



**BYLAWS draft 2 April 17, 2017—BLUE=new wording;  
Strikeout = deleted text RED=comments**  
For the regulation, except as otherwise provided by statute or its  
Articles of Incorporation, of the  
**League of Women Voters of the Eden Area**  
A California Nonprofit Public Benefit Corporation

**ARTICLE I  
NAME AND FORM**

Section 1. **Name.** The name of this corporation shall be the League of Women Voters of the Eden Area, consisting of the cities of Hayward and San Leandro, and the unincorporated areas of Ashland, Castro Valley, Cherryland, Fairview, and San Lorenzo (herein referred to as LWVEA). LWVEA is an integral part of the League of Women Voters of the United States (herein referred to as the LWVEAUS), the League of Women Voters of California (herein referred to as the LWVEAC), the Inter- League Organization of the San Francisco Bay Area (herein referred to as the LWVEABA) and the Alameda County Council (herein referred to as the LWVEA-ACC).

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

**ARTICLE II  
PURPOSES AND POLICY**

Section 1. **Purposes.** The purposes of the LWVEA are to promote political responsibility through informed and active voter participation in government and to act on selected governmental issues.

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

**ARTICLE III  
MEMBERSHIP**

Section 1. **Eligibility.** Any person who subscribes to the purposes and policy of the LWVEA and who pays dues as provided for in Article VII, Section 2, shall be a Member of the LWVEA (herein referred to as a "Member").

Section 2. **Types of Membership.** ~~The membership of the League shall be composed of Voting Members and Associate Members.~~

- a. Voting Members. **Persons at least 16 years of age who join the League shall be voting members of the local League, State League, and of the LWVUS:**

- (1) those 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 state members-at-large;
- (3) those who have been members of the League for 50 years or more shall be life members excused from payment of dues.

[Mandated by LWV]

~~Voting Members shall be citizens of the United States and at least 18 years of age.~~

~~(1) Life Members. Life Members shall be those Voting Members who have been Members of the LWVUS for 50 years or more. Life Members are excused from the payment of dues.~~

~~(2) Student Members. Students who are citizens and at least 18 years of age may join LWVEA and be Voting Members if they meet the following criteria:~~

~~be registered and attending a high school or registered and attending a college on a full-time basis. A full-time college student is one who maintains twelve (12) units or more each quarter/semester. Student Membership dues shall be at a rate fifty percent (50%) or less than the dues of Voting Members.~~

- b. Non-Voting Members. All others who join the League shall be Associate Members.

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

- a. A Member may voluntarily resign at any time by delivering a written notice to the President or the Secretary. Resignation shall be effective upon the date and time specified by the Member or upon receipt of such notice.
- b. Membership shall terminate upon the death of a Member.
- c. League membership terminates upon nonpayment of dues, as indicated by Article VII, Section 2. Dues.
- d. The Board may terminate a Member's membership for conduct that the Board shall deem inimical to the best interests of the LWVEA, including, without limitation, flagrant violation of any provisions of these Bylaws, failure to satisfy membership qualifications, or for behavior that impairs the ability of the Board to function according to these Bylaws. The Board shall give such Member fifteen (15) days prior notice of the proposed action and the reasons. The Member may submit a written statement to the Board regarding the proposed action no less than five (5) days before the effective date of the proposed action. Prior to the effective date of the proposed action, the Board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed action.

## ARTICLE IV OFFICERS

### Section 1. Enumeration and Election of Officers.

- a. The Officers of the League shall be a President, Secretary, Treasurer, and a Board Assistant who shall be elected by LWVEA Members at an Annual Meeting and shall take office immediately. The Immediate Past President shall serve as an ex-officio Member of the Board and the Leadership Team. The President and Secretary shall be elected in even-numbered years. The Treasurer and Board Assistant shall be elected in odd-numbered years. Officers shall hold office for two (2) years or until their successors have been elected and qualified.
- b. In the event the LWVEA is unable to fill the Office of President, this section shall authorize the Leadership Team to carry out the designated duties of the President(s) and/or appoint an interim President.
- c. The Office of the President may be held concurrently by more than one person. One of the Co-Presidents shall be designated as a "President of Record" and will sign all legal documents for the LWVEA.

Section 2. **President.** The President shall preside at all General Meetings of the LWVEA and of the Board of Directors. If the President is temporarily unable to conduct a meeting, s/he may designate someone else to preside. In the absence or disability of the Treasurer, the President may sign or endorse checks, drafts, contracts, and notes. The President shall be an ex-officio member of all committees except the Nominating Committee and the Financial 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. **Succession.** In the absence, disability, or death of the President, the Board shall appoint an Interim President or Presidents who shall possess all the powers and perform all the duties of the Office and who will remain in office until the next general election as designated by the Board or until otherwise removed by the Board.

### ~~Section 3. Vice Presidents.~~

- ~~a. The First Vice President of Program in the absence, disability or death of the President shall possess all the powers and perform all the duties of the Office until the Board shall fill the vacancy. The First Vice President of Program is also responsible for coordinating the LWVEA educational programs, forums and the annual Program Planning meeting. The Vice President of Program shall have such other powers and perform other such duties as may be prescribed by the Board.~~
- ~~b. The Second Vice President of Membership in the absence, disability or~~

~~death of the President and First Vice President of Program shall perform those duties of the Office until the Board shall fill the vacancy. The Second Vice President of Membership shall coordinate or oversee membership activities, such as recruitment and orientation of members, notification of annual dues, review and approval of membership reports to LWVUS, LWVC, LWVBA and all other related duties. The Vice President of Membership shall have such other powers and perform other such duties as may be prescribed by the Board.~~

#### Section 4. **Secretary.**

- a. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book and electronic file 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, and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by these Bylaws. The Secretary shall also keep minutes of the Annual Meeting and shall sign with the President all contracts and other instruments when so authorized by the Board.
  
- b. 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 current LWVEA Articles and Bylaws. The Secretary shall have such other powers and perform such other duties as may be designated by the Board.

#### Section 5. **Treasurer.**

- a. The Treasurer is the Chief Financial Officer of the LWVEA and shall keep and maintain, adequate and correct accounts of the properties and business transactions of the LWVEA. The books of account shall at all times be open to inspection by any Director. The President shall arrange for an Annual Audit or review of the financial records.
  
- b. The Treasurer shall deposit all money and other valuables in the name and to the credit of the LWVEA with federally insured financial institutions designated by the Board. The Treasurer shall disburse the funds of the LWVEA as may be ordered by the Board, shall render to the President and the Directors, at each regularly scheduled Board meeting, or as shall be determined by the Board, an account of all transactions as Treasurer and of the financial condition of the LWVEA, and shall perform such other duties as may be designated by the Board. The Treasurer shall present a financial report to the Members at the Annual Meeting, and a year-end financial report within one hundred and twenty (120) days of the close of the fiscal year, in accordance with Article VII, Section 6.

**Section 6. Board Assistant.** ~~If a President or Co-Presidents have not been duly elected~~ A Board Assistant may be elected or appointed to perform the

following duties:

- a. Attend Leadership Team meetings with full voting privileges
- b. Receive and distribute mail
- c. Follow through on timely matters and report results thereof to the Board
- d. Place LWVEA on appropriate business/planning calendars and mailing lists to ensure time to send representatives as needed.
- e. Make arrangements to ensure that the LWVEA is appropriately represented at functions designated by the Board

## Section 7. **Leadership Team.**

- a. The Leadership Team shall be composed of the current President(s), the Immediate Past President, the Board Assistant, and any other Past President or other LWVEA member as may be designated by the President(s) from time to time. Duties of the Leadership Team shall be:
  - (1) Overall coordination of the League
  - (2) Establish agenda topics for League meetings
  - (3) Assure adherence to League policies and procedures
  - (4) Provide liaison, leadership, guidance and technical assistance to other teams
  - (5) Leading the LWVEA in the development and implementation of programs and priorities for the year
- b. The Leadership Team shall make decisions that require action between meetings of the Board of Directors and perform other duties as necessary. The proceedings of the Leadership Team shall be reported to the Board at its next meeting for ratification and be included in the minutes of the Board. [New Wording coincides with our current management structure]

## **ARTICLE V BOARD OF DIRECTORS**

Section 1. **Number of Directors.** The authorized number of Directors shall not be less than nine (9) nor more than fifteen (15). Any reduction in the authorized number of Directors shall not remove any Director prior to the expiration of the Director's term of office. The number of Directors includes the Officers designated in Article IV, Section 1.

Section 2. **Selection of Directors.** Directors specified in Section 1 of this Article shall be elected by a majority of Members eligible to vote at the Annual Meeting. Up to four (4) Directors may be appointed by the elected Board members, not to exceed the maximum of fifteen (15) total Board Members, as deemed necessary to carry on the work of the LWVEA. Newly elected Directors shall take office immediately following the Annual Meeting.

Section 3. **Term of Office.** The Directors shall hold office for a term of one (1) year

or until their successors have been elected or appointed and qualified.

Section 4. **Qualifications.** All Directors must be voting members of LWVEA.

Section 5. **Vacancies.**

- a. 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 of the Board. Such resignation will be effective when received unless the notice specifies a later time for such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.
- b. Vacancies on the Board, including the Office of the President, shall be filled by election by a majority of the remaining Directors. Each Director so selected shall hold office until the expiration of the term of the replaced Director or until a successor has been selected and qualified. A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation, or removal of any Officer or Director, or if the authorized number of Directors be increased.
- c. The Board may declare vacant the office of a Director who has not attended three (3) consecutive meetings of the Board without a valid reason, or who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

Section 6. **Powers and Duties.**

- a. Subject to the limitations of the Articles of Incorporation, these Bylaws and California Nonprofit Corporation Law Section 5231, the activities and affairs of the LWVEA shall be conducted and all LWVEA 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 LWVUS Convention, the LWVC Convention, the LWVBA Convention, the Alameda County Council, and the LWVEA Annual Meeting.
- b. Changes to LWVEA-ACC Bylaws. The LWVEA Board is authorized to instruct its representative on the LWVEA-ACC to approve or disapprove proposed changes to the Bylaws of the LWVEA-ACC.
- c. **Committee Duties.** Each Board Member will assume Team Leadership duties as appointed by the President(s).

Section 7. **Approving Formal Positions.** For LWVEA to endorse or oppose a ballot measure, [take a formal position on any issue, or endorse a position on any issue in the public arena](#), a seventy-five percent (75%) majority vote of the

authorized number of Directors in office shall be required. Directors, if not present at the meeting, must be polled. If a seventy-five percent (75%) majority of the Directors in office are unable to agree on the action or application of League positions, then LWVEA will take no action.

[Assures a super majority of Board members has had a chance to listen to the pros and cons of a position prior to making an endorsement on behalf of all League members.]

#### Section 8. **Meetings of the Board.**

- a. **Regular Board Meetings.** There shall be at least nine (9) regular meetings of the Board annually. At their first meeting, the Board shall set the time and place for such meetings. No action taken at any regular Board meeting attended by a quorum shall be invalidated because of the failure of any director to receive any notice properly sent.
- b. **Special Meetings.**
  - (1) The President may call special meetings of the Board and shall call a special meeting upon written request of any two (2) Officers or any four (4) Directors of the Board.
  - (2) Special meetings of the Board shall be held upon four (4) days notice by first-class mail or forty-eight (48) hours notice given personally, by telephone, or electronically. 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 LWVEA or as may have been given to the LWVEA 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 meeting of the directors is regularly held.
- c. **Notice.** Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail or electronically delivered to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person by telephone, or electronically 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 intended receiver.
- d. **Quorum.**
  - (1) A majority of the Directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 9 of Article V. Every act or decision done or made by a majority of the Directors present at a meeting and duly held, at which a quorum is present, shall be regarded as the action of the Board, unless a greater number be required by law or by these Bylaws. However, no action can be taken without the required quorum.



- (2) A meeting at which a quorum is initially present may continue to transact business even if Directors withdraw, if any action taken is approved by at least a majority of the quorum required for the meeting.

**Section 9. Participation in Meetings by Electronic Conferencing** Members of the Board may participate in a meeting through use of conference telephone or other communications equipment, so long as all members participating in such meeting can hear and speak to one another, or otherwise communicate with one another on an accessible basis such as through the use of sign language or a TDD. Notice, quorum, and other requirements for the conduct of meetings shall apply.

**Section 10. Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. 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 11. Action Without Meeting.** 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 12. Rights of Inspection.** Every Director shall have absolute rights at a reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

## **ARTICLE VI COMMITTEES**

**Section 1. Appointment of Committees.** The Board, by a majority vote of the Officers and Directors in office, may create one (1) or more committees, each consisting of **one (1) Board Member as Team Leader**, two (2) or more voting members and their alternates.

**Section 2. Committee Structure.** The Board shall annually establish such committees as the Board from time to time may determine; and shall, at a minimum, include a committee on the following:

- a. Membership/Outreach
- b. Program Planning
- c. Finance



- d. Budget
- e. Annual Audit
- f. Voter Services
- g. Nominations

Section 3. **Powers.** 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 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 cannot be repealed;
- f. The appointment of other Board committees or the Members thereof;
- g. The expenditure of LWVEA funds;
- h. The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Section 4. **Minutes.** The Secretary or his/her designee shall keep minutes of each meeting of the Board [or the Leadership Team](#) and shall submit them to the Board of Directors at the next Board meeting.

~~Section 4. **Executive Committee**~~

- ~~a. **Composition and Quorum.** The Board may appoint an Executive Committee composed of the elected Officers of the Board and the Immediate Past President as enumerated in Article IV, Section 1. A majority of the Members shall constitute a quorum.~~
- ~~b. **Duties.** The Executive Committee shall make decisions that require action between meetings of the Board of Directors and perform other duties as necessary. The proceedings of the Executive Committee shall be reported to the Board at its next meeting for ratification and be included in the minutes of~~

~~the Board.~~

**Section 5. Reimbursements.** Directors and Committee Members may receive reimbursement for expenses as may be fixed or determined by the Board.

## **ARTICLE VII FINANCIAL ADMINISTRATION**

**Section 1. Fiscal Year.** The fiscal year of the LWVEA shall be from July 1 to June 30.

**Section 2. Dues.** Annual Dues shall be determined by the Board and approved by the LWVEA Members at their Annual Meeting by a majority vote of the LWVEA members present and voting. Dues shall be payable by each member annually. Members will be invoiced prior to July 1. Any Member who fails to pay dues by December 31, may be dropped from the membership rolls. Life members shall be exempt from payment of dues. New Members paying dues after January 1, shall be considered to be current members in good standing but their dues shall be applied to the next year.

**Section 3. Annual Budget Committee**

- a. **Composition.** The Budget Committee shall be composed of the Treasurer and at least two (2) members nominated by the President and appointed by the Board. The Treasurer shall not be eligible to serve as Chair.
- b. **Duties.** The Budget Committee shall prepare an annual budget for the LWVEA and shall submit it to the Board for input and approval at least sixty (60) days prior to the annual meeting.

**Section 4. Budget.** At its Annual Meeting, the Board shall submit to the membership for adoption by majority vote, a balanced budget for the ensuing year that shall provide for the support of LWVEA. A copy of the proposed budget shall be sent to each member at least thirty (30) days in advance of the Annual Meeting.

**Section 5. Annual Financial Review.** The Annual Financial Review, arranged by the President in Article IV, Section 5, shall be conducted following the close of the Fiscal Year. The Financial Review results shall be reported to the Board for their action no later than ninety (90) days following the end of the Fiscal Year.

**Section 6. Fiscal Report** The Board shall send Members an annual financial report not later than one hundred and twenty (120) days following the close of the Fiscal Year. The report shall contain the following information.

- a. The assets and liabilities, including the trust funds, of the LWVEA 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 LWVEA, both unrestricted and restricted to particular purposes, for the Fiscal Year.

- d. The expenses or disbursements of the League, for both general and restricted purposes, during the Fiscal Year.
- e. A copy of any report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the LWVEA that such statements were prepared without audit from the books and records of the LWVEA.

**Section 7. Report on Transactions with Interested Persons.**

- a. Within one hundred and twenty (120) days of the end of the LWVEA's Fiscal Year, the Board shall send to the LWVEA Members a report as defined in the relevant section of the California Nonprofit Public Benefit Corporation law, of any transaction in which the LWVEA was a party and in which any Officer or Director of the League had a direct or indirect material financial interest.
- b. The report shall briefly describe:
  - i. Any covered transaction during the previous fiscal year involving more than forty thousand dollars (\$40,000), 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).
  - ii. The names of the interested persons involved in such transactions, stating such person's relationship to the LWVEA, 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.
- c. No such report need be sent if no transactions of the type occurred during the Fiscal Year.

**Section 8. Indemnification.** The League is empowered to indemnify its Officers, Directors and agents to the extent provided, and within the limitations imposed, by the California Nonprofit Public Benefit Corporation Law.

**Section 9. Distribution of Funds on Dissolution.** In the event of dissolution of LWVEA for any cause, all money and securities that may at the time be owned by or under the absolute control of LWVEA shall be paid to LWVC. All other property of whatsoever nature, whether real, personal, or mixed, which may at the time be owned by or under the control of LWVEA, 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 VIII**

## 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 LWVEA and any other person, when signed by the President and any other of the LWVEA shall be valid and binding on the LWVEA 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 LWVEA 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 LWVEA all rights incident to any and all shares of any other corporation or corporations standing in the name of the LWVEA. 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 IX -

### MEMBERSHIP MEETINGS AND VOTING RIGHTS

Section 1. **Membership Meetings.** There shall be at least three (3) General Meetings of the LWVEA Members each year, one of which shall be the Annual Meeting. Time and place shall be determined by the Board.

Section 2. **Annual Meeting.** An Annual Meeting of LWVEA Members shall be held between May 1 and June 30, the exact date to be determined by the Board. At the Annual Meeting the LWVEA Members shall:

- a. Adopt a local program for the ensuing year;
- b. Elect Directors, Officers, and LWVEA Members to serve on the Nominating Committee;
- c. Adopt a balanced budget; and
- d. Transact such other business as may properly come before it; however, if less than one-third (1/3) of the voting membership is present, action may be taken only on business contained in the Annual Meeting Kit.

Section 3. **Voting.** Each Voting Member shall be entitled to one vote only at any meeting of LWVEA Members. Absentee or proxy voting shall not be permitted. All elections for Directors must be by ballot upon the written demand made by

a Member at the Annual Meeting and before the voting begins. In the election of the Directors, the candidates receiving the highest number of votes of those Members voting are elected.

Section 4. **Quorum.** A quorum for the Annual Meeting of LWVEA members and for any meeting in which Members are entitled to vote shall consist of ten (10) percent of the voting Members.

Section 5. **Notice of Annual Meeting.**

- a. Written notice of the Annual Meeting shall be given to each LWVEA Member not less than thirty (30) days nor more than ninety (90) days before the date of the Annual Meeting by first class mail or email. Such notice shall state the place, date, and hour of the meeting and the general nature of the business to be transacted.
- b. The notice shall also include the names of those who are nominees for Officers and Directors and names of current Nominating Committee Members and proposed Nominating Committee Members at the time the notice is sent.
- c. All notices required by law or these Bylaws may be given by any one of the following methods as determined by the Board:
  - (1) By using first class mail, such notice enclosed in stamped envelope addressed to the last known address of the LWVEA Member as shown by the records of the LWVEA; or
  - (2) By publishing such notice in the newsletter which is the official publication of the LWVEA and by mailing or emailing a copy to those having email to such LWVEA member; or
  - (3) By any other method provided by these Bylaws or determined by the Board in accordance with the applicable law.

Section 6. **Special Meetings.** The Board or the President may call Special Meetings of Members, and five (5%) percent or more of the members may call a Special Meeting to remove directors and to elect their replacement.

Section 7. **Record Date.** The Board may fix, in advance, 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 not be 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 LWVEA 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.

Section 8. **Inspection of Corporate Records.** Subject to Sections 6330, 6331, and 6332 of the California Nonprofit Public Benefit Corporation Law, LWVEA

Members may do **any** or **all** of the following **as defined in a-d below** for a purpose reasonably related to such interest as an LWVEA member:

- a. Inspect and copy the record of all the names, addresses, and voting rights of LWVEA Members at reasonable times, upon five (5) business days prior written demand upon LWVEA, which demand shall state the purpose for which the inspection rights are requested; or
- b. Obtain from the Secretary, upon written demand and tender of actual charges, 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 of ten (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.
- c. The LWVEA 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 LWVEA's offer shall be in writing and shall indicate the reasons the alternative proposed by the LWVEA does not meet the purpose of the demand made pursuant to subparagraph a. or b. of this Section.
- d. The accounting books and records and minutes of proceedings of the LWVEA Members and the Board and Committees of the Board shall be open to inspection upon written demand 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.** LWVEA 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 LWVEA Members, at all reasonable times.

## **ARTICLE X NOMINATIONS AND ELECTIONS**

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

- a. The Nominating Committee shall consist of three (3) Voting Members ~~one~~ **two (2)** of whom shall be ~~a~~ **two (2)** Directors and ~~two~~ **one (1)** member who shall not be a members of the Board, and shall be elected at the Annual Meeting. The current Nominating Committee shall make nominations for these Offices. Further nominations may be made from the floor at the Annual Meeting.

- b. Nominating Committee Members shall hold office for a term of one (1) year or until successors are elected and qualified. The Board shall fill any vacancy occurring in the Nominating Committee.
- c. The President of LWVEA shall send the name and contact information of the Nominating Committee Chair to the Members. It shall be the duty of the Nominating Committee to solicit suggestions from Members for nominations for each vacant position.

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

Section 3. **Report of the Nominating Committee and Nominations from the Floor.** The report of the Nominating Committee of the nominations for Officers, Directors and the two (2) Members of the succeeding Nominating Committee shall be sent to the Members thirty (30) days before the date of the Annual Meeting. The report of the Nominating Committee shall be presented to the Annual Meeting. Immediately following the presentation of this report. Members may make nominations from the floor, provided that the consent of the nominee shall have been secured.

Section 4. **Election.** The President shall appoint an Election Committee at the Annual Meeting if there is more than one person nominated for a position on the Board. The Election Committee shall be in charge of the election which shall be by written ballot. If there is but one (1) nominee for each office the election shall be by voice vote. A majority vote of those Members present and qualified to vote and voting shall constitute an election.

## **ARTICLE XI PROGRAM**

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

Section 2. **Program.** The program of LWVEA shall consist of:

- a. action to implement the Principles; and
- b. those local governmental issues chosen for concerted study and action.

Section 3. **Discussion Meetings.** There shall be opportunities throughout the year for Members to discuss program, develop consensus, and receive information about LWVEA activities. Time and place of these meetings shall be determined by the Board.

Section 4. **Adoption of the Program.** The program is adopted according to the following procedures:



- a. Voting Members may make recommendations to the Board at least two (2) months before the Annual Meeting.
- b. The Board shall consider these recommendations and formulate a proposed program that, together with a list of non-recommended items, shall be sent to the Members at least thirty (30) days before the Annual Meeting.
- c. A majority vote of Voting Members present and voting shall be required for the adoption of the Program recommended by the Board.
- e. Any suggestion for the Program submitted to the Board, but not recommended by the Board, may be adopted by the Annual Meeting, provided consideration is approved by a majority vote and the proposal for adoption receives a three-fifths (3/5) 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 Members at least fourteen (14) days prior to General Meeting at which the changes are discussed and acted upon.

Section 5. **Member Action.** A member may act in the name of LWVEA only when authorized to do so by the appropriate Board of Directors and only in conformity with, and not contrary to, positions of LWVEA, LWVUS, LWVC, LWVBA, and LWV-ACC.

## **ARTICLE XII CONVENTIONS AND COUNCILS**

Section 1. **LWVUS Convention.** The Board, at a meeting before the date on which the names of delegates must be sent to LWVUS, shall select delegates to that convention in the number allotted LWVEA under the provisions of the Bylaws of the LWVUS.

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

Section 3. **LWVC Council.** The Board, at a meeting before the date on which the names of the Presidents must be sent to LWVC, shall name the President and/or the alternate to that Council, under the provisions of the LWVC Bylaws.

Section 4. **LWVBA Convention.** The Board, at a meeting before the date on which the names of delegates must be sent to the LWVBA, shall select delegates to the Convention in the number allotted to the LWVEA under the provisions of the LWVBA Bylaws.

Section 5. **LWVBA Council.** The Board, at a meeting before the date on which the names of the presidents must be sent to the LWVBA, shall name the President

or the alternate to that Council, under the provisions of the LWVBA Bylaws.

Section 6. **LWV-ACC.** The Board, at a meeting before the date on which the name of the President must be sent to the LWVEA-ACC, shall name the President or an alternate who shall represent LWVEA at LWV-ACC.

### **ARTICLE XIII PARLIAMENTARY AUTHORITY**

Section 1. **Parliamentary Authority.** *Robert's Rules of Order*, current edition, shall govern the LWVEA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

### **ARTICLE XIV AMENDMENTS**

Section 1. **Proposed Amendments.** Any Voting Member may submit amendments to these Bylaws to the Board at least sixty (60) days prior to the Annual Meeting. All proposed amendments together with the recommendations of the Board shall be sent to the membership at least thirty (30) days before the Annual Meeting. The failure of any member to receive such notice shall not invalidate the amendments to the Bylaws.

Section 2. **Adoption.** These Bylaws may be amended at the Annual Meeting by a two-thirds (2/3) vote of Voting Members present and voting.

Section 3. **Effective Date.** These Bylaws shall become effective upon adoption.

ADOPTED: April 1957;

Amended May 1989;

Amended May 1993;

Amended May 2002;

Amended June 2003;

Amended June 2007;

Amended June 2009;

[Amended June 2017](#)

Signed: \_\_\_\_\_ Penny Peck

Date: [June 10, 2017](#)

Secretary