

BYLAWS

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

LEAGUE OF WOMEN VOTERS OF PIEDMONT a California Non-profit Public Benefit Corporation

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ARTICLE I NAME AND FORM

Section 1. Name. The name of the organization shall be the League of Women Voters of Piedmont (herein referred to as the " LWVP"). The LWVP is an integral part of the League of Women Voters of the United States (herein referred to as the "LWVUS"), the League of Women Voters of California (herein referred to as the " LWVC") and the League of Women Voters of the Bay Area(herein referred to as the "LWVBA.")

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

ARTICLE II PURPOSES AND POLICY

Section 1. Purposes. The purposes of the LWVP are to promote political responsibility through informed and active participation in government and to act on selected governmental issues. LWVP 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 provision of these Articles, LWVP 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 LWVP shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

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

**ARTICLE III
MEMBERSHIP**

Section 1. Eligibility. Any person who subscribes to the purposes and policy of the LWVP and who pays dues as provided for in Article IX. Section 2 shall be a member of LWVP (herein referred to as a "member").

Section 2. Types of Membership. The LWVP shall be composed of voting members and associate members, collectively referred to herein as "members." Only voting members shall be members within the meaning of the California Nonprofit Corporation Law.

a. Voting Members. Individuals at least 16 years of age who join the LWVP shall be voting members of the LWVP, LWVBA, LWVC and of the LWVUS.

- (1) Individuals who live within an area of a local league may join that league or any other local league;
- (2) Those who reside outside the area of any local league may join a local league or shall be state members-at-large;
- (3) Those who have been members of the league for 50 years or more shall be honorary life members excused from the payment of dues.

b. Associate Members. All other persons enrolled in the LWVP shall be associate members (members under 16 years of age).

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

- a. Member may resign at any time by delivering a written notice to the president or secretary. Resignation will be effective on the date and time of the receipt of such notice.
- b. Membership terminates upon the death of a member.
- c. The board may terminate a member for non-payment of dues in accordance with Article IX, Section 2.
- d. The board may terminate or suspend a member for conduct which the board shall deem inimical to the best interests of LWVP. The board shall give such member 15 days prior notice of the proposed suspension or termination 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 suspension or termination. The board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed suspension or termination. 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. Selection, Term and Qualifications. The officers and directors shall be elected by a majority of members eligible to vote at the annual meeting. The authorized number of directors, including officers, shall be at least 10 and not more than 24 with the exact number within these limits to be fixed by the approval of the board of directors. Not more than 16 directors shall be chosen by the members at the annual meeting. Additional directors, not to exceed one third of the total board, shall be appointed by the board. The elected directors shall serve for a term of one year, or until their successors have been elected at the annual meeting and qualified. The appointed directors shall serve until the close of the next annual meeting. Newly elected directors shall take office immediately following the Annual Meeting. All directors must be voting members.

Section 2. Vacancies. A vacancy on the board of directors shall be deemed to exist in the case of death, resignation, or removal of any director, or if the authorized number of directors is increased. A vacancy caused by death or resignation shall be filled, until the next annual meeting, by a majority vote of the remaining members of the board. 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. A director may resign effective upon giving written notice to the president or secretary of 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.

Three consecutive absences from board meetings of any member without valid reason, may be deemed a resignation. 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 3. Powers and Duties. Subject to the limitations of law, the articles of incorporation and these bylaws, the activities and affairs of the LWVP shall be conducted and all powers of the League shall be exercised by or under the direction of the board.

a. 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, and the annual meeting.

b. The LWVP board is authorized to approve or reject proposed changes to the bylaws of the Alameda County Council of the League of Women Voters.

Section 4. Regular Meetings. There shall be at least nine regular meetings of the board annually. The time and place for such meetings shall be set by the directors at their first meeting. No action taken at any regular board meeting attended by three-fourths of the directors shall be invalidated because of the failure of any director to receive a properly sent notice or because of any irregularity in any notice actually received.

Section 5. Special Meetings. The president may call special meetings and shall call a special meeting upon the written or e-mail request of four board members.

Section 6. Notice. Special meetings shall be held upon a minimum of four days' notice if delivered by first class mail, or 48 hours if delivered personally or by telephone or e-mail. Notice of a meeting need not be given to any director who signed a waiver of notice or a written consent to hold 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 part of the minutes of the proceedings.

Section 7. Quorum. Five officers/ directors constitute a quorum of the board for the transaction of business, except to adjourn as provided in Section 9 of this article. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board, unless a greater number be required by law or by the articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business even if directors withdraw, if any action taken is approved by at least a majority of the quorum required for the meeting.

Section 8. Meetings by Conference Telephone or Other Means.

a. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- (1) Each director participating in the meeting can communicate with all of the other directors concurrently;
- (2) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the LWVP;
- (3) The LWVP adopts and implements some means of verifying 1) that all persons participating in the meeting are directors of the LWVP or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

b. Action without meeting: Members of the board may participate in a meeting through use of e-mail provided:

- (1) All members have e-mail.
- (2) The president or other convener designated by the board formally calls the meeting, giving the agenda and the beginning and ending times for the meeting.
- (3) A majority of board members currently in office responding to the call constitutes the quorum as per Article IV, Section 7.
- (4) All motions, debate, and votes are sent to the president or convener, who forwards them to all members.
- (5) Seconds are not required for motions.
- (6) The time allowed for discussion and voting on a motion is specified by the president or convener, but may not be less than three days or more than one week.
- (7) The meeting ends at the specified time unless formally.

Section 9. 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 adjournment.

Section 10. 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 League.

ARTICLE V. COMMITTEES

Section 1. The board, by a majority vote of the officers and directors in office, may create one or more committees, each consisting of two or more voting members and their alternates.

Section 2. Committees of the Board. The executive committee shall be the only committee authorized to exercise the authority of the board. The nominating and such other committees as the board may from time to time create shall have only the authority to make recommendations to the board. Minutes shall be kept of each meeting of each committee.

a. Executive Committee

(1) Composition. The executive committee shall be composed of the president, the first vice president, the second vice president, the secretary, and treasurer. Three members shall constitute a quorum.

(2) Duties. The executive committee shall make decisions on items that require action between board meetings. The proceedings of the executive committee shall be reported to the full board at its next meeting for ratification.

ARTICLE VI OFFICERS

Section 1. Enumeration and Election of Officers. The officers of the LWVP shall be a president, a first vice president, a second vice president, a secretary, and a treasurer, who shall be elected for terms of one year by voting members at the annual meeting. The nominating committee may, at its discretion, add additional vice-president positions to those enumerated above.

Section 2. The President. The president shall preside at all meetings of the LWVP and of the board of directors unless the president designates someone else to preside instead. In the absence or disability of the treasurer, the president may sign or endorse checks, drafts, and notes. The president shall be 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 the board may direct. In the event of the absence, disability, resignation, or death of the president, the vice presidents, in order of their rank, shall assume the office. If no vice president is able to serve as president, the board shall fill the vacancy from among the elected directors.

Section 3. The Vice Presidents.

- a. The first vice president (Admin) shall perform such duties as the president and the board shall direct.
- b. The second vice president (program) shall direct the activities of the program committee.

Section 4. Secretary. The secretary shall keep or cause to be kept, at the principal office of the LWVP or other place as the board may order, a book of minutes of all meetings of the board and its committees, with the time and place of holding, whether regular or special (and if special, how authorized and the notice 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 other instruments when so authorized by the board and shall perform such other duties as the president and the board shall direct. The secretary shall keep, or cause to be kept, at the LWVP's principal office in the State of California the original copy of the LWVP's Articles of Incorporation and bylaws, as amended to date.

Section 5. Treasurer. The treasurer is the chief financial officer of the LWVP and shall keep and maintain adequate and correct accounts of the properties and business transactions of the LWVP. The books of account shall at all times be open to inspection by any director or individual or firm designated by any director. The treasurer shall prepare an annual budget for the League and submit it to the board at least two months before the annual meeting. The proposed budget together with the recommendations of the board shall be sent to all members no less than twenty (20) days before the annual meeting. At the discretion of the board, the president may appoint a person to inspect the accounting records and backup of the treasurer. No such appointment shall be necessary in any year in which the assistant treasurer agrees to undertake such inspection.

The treasurer shall deposit all money and other valuables in the name and to the credit of LWVP with such depositories as may be designated by the board. The treasurer shall disburse the funds of LWVP 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 LWVP and shall have such other powers and perform such other duties as may be prescribed by the board. 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. The treasurer shall be responsible for filing federal, state and local government forms and payment of taxes and fees; as required by law.

Section 6. Vacancies. A vacancy caused by the death, resignation or removal of any officer, except the President, shall be filled by the board. A vacancy of the president shall be governed by this Article VI, Section 2.

ARTICLE VII 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 the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws.

ARTICLE VIII INDEMNIFICATION

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

**ARTICLE IX
FINANCIAL ADMINISTRATION**

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

Section 2. Dues. Annual dues shall be payable on the first day of July each year. The amount of dues shall be set by a majority of members present at the annual meeting. Any member who fails to pay dues within ninety (90) days of the due date shall be dropped from the membership rolls. Life members shall be exempt from payment of dues.

Section 3. The LWVP shall make a national **per member payment** (PMP) in the amount to be determined by the LWVUS and a per member payment to the LWVC to be determined by the LWVC.

Section 4. Budget. The board shall submit to the voting members for adoption at the annual meeting a budget for the ensuing year. The budget shall provide for the support of the LWVP. A copy of the proposed budget shall be sent to each voting member at least twenty (20) days in advance of the annual meeting.

Section 5. Fiscal Report. The board shall send to the members an annual fiscal report, no later than 120 days following the end of the LWVP's fiscal year. Such report shall include:

- a. The assets and liabilities, including the trust funds, of the LWVP as of the end of the fiscal year.
- b. The principal changes in assets and liabilities, including the trust funds, during the fiscal year.
- c. The revenues or receipts of the LWVP, both unrestricted and restricted to particular purposes, for the fiscal year.
- d. The expenses or disbursements of the LWVP, for both general and restricted purposes, for the fiscal year.

Section 6. Distribution of Funds on Dissolution. In the event of the merger or dissolution of LWVP 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 LWVP shall be distributed at the discretion of the board, or such other persons as shall be charged by law with the liquidation or winding up of the corporation 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 organizations 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 educational purposes and which has established its tax-exempt status under such designated tax provisions.

ARTICLE X MEETINGS AND VOTING RIGHTS

Section 1. Regular Meetings. There shall be at least three meetings of the membership each year. Time and place shall be determined by the board of directors.

Section 2. Annual Meeting. An annual meeting of members shall be held on or before June 30, the exact date to be determined by the board of directors. At the annual meeting the members shall:

- a. Adopt a local program for the ensuing year:
- b. Elect officers and directors, the chair and one member of the nominating committee:
- c. Adopt a budget, and

d. Transact such other business as may properly come before it; however if less than one third of the membership is present, action may be taken only on business contained in the annual meeting kit.

Section 3. Special Meetings. The board or the president may call special meetings of members, and five percent or more of the voting members may call a special meeting to remove directors and elect their replacements.

Section 4. Voting. Each voting member shall be entitled to one vote only at any meeting of the LWVP. Absentee or proxy voting shall not be permitted. All elections for directors must be by ballot upon the written demand made by a voting member at the annual meeting and before the voting begins. In the election of the officers and directors, the candidates receiving the highest number of votes of those persons voting are elected.

Section 5. Quorum. A quorum for the annual meeting, or for any meeting at which members are entitled to vote, shall consist of 10% of the voting members.

Section 6. Suggestions for Nominations. It shall be the duty of the nominating committee chair to solicit from members suggestions for nominations for offices to be filled.

Section 7. Notice of Annual or Special Meeting. Written notice of each annual or special meeting of the LWVP shall be given not less than twenty (20) days nor more than ninety (90) days before the date of the meeting to each member of record. A member of record is any member who joins the LWVP thirty (30) days before the date of the meeting for which the notice is given. Such notice shall state the place, date, and hour of the meeting and, in the case of a special meeting, the general nature of the business to be transacted, with no other business permitted, and in case of the annual meeting, those matters which the board, at the time 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 of any meeting at which officers and directors are to be elected shall include the names of those who are nominees for officers and directors at the time the notice is sent. Notices required by law or by these bylaws may be given as determined by the Board in accordance with applicable law.

Section 8. Rights of Inspection. Any member may have a list of members, their addresses, and voting rights. All records and bylaws may be inspected by any member at any reasonable time.

**ARTICLE XI
NOMINATIONS AND ELECTIONS**

Section 1. The Nominating Committee. The nominating committee shall consist of three voting members. The chair and one member, who shall not be directors, shall be elected at the annual meeting. Nominations for these officers shall be made by the current nominating committee. The third member of the nominating committee shall be appointed from among its members by the newly elected board at its first meeting. The term of the nominating committee shall be one year.

Section 2. Report of the Nominating Committee and Nominations from the Floor. The report of the nominating committee shall include nominees for the succeeding nominating Committee and for officers and directors to be elected at the annual meeting. This report shall be sent to the members of record at least twenty (20) days before the annual meeting, and shall be presented at the annual meeting. Immediately following the presentation, additional nominations may be made from the floor by any voting member, provided the consent of the nominee shall have been secured.

Section 3. Elections. The election shall be by ballot, except for those offices where there is but one nominee, in which case, it shall be by voice vote. Election of directors shall be determined by a majority vote.

Section 4. Vacancies. Any vacancy occurring in the nominating committee shall be filled by the board.

Section 5. Suggestions for Nominations. It shall be the duty of the nominating committee chair to solicit from members suggestions for nominations for offices to be filled.

**ARTICLE XII
PROGRAM**

Section 1. Principles. The governmental principles 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 program of the LWVP shall consist of:

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

Section 3. Adoption of the Program. The program is adopted according to the following procedures:

a. The board of directors shall consider the recommendations submitted by members at least two months prior to the annual meeting and shall formulate a proposed program.

b. The proposed program shall be sent to all members no less than twenty (20) days before the annual meeting, together with a list of non-recommended items.

c. A majority vote of voting members present and voting at the annual meeting shall be required for adoption of subjects on the proposed program as presented to the annual meeting by the board of directors.

d. Recommendations for program submitted by members two months prior to the annual meeting but not recommended by the board of directors may be considered by the annual meeting provided that:

1. Consideration is ordered by a majority vote, and
2. The proposal for adoption receives a three-fifths vote.

e. Changes in program, in the case of altered conditions, may be made provided that information concerning the proposed changes has been sent to voting members at least two weeks prior to a general membership meeting at which the changes are discussed and acted upon.

Section 4. Member Action. Members may act in the name of the LWVP only when authorized to do so by the appropriate board of directors. They may act only in conformity with, and not contrary to, a position taken by the LWVP, the LWVC, the LWVBA, or the LWVUS.

ARTICLE XIII CONVENTIONS AND COUNCILS

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

Section 2. State Convention. The Board of Directors, at a meeting before the date on which the name of the delegates must be sent to the LWVC office, shall select delegates to that convention in the number allotted the LWVP under the provisions of the bylaws of the LWVC.

Section 3. State Council. The board of directors, at a meeting before the date on which the names of the presidents must be sent to the state office, shall name the President or the alternate to that council, under the provisions of the bylaws of the LWVC.

Section 4. Bay Area Convention. The board of directors, 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 LWVP under the provisions of the bylaws of the LWVBA.

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

Section 6. County Council. The president or an alternate shall represent the LWVP at county council.

ARTICLE XIV PARLIAMENTARY AUTHORITY

The rules in Robert's Rules of Order, Newly Revised, shall govern the LWVP in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XV AMENDMENTS

Section 1. These bylaws may be amended at any annual meeting by a two-thirds vote of voting members present and voting using the following procedure:

a. Proposal for Bylaws amendments shall be submitted by any voting member to the board no later than two months prior to the annual meeting.

b. All the proposed amendments together with the recommendations of the board are sent by the board to the members not less than twenty (20) days prior to the annual meeting. The failure of any voting member to receive such notice shall not invalidate the amendments to the bylaws.

Revised and adopted – May 2010: L.C.

Revisions proposed – March 2013: J.S.

Revised and adopted – May 2016: M.S.

Revised – September 2016 per LWVUS: J.S.