
- (e) Any recommendation for the Program submitted to the Board at least thirty days before the Annual Meeting, but not proposed by the Board, may be adopted by the Annual Meeting, provided consideration is ordered by a majority vote and the proposal for adoption receives a two-thirds vote.



(f) To make League more able to be responsive to needs and issues in the community, changes in the program, may be made provided that;

(1) information concerning the proposed changes has been sent to all members at least ten days prior to a general membership meeting at which the change is to be discussed;

(2). consideration of the changes is ordered by a majority vote and the proposal for adoption receives a two-thirds vote and,

(3) the action is ratified by the Board at the next subsequent Board Meeting.

**Section 5. Member Action.** Members may act in the name of the League only when authorized to do so by the Board.

## ARTICLE XII

### NATIONAL CONVENTION, STATE CONVENTION AND COUNCIL

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

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

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

## ARTICLE XIII

### PARLIAMENTARY AUTHORITY

**Section 1. Parliamentary Authority.** The rules contained in Sturgis' Standard Code of Parliamentary Procedure shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

## ARTICLE XIV

### AMENDMENTS

**Section 1. Amendments.** These Bylaws may be amended at any Annual Meeting by a two-thirds vote using the following procedure:

As adopted May 17, 1947, and as amended:

May 3, 1952

April 24, 1954

April 23, 1955

April 21, 1956

Annual Meeting, 1957

April 8, 1961

March 21, 1962

March 27, 1965

Annual Meeting, 1966

April 29, 1967

April 20, 1968

April 26, 1969

April 15, 1971

April 9, 1973

April 19, 1975

April 26, 1977

As revised by state law April 1981

As adopted April 24, 1982, and as amended:

April 18, 1983

April 30, 1984

May 1, 1985

May 11, 1988

May 15, 1993

May 13, 2003

May 19, 2005