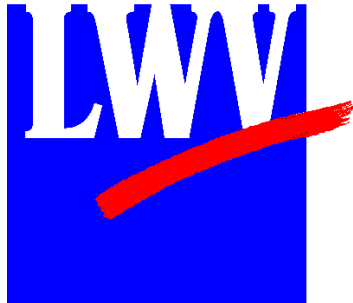


BYLAWS



LEAGUE OF WOMEN VOTERS OF SAN DIEGO COUNTY

A California Nonprofit Public Benefit Corporation
(Corporation No. 9793792, Approved 12/20/74)

as Revised by the Conventions of:

2/18/70; 3/28/72; 5/8/74; 3/3/76; 3/2/78; 5/17/80; 3/21/86; 3/24/90; 6/6/92; 5/21/94
6/3/00; 6/8/02, 6/24/06, 9/24/06 amended Article II, Section 1 per LWVUS, 5/23/13 (501c3),
5/13/14

ARTICLE I NAME AND FORM

Section 1. **NAME.** The name of this corporation shall be the League of Women Voters of San Diego County (hereinafter referred to as the “County League”). The County League is an Inter League Organization that is an integral part of the League of Women Voters of the United States (hereinafter referred to as the “LWVUS”) and the League of Women Voters of California (hereinafter referred to as the “LWVC”).

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

ARTICLE II PURPOSES AND POLICY

Section 1. **PURPOSES.** The purposes of the County League are to promote political responsibility through informed and active participation in government and to act on selected governmental issues, to increase the knowledge and effectiveness of the local Leagues in county

and regional governments, and to coordinate League work on the county level. The County League is organized and operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provisions of these Articles, the County League shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the activities of the County League shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Section 2. **POLITICAL POLICY.** The County League shall not support or oppose any political party or candidate.

ARTICLE III **MEMBERSHIP**

All members of the local Leagues in the County are also members of the County League.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1. **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 of Directors of the County League (hereinafter referred to as the “Board”). The board shall plan and direct the work necessary to carry out programs on selected governmental issues as adopted by the LWVUS Convention, the LWVC Convention and the County League Convention.

Section 2. **NUMBER OF DIRECTORS.** The authorized number of directors, including the officers shall not exceed nineteen (19).

Section 3. **QUALIFICATIONS.** All directors must be local League members in the County of San Diego, State of California. All officers and directors shall sign a conflict of interest pledge as directed by these bylaws.

Section 4. **SELECTION OF DIRECTORS.** Of the total number of directors provided for in Section 2 of this Article, four (4) officers and at least seven (7) additional directors shall be elected by a majority of those members eligible to vote at the Biennial Convention or Council and shall take office immediately following such convention or council except for the treasurer who shall continue until July 1. Additional directors not exceeding one-third (1/3) the number of elected directors, including the officers, may be selected by the newly elected directors at the first meeting of the board following the Biennial Convention or Council.

Section 5. **TERM OF OFFICE.** The elected officers and directors shall hold office for a term of two (2) years or until their successors have been elected or appointed and qualified. The appointed directors shall hold office concurrently with the terms of the elected directors.

Section 6. **VACANCIES.** 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 number of directors is increased by the board.

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 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.

The board may declare vacant the office of a director who has not attended three (3) consecutive meetings of the board, or who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit 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.

Vacancies in the Board shall be filled by a majority of the remaining directors, even if less than a quorum. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

Section 7. **REGULAR MEETINGS.** There shall be at least six (6) regular meetings of the board annually. The directors at their first meeting shall set the time for such meetings. No action taken at any regular Board meeting attended by three-fourths (3/4) of the directors shall be invalidated because of the failure of any director to receive any notice properly sent or because of any irregularity in any notice actually received.

Section 8. **SPECIAL MEETINGS.** Special meetings of the board for any purpose or purposes may be called at any time by the president or any four (4) directors.

Section 9. **NOTIFICATION.** The directors of the Board and the presidents of the local Leagues in the County shall be notified of all regular and special meetings of the Board at least four (4) days ahead if sent by first class mail or 48 hours if given notice personally or by electronic means.

Section 10. **QUORUM.** One-third (1/3) of the actual number of directors in office, and no less than one-fifth (1/5) of the authorized number of directors constitutes a quorum of the board for the transaction of business, except to adjourn as provided in section 12 of this Article IV. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the board, unless a greater number be required by law or by the Articles. If, however, a quorum is initially present, a meeting 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 11. **PARTICIPATION IN MEETINGS BY ELECTRONIC MEANS.** Members of the board may participate in a meeting through use of conference telephone or similar communications equipment, as long as all members participating in such meetings can hear one another or can communicate concurrently. Notice, quorum and other requirements for the conduct of meetings shall apply.

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 unless the meeting is adjourned for more than twenty-four (24) hours. In such case, 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. **ACTION WITHOUT MEETING.** The directors may take action between meetings by mail or an e-mail ballot, when necessary, provided that notice of the proposed action sets forth the proposed action, provides the opportunity to specify approval or disapproval of the proposal, and a reasonable time in which to return the ballot is allowed. Notice, quorum and other requirements for the conduct of meetings shall apply. Ballots shall be filed with a report of the action and shall be a part of the minutes of the next meeting of the board of directors.

Section 14. **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 15. **EXECUTIVE COMMITTEE.**

- (a) **COMPOSITION.** The Executive Committee shall be composed of the president, the vice presidents, the secretary and the treasurer. Three members shall constitute a quorum.
- (b) **DUTIES.** The Executive committee shall transact emergency business between meetings of the Board of Directors. The proceedings of the Executive Committee shall be reported to the board for ratification at its next meeting.

Section 16. **FEES AND COMPENSATION.** Directors and members of the committees may receive such compensation, if any, for their services, and such reimbursement for expense, as may be fixed or determined by the Board.

ARTICLE V **OFFICERS**

Section 1. **ENUMERATION AND ELECTION OF OFFICERS.** The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer who shall be elected as officers at the biennial convention. They shall hold office until the next regular Biennial Convention or until their successors have been elected and qualified.

Section 2. **THE PRESIDENT.** The president shall preside at all meetings of the corporation and of the Board of Directors unless the president designates someone else to preside. 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 3. **THE VICE PRESIDENTS.** The vice president, in the event of the absence, disability or death of the president shall possess all the powers and perform all the duties of that office until the Board of Directors shall fill the vacancy.

Section 4. **THE SECRETARY.** The secretary shall keep the minutes of all meetings of the Board 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 meetings; and the proceedings thereof. The secretary also shall keep minutes of the Biennial Convention, the Council and any special meetings and shall sign with the president all contracts and such instruments when so authorized by the Board. The secretary shall transmit minutes of all Board meetings, Biennial Convention, the Council and any special meetings to each local League president. The secretary shall keep the original of a copy of the corporation's Articles and Bylaws, as amended to date.

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

Section 5. **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 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.

The books of the organizations shall be audited biennially or, at the discretion of the Board, annually at the close of the fiscal year. The books should be audited any time the individual holding the office of treasurer is changed.

ARTICLE VI
INDEMNIFICATION

The League is empowered to indemnify its officers, directors, and agents to the extent provided, and within limitations imposed by the California Nonprofit Public Benefit Corporation Law.

ARTICLE VII
FINANCIAL ADMINISTRATION

Section 1. **FISCAL YEAR.** The fiscal year of the corporation shall commence on July 1.

Section 2. **BUDGET COMMITTEE.** The budget shall be prepared by a committee which shall be appointed by the board for that purpose at least 120 days in advance of the Biennial Convention or Council. Such committee may include League members who are not directors. The treasurer shall be a member of the Budget Committee but shall not be eligible to chair the committee. The Budget Committee shall submit the budget to the board at least sixty (60) days before the Biennial Convention or Council.

Section 3. **BUDGET.** The Board shall submit to the Convention or Council for adoption a budget for the following year. The budget shall provide for the support of the county League. A copy of the budget shall be sent to each local League president at least thirty-five (35) days in advance of the Biennial Convention or Council.

Section 4. **FISCAL REPORT.** The board shall make a fiscal report available on a biennial basis to delegate members and local League presidents and on an annual basis to County board directors and any delegate member or local League president who request such in writing. The report shall be available not later than 120 days following the end of the corporation's fiscal year, and contain 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 the general and restricted purposes, during the fiscal year.
- (e) A copy of any report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 5. **FINANCIAL SUPPORT.** The local Leagues shall assume financial responsibility for the work of the County League.

Section 6. **DISTRIBUTION OF FUNDS ON DISSOLUTION.** In the event of the merger or dissolution of the county League for any reason, all money and securities or other property of whatsoever nature which at the time be owned or under the absolute control of the County League shall be distributed at the discretion of the board, or such other persons as shall be charged by law with the liquidation of winding up of the County League and its affairs, to any member organization of the League of Women Voters national organization which is exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or if none of these organization are then in existence or exempt under those tax provisions, then, at the discretion of the board, to another organization which is organized and operated exclusively for charitable and education purposes and which has established its tax-exempt status under such designated tax provisions.

ARTICLE VIII
CONVENTION

Section 1. **PLACE AND DATE.** This corporation shall hold a meeting, which shall be known as the Biennial Convention, between May 1 and June 30 in even-numbered years. The Board shall determine the time and place.

Section 2. **COMPOSITION.** The Biennial Convention shall consist of:

- (a) The delegate members chosen by the Local Leagues in the number provided in section 3 of this Article.
- (b) The local League presidents. In the event a president is unable to attend, an alternate may be designated.
- (c) The directors, including the officers, of the County League.

Section 3. **REPRESENTATION AND RECORD DATE.** The local Leagues shall be entitled to delegates (in addition to the local League presidents as provided in Section 2 of this Article) in proportion to their membership as of the record date of the year of the Biennial Convention according to a ratio of:

- (a) Ten (10) delegates for the first fifty (50) members; and
- (b) One (1) delegate for each additional fifty (50) members or fraction thereof.

The record date shall be January 1 of the year in which the Biennial Convention is held. The record in the Office of the LWVC of paid-up voting members on January 1 of the year in which the convention is held shall determine the official membership count for this purpose.

Section 4. **NOTICE OF BIENNIAL CONVENTION.** Written notice of each Biennial Convention shall be given by the County Board not less than thirty-five (35) days before the date of the biennial convention to each delegate member, local League president and county League director. Such notice shall include the place, date and time of the Biennial Convention and those matters which the Board, at the time of the notice, intends to present for action, including a budget. The notice shall also include the names of those who are nominees for directors or officers at the time the notice is given.

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

- (a) By mailing such notice enclosed in stamped envelope addressed to the last known address of the delegate member, local League president, or director, as shown by the records of the LWVC, or
- (b) By publishing such notice in the publication which is the official organ of the county League and by mailing a copy thereof to such members, or
- (c) By any other method provided by these Bylaws or determined by the Board in accordance with the applicable law.

Section 5. **AUTHORIZATION FOR ACTION.** The Biennial Convention shall consider and authorize for action a program, shall elect at least four (4) directors, seven (7) officers, who shall also be directors, and four (4) members of the Nominating Committee, shall adopt a budget for the following year, and shall transact such other business as may properly come before it. If, however, less than one-third (1/3) of the delegate body is present, action may be taken only on business contained in the Convention Workbook.

Section 6. **QUORUM.** A quorum shall consist of a majority of the delegate members, local League presidents and county League directors registered at the Biennial Convention, provided that at least both of the local Leagues are represented.

Section 7. **VOTING.** Each delegate member, local League president and County League director shall be entitled to one (1) vote only at the Biennial Convention, even though attending in more than one capacity. Absentee or proxy voting shall not be permitted. Upon a written demand, made by a delegate member, local League president or County League director before the voting begins, elections of officers and directors must be by secret ballot. The candidates receiving the highest number of votes of those persons voting shall be elected.

The local Leagues shall submit to the President of the County League lists of delegates and alternates at least five (5) days prior to the Convention.

Voting shall in all cases be subject to the provisions of Chapter 6 of the California Nonprofit Public Benefit Corporation Law. Cumulative voting shall not be allowed in any voting.

ARTICLE IX **COUNCIL AND SPECIAL MEMBERSHIP MEETINGS**

Section 1. **PLACE AND DATE.** This corporation shall hold a meeting, which shall be known as the council, between May 1 and June 30 in odd numbered years. The board shall determine the time and place.

Section 2. **COMPOSITION.** The Council shall consist of:

- (a) Three delegate members of each local League appointed by the respective boards of directors.

- (b) The local League presidents. In the event a president is unable to attend, an alternate may be designated.
- (c) The directors, including the officers of the County League.

Section 3. **NOTICE OF THE COUNCIL.** Written notice of each Council shall be given by the county board not less than thirty-five (35) days before the date of the Council to each delegate member, local League president and County League director. Such notice shall include the place, date, and time of the Council and those matters which the board, at the time of the notice, intends to present for action, including a budget.

Section 4. **VOTING.** Each delegate shall be entitled to one vote at the council, even though attending in more than one capacity. Absentee or proxy voting shall not be permitted.

Section 5. **POWERS.** The council shall give guidance to the board on Program, methods of operation and budget as submitted by the board. The council is authorized to change the Program as necessary to meet altered conditions provided:

- (a) The Council shall have the power to elect officers and directors, and to make changes to the Bylaws.
- (b) The Council shall give guidance to the board on Program, methods of operations and budget as submitted by the board. The council is authorized to change the Program as necessary to meet altered conditions provided:
 - (1) notice of proposed changes to Program shall have been sent to the local League presidents at least sixty (60) days in advance of the Council, and
 - (2) the change is adopted by a two-thirds (2/3) vote of those present and voting.The Council shall adopt a budget for the fiscal year and shall transact such other business as the board shall present.

Section 6. **QUORUM.** A quorum for transaction of business at a Council shall consist of fifteen (15) voting delegates, including a majority of the board of directors, provided that the delegates represent both of the local Leagues.

Section 7. **SPECIAL MEMBERSHIP MEETINGS.** Special membership meetings may be called in case of extreme emergency by the County League president or by a majority of the County board, subject to the same regulations as those for the Council, but may be called with a minimum of fifteen (15) days' notice. This notice shall include any proposed changes.

ARTICLE X NOMINATIONS AND ELECTIONS

Section 1. **THE NOMINATING COMMITTEE.**

- (a) The Nominating Committee shall consist of one non-County Board member from each local League, one of whom shall be designated the chair, and one additional member, who shall be a board member appointed by the board following the Biennial Convention. The non-Board members, including the chair, shall be elected by the Biennial Convention. Nominations for these offices shall be made by the current Nominating Committee. Further nominations may

be made from the floor of the Biennial Convention. Nominating Committee members shall hold office for a term of two (2) years or until their successors are elected or appointed and are qualified.

- (b) The Board shall fill any vacancy occurring in the Nominating Committee.
- (c) The president of the County League shall send the name and address of the Nominating Committee chair to the local League presidents. It shall be the duty of the Nominating Committee chair to solicit from each local League, through its president, suggestions for nominations for the offices to be filled.

Section 2. **SUGGESTIONS BY MEMBERS.** Any County League member may send suggestions to the Nominating Committee.

Section 3. **NOMINATING COMMITTEE REPORT AND NOMINATIONS FROM THE FLOOR.** The report of the Nominating Committee of its nominations for officers, directors and the members of the succeeding Nominating Committee shall be sent to local Leagues thirty-five (35) days before the date of the Biennial Convention. Immediately following the presentations of this report, any member of the Biennial Convention may make nominations from the floor, provided that the consent of the nominee shall have been secured.

Section 4. **ELECTION.** An Election Committee appointed by the president at the Biennial Convention shall be in charge of the election. The election shall be by ballot, except that if there is but one nominee for each office it shall be by voice vote. 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 shall consist of :

- (a) Action to implement the Principles.
- (b) Those county or regional governmental issues chosen for concerted study and action.

Section 3. **BIENNIAL CONVENTION ACTION.** The Biennial Convention shall act upon the Program using the following procedures:

- (a) Local League boards may make recommendations for a Program to the County League board no later than sixty (60) days prior to Biennial Convention.
- (b) The Board shall consider the recommendations and shall formulate a proposed Program which shall be submitted to the local League boards of directors at least thirty-five (35) days prior to the Biennial Convention, together with a list of non-recommended items.
- (c) A majority vote of those present and voting shall be required for the adoption of the Program proposed by the board.

(d) Any recommendation for the Program submitted to the County League Board at least sixty (60) days before the Biennial convention, but not proposed by the Board, may be adopted by the Biennial Convention, provided consideration is ordered by a majority vote and the proposal for adoption receives a two-thirds (2/3) vote.

Section 4. **COUNCIL ACTION.** The Council may change the Program as provided in Article IX.

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

Section 6. **LOCAL LEAGUE ACTION.** Local Leagues may take action in the name of the County League on county or regional governmental matters only when authorized by the County League Board. Local Leagues may act only in conformity with, not contrary to, the position taken by the County League.

ARTICLE XII
NATIONAL CONVENTION, STATE CONVENTION AND COUNCIL

Section 1. **NATIONAL CONVENTION.** The president of the County League may attend the convention of the LWVUS as a voting delegate of the County League as provided in the Bylaws of the LWVUS.

Section 2. **STATE CONVENTION AND COUNCIL.** The president of the County League may attend the convention and Council of the LWVC as a voting delegate of the County League as provided in the Bylaws of the LWVC.

Section 3. **ALTERNATE.** The Board of Directors may select an alternate to attend the conventions and councils in the event the president cannot attend.

ARTICLE XIII
PARLIAMENTARY AUTHORITY

The rules contained 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

Section 1. These Bylaws may be amended at any Biennial Convention by a two-thirds (2/3) vote using the following procedure:

- (a) Proposals for Bylaws amendments shall be submitted by any local League board of Directors to the County League board no later than sixty (60) days prior to a Biennial Convention.
- (b) All such proposed amendments, together with the recommendations of the county League board, shall be submitted by the Board to the presidents of the local Leagues not less than thirty-five (35) days prior to the Biennial Convention.
- (c) The presidents of the local Leagues shall notify the members of their respective Leagues of the proposed amendments. The failure of a local League president to give such notice or failure of any member to receive such notice shall not invalidate the amendments to the Bylaws.

Section 2. When required by law, the Board of Directors may amend these Bylaws subject to ratification at a subsequent convention.

ARTICLE XV
INSPECTION OF ARTICLES AND BYLAWS

The corporation 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 all County League members at a reasonable time.

ARTICLE XVI
CONFORMITY

It is the intention of the League of Women Voters of San Diego County to conform with all requirements of the California Nonprofit Corporation Law whether or not specifically stated in these Bylaws.