

BYLAWS

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

LEAGUE OF WOMEN VOTERS OF PALO ALTO

A California Nonprofit Public Benefit Corporation
953 Industrial Avenue, Suite 113, Palo Alto, CA 94303

ARTICLE I

Name and Form

Section 1. **Name.** The name of this corporation shall be the League of Women Voters of Palo Alto, hereinafter referred to as the “**LWVPA**” or “**the local League**”. This local League is an integral part of the League of Women Voters of the United States, hereinafter referred to as the “**LWVUS**” or “**national League**”; the League of Women Voters of California, hereinafter referred to as the “**LWVC**” or “**state League**”; and the League of Women Voters of the Bay Area, hereinafter referred to as the “**LWVBA**”.

Section 2. **Form.** The LWVPA 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 LWVPA are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Section 2. **Policy.** The LWVPA 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 LWVPA and who pays dues as provided for in Article VIII Section 2 shall be a member of the LWVPA (hereinafter referred to as a “**member**”). Those members who have been members of the League for 50 years or more shall be life members excused from the payment of dues.

Section 2. **Types of Membership.** The membership of the LWVPA shall be composed of voting members and associate members. Only voting members shall be members within the meaning of the California Nonprofit Corporation Law:

- A. **Voting Members.** Members who are citizens and at least 18 years of age shall be voting members of the local League and members of the LWVBA, the LWVC and the LWVUS.
- B. **Associate Members.** All others who join the LWVPA shall be associate members.

Section 3. **Termination of Membership and Associate Membership.** The status of members may be terminated in the manner set forth in this section.

- A. A 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.
- B. When the secretary receives notification of the death of member, the membership or affiliation shall be considered automatically terminated as of the date and time of such member's death.
- C. The board may expel or suspend a member for conduct which the board shall deem inimical to the best interests of the LWVPA, including, without limitation, non-payment of dues or flagrant violation of any provision of these bylaws. The board shall give the member who is the subject of the proposed action 15 days prior written notice of the proposed expulsion or suspension and the reasons therefor. The 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 or suspension. Prior to the effective date of the proposed expulsion or suspension the board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed expulsion or suspension. (A suspended 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, Manner of Selection, and Term of Office.** The Board of Directors shall consist of the officers (see Article V) of the LWVPA, four directors elected at an annual meeting, and not more than seven directors appointed by the elected members of the board. Two directors shall be elected by the general membership at the annual meeting each year and shall serve for a term of two years, or until their successors have been elected. The terms of office of the appointed directors shall be one year. The terms of all newly elected officers and directors shall begin immediately following adjournment of the annual meeting.

Section 2. **Qualifications.** Any director must be a voting member of the LWVPA.

Section 3. **Vacancies.** Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, any officer or director may resign effective upon giving written notice to the president or the secretary or the board. Such resignation will be effective when received or at a time specified in the notice whichever is the later. If the resignation is effective at a future time, a successor may be selected by the elected directors before such time, to take

office when the resignation becomes effective.. When an elected director resigns, the remaining elected directors shall select the successor for the remainder of the elected director's term. Three consecutive absences from board meetings of any director without a valid reason shall be deemed a resignation.

Each director so selected shall hold office until the expiration of the term of the replaced director.

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

The board may declare vacant the office of a director who has 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.

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 4. Powers and Duties. Subject to the limitations of law, the Articles of Incorporation and these bylaws, the activities and affairs of the LWVPA 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 LWVUS convention, the LWVC convention, the LWVBA convention, and the LWVPA annual meeting.

Section 5. Meetings. There shall be at least nine regular meetings of the board annually. Each board member shall be notified of each regular meeting personally or by first class mail, telephone, e-mail, fax or other electronic means, at least one week before the meeting. The notice will specify time and place of the meeting. The failure of any director to receive a notice properly sent shall not invalidate any action taken at any regular board meeting attended by three-fourths of the directors. Similarly, any irregularity in any notice actually received shall not invalidate such actions.

Section 6. Special Meetings. Special meetings of the board for any purpose or purposes may be called at any time by the president or any four directors.

Special meetings of the board shall be held upon 4 days' notice by first-class mail or 48 hours' notice given personally or by telephone, fax, or other electronic means. Any such notice shall be addressed or delivered to each director at such director's address as may have been given to the secretary by the director.

Section 7. Quorum. A majority of the members of the board of directors constitutes a quorum for the transaction of business, except to adjourn as provided in Section 10 of this Article IV. Every action or decision 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 of Incorporation, 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 8. Participation in Meetings by Conference Telephone. Members of the board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another simultaneously.

Section 9. 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 10. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any board meeting to another time and place. Notice of the time and place of holding a rescheduled 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 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the rescheduled meeting to the directors who were not present at the time of the adjournment.

Section 11. Right 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 12. Committees. The board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the board except with respect to:

- A. The approval of any action for which the law requires approval of a majority of its voting 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 LWVPA funds; or
- G. The approval of any self-dealing transaction, as such transactions are defined by law.

Section 13. Emergency Action Committee.

- A. **Composition.** The Emergency Action Committee shall be composed of the president and four other members of the board who shall be elected by the board. The board shall also elect two alternate members to this committee.
- B. **Duties.** The Emergency Action Committee shall transact emergency business between meetings of the Board of Directors. The proceedings of the Emergency Action Committee shall be reported to the board at its next meeting for ratification.

Section 14. Budget Committee.

- A. **Composition.** The budget committee shall be composed of the treasurer, two directors and one non-board member who shall have been appointed by the president and confirmed by the board. 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 two months prior to the annual meeting.

Section 15. 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 League of Women Voters of Palo Alto shall be a president, or co-presidents, to be elected for a one-year term; a first vice president, a second vice president, a secretary, and a treasurer who shall be elected for terms of two years by the general membership at an annual meeting. If co-presidents are elected at an annual meeting, one shall be designated by the board to assume the responsibilities required by California law. The president, or co-presidents, shall be elected annually. The first vice president and the secretary shall be elected in odd-numbered years. The second vice president and the treasurer shall be elected in even-numbered years.

Section 2. The President. The president shall preside at all meetings of the LWVPA and of the board of directors or shall designate 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 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. When there are co-presidents, they shall designate the relevant assignments amongst them, including but not limited to who shall exercise the vote of the president.

Section 3. The Vice Presidents. The two vice presidents, in order of their rank, shall, in the event of absence, disability, or death of the president, possess all the powers and perform all the duties of that office, until such time as the board of directors shall select one of its

members to fill the vacancy. The vice presidents shall perform such other duties as the president and board may designate.

Section 4. **Secretary.** The secretary shall keep at the principal office or such other place as the board may order in the absence of an office, a book of minutes of all meetings of the board which includes reports of 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 at the LWVPA's principal office in the State of California the original or a copy of the LWVPA's Articles of Incorporation and bylaws. The secretary 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 LWVPA and shall keep and maintain adequate and correct accounts of the properties and business transactions of the LWVPA. 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 LWVPA with such depositories as may be designated by the board. The treasurer shall disburse the funds of the LWVPA 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 LWVPA, and shall have such other powers and perform such other duties as may be prescribed by the board. The books shall be audited annually. The treasurer shall present statements to the board at its regular meetings, a financial report to the members at the annual meeting and a year-end financial report within 120 days of the close of the fiscal year.

ARTICLE VI Other Provisions

Section 1. **Endorsement of Documents; Contracts.** Unless so authorized by the board, no one shall have any power or authority to bind the LWVPA by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. **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. **Indemnification.** The League is empowered to indemnify its officers, directors and agents to the extent provided, and within the limitations imposed, by the California Nonprofit Public Benefit Corporation Law.

ARTICLE VIII
Financial Administration

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

Section 2. **Dues.** Annual dues shall be determined by a majority vote of the local League members present at the annual meeting and shall be payable by each member on July 1 of each year. Upon joining, each member will pay the full annual dues. In the first anniversary month of joining, dues will be charged prorated to the following July 1. There shall be a dues reduction of one-half for each additional member of the same household residing at the same address. Any member who fails to pay dues within sixty (60) days after they become payable shall no longer be a member of the LWVPA.

Section 3. **Budget.** The board shall submit a budget for the ensuing year to the members for adoption at the annual meeting. The budget shall provide for the support of the LWVPA. A copy of the proposed budget shall be sent in paper form to each member in time to be received at least 14 days in advance of the annual meeting.

Section 4. **Fiscal Report.** The board shall send to the members on an annual basis, not later than 120 days following the end of the LWVPA's fiscal year, a fiscal report containing the following information:

- A. The assets and liabilities, including the trust funds, of the LWVPA 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 LWVPA, both unrestricted and restricted to particular purposes, for the fiscal year;
- D. The expenses or disbursements of the LWVPA, for both general and restricted purposes, during the fiscal year;
- E. A copy of any report of Audit Committee, or, if there is no such report, the certificate of an authorized officer of the LWVPA that such statements were prepared without audit from the books and records of the LWVPA.

Section 5. **Report on Transactions with Interested Persons.**

- A. Within 120 days of the end of the LWVPA's fiscal year, the board shall send to the members a report on any transaction in which the LWVPA was a party and in which a director or officer had a direct or indirect material financial interest.
- B. 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 dissolution for any cause of the LWVPA, all moneys and securities which may at the time be owned by or under the absolute control of the League shall be paid to the 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 the LWVPA 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 four meetings of the membership each year. Time and place shall be determined by the board.

Section 2. **Annual Meeting.** An annual meeting shall be held between March 15 and June 1, 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 the chairperson and two members of the nominating committee;
- C. Adopt a budget; and
- D. Transact such other business as may properly come before it. If less than one-third of the 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 on each proposal at any meeting. Absentee or proxy voting shall not be permitted.

Section 4. **Quorum.** A quorum at all business meetings of the League of Women Voters of Palo Alto shall be ten percent of the number of voting members on January 1 of the year in which the meeting is held.

Section 5. **Notice of Annual Meeting.** Written notice of each annual meeting shall be given not less than 14 days if mailed first-class, otherwise 20 days, nor more than 90 days before the date of the annual meeting to each member. 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. The board may determine the method of giving notice in accordance with applicable law.

Section 6. **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 be not more than 60 days nor less than 14 days prior to the date of the annual meeting, nor more than 60 days prior to any other action. When a record date is so fixed, only members of record on that date are entitled to receive 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 30 days prior to the date of the annual meeting or of such other action.

Section 7. **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) business days' prior written demand upon the LWVPA, which demand shall state the purpose for which the inspection rights are requested.
- B. Obtain from the secretary of the LWVPA, 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 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.

The LWVPA may, within ten business days after receiving a demand, as set forth above in subparagraph (A) or (B) of this section, deliver to the person(s) making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the list. Any rejection of the LWVPA's offer shall be in writing and shall indicate the reasons the alternative proposed by LWVPA 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 LWVPA of any member at any reasonable time for a purpose reasonably related to such person's interests as a member.

Section 8. Inspection of Articles and Bylaws. The LWVPA 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 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 members of the board. The chair and two members shall not be members of the board and 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. The other members of the committee shall be appointed by the board at its regular meeting following the annual meeting and their term of office shall expire concurrent 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 LWVPA shall send the name and address of the nominating committee chair to the members. It shall be the duty of the nominating committee chair to solicit from members suggestions for nominations for the offices to be filled.

Section 2. **Suggestions by Members.** Any member may offer suggestions to the nominating committee.

Section 3. **Report of the Nominating Committee and Nominations from the 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 in the notice of the annual meeting. The report of the nominating committee shall be presented to 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.** The election shall be in charge of an election committee appointed by the president at the beginning of the annual meeting. The election shall be by ballot, except that if there is but one nominee for each office it shall be by voice vote, and voice voting shall constitute an election. Each election for officers, directors and any other position to be voted on at the annual meeting must be by ballot upon the written demand made by a member at the annual meeting for that position before the voting begins. The candidates receiving the highest number of votes of those persons voting are elected.

ARTICLE XI Program

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

Section 2. **Program.** The local program of the LWVPA shall consist of:

- A. Action to implement the principles;
- B. Those local governmental issues chosen for concerted study and action.

Section 3. **Program Review.** Members shall review the local program annually at least six 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 45 days prior to annual meeting;
- B. The board shall consider the recommendations and shall formulate a proposed program which shall be submitted to the members at least 20 days prior to the annual meeting, together with a list of non-recommended items;

- C. A majority vote of those present and voting at the annual meeting shall be required for the adoption of the program proposed by the board;
- D. Any recommendation for the program submitted to the board at least 45 days before the annual meeting, but not proposed or approved 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 of those present and voting;
- E. Changes in the program, in case of altered conditions, may be made provided that:
 - (1) information concerning the proposed changes has been sent to all members at least 14 days prior to a general membership meeting at which the change is to be discussed; and
 - (2) final action by the membership is taken at a succeeding general meeting.

Section 5. **Member Action.** Members may act in the name of the LWVPA only when authorized to do so by the board of directors. They may act only in conformity with, and not contrary to a position taken by the LWVPA, the LWVBA, the LWVC, and the LWVUS.

ARTICLE XII

National Convention, State Convention and Council, Bay Area Convention and Council

Section 1. **National Convention.** The board, at a meeting before the date on which the names of delegates must be sent to the national office, shall select delegates to that convention in the number allotted the League under the provisions of the bylaws of the LWVUS.

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

Section 3. **State Council.** The president shall be the delegate to state council. The board, at a meeting before the date on which the name of the delegate must be sent to the state office, shall select an alternate to attend in the event the president is unable to do so, under the provisions of the bylaws of the LWVC.

Section 4. **Bay Area 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 that convention in the number allotted the League under the provision of the bylaws of the LWVBA.

Section 5. **Bay Area Council.** The board, at a meeting before the date on which the names of the presidents and Bay Area chairpersons must be sent to the LWVBA, shall name the president or the alternate and the Bay Area chair-person or the alternate to that council, under the provisions of the bylaws of the LWVBA.

ARTICLE XIII
Parliamentary Authority

Section 1. **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. **Amendments.** These bylaws may be amended at any annual meeting by a two-thirds vote using the following procedures:

- A. Proposal for bylaws amendments shall be submitted by any member to the board no later than four weeks prior to an annual meeting;
- B. All such proposed amendments together with the recommendations of the board shall be sent by the board to the members in time to be received at least two weeks prior to the annual meeting;
- C. The failure of any member to receive such notice shall not invalidate the amendments to the bylaws.

Section 2. **History.** These bylaws have been amended previously as follows:

amended May 1989
amended May 1991
amended May 1992
amended May 1993
amended May 1996
amended May 1998
amended May 2002
amended May 2004
amended May 2007