

BYLAWS

for the regulation, except as otherwise provided by statute, or its articles of incorporation, of the

LEAGUE OF WOMEN VOTERS OF SAN DIEGO

A California Nonprofit Public Benefit Corporation

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Article I Name and Form

Section 1. Name. The name of this organization shall be the League of Women Voters of San Diego (herein referred to as the "League"). The League is an integral part of the League of Women Voters of the United States (herein referred to as the LWVUS) and the League of Women Voters of California (herein referred to as the LWVC).

Section 2. Form. The League shall be a nonprofit public benefit corporation incorporated under the laws of the State of California. This corporation is organized pursuant of the General Nonprofit Corporation Law of the State of California (Part 1, Division 2, Title 1 Corporation Code).

Section 3. Principal Place of Business. The principal place of business of the LWVSD shall be maintained at such location in the City of San Diego as may be determined by the board of directors (hereinafter referred to as the "board"). The board is granted full power and authority to change said principal place of business from one location to another.

Article II Purposes and Policies

Section 1. Purposes. The purposes of the League are to promote political responsibility through informed and active participation in government and to act on selected governmental issues. The League is organized and operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This corporation is organized and operated exclusively for charitable and educational purposes under Section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not

permitted to be carried on by a corporation exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, to distribute any gains, profits, or dividends to any of its members, or to issue any capital stock.

Section 2. Policies. The policies of the League are:

- (a) Political Policy. The League shall not support or oppose any political party or any candidate.
- (b) Diversity, Equity & Inclusion Policy. The League is fully committed to ensure compliance - in principle and practice - with LWVUS' Diversity, Equity, and Inclusion Policy.

Article III Membership

Section 1. Eligibility. Any person who subscribes to the purposes and policies of the League and who pays dues as provided for in Article VII, Section 2, shall be a member of the League (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. Only voting members shall be members within the meaning of the California Nonprofit Corporation Law.

- (a) Voting Members. Persons at least 16 years of age who join the League of Women Voters of San Diego shall be voting members. Such persons include:
 - 1. Student Member. A member who is enrolled either full- or part-time in an accredited institution and is making progress toward a degree.
 - 2. Life Member. An individual who has been a member of the League for 50 years. A life member is exempt from paying dues.
- (b) Associate Members. All other persons who join the League shall be associate (nonvoting) members.

Section 3. Termination of Membership.

- (a) A member may resign at any time by delivering a written notice or electronic notice to the president or secretary or by canceling their membership on the LWVSD website. The resignation shall be effective upon receipt of such notice.
- (b) Membership shall terminate upon the death of a member.
- (c) The board may terminate or suspend a member for conduct which the board shall deem inimical to the best interests of the League, including, without limitation, flagrant violation of any provision of these bylaws or failure to satisfy such membership qualifications. A suspended member shall not be entitled to exercise any of the voting rights set forth in these bylaws.

Article IV Officers

Section 1. Enumeration and Election of Officers. The officers of the League shall be a president, one or more vice presidents, a secretary and a treasurer. Officers shall be elected by a majority vote of eligible members at the annual meeting. They shall take office on July 1 after the annual meeting at which they were elected and shall hold office for two years or until their successors have been elected.

Section 2. President. The president shall preside at all general membership meetings of the League and of the board of directors. The president shall be an ex-officio member of all committees except the nominating committee and audit committee, if any, 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. Neither the secretary nor the treasurer may serve concurrently as the president.

Section 3. Vice President. The vice president, in the event of absence, disability, or death of the president, shall possess all the powers and perform all the duties of that office, until such time as the board of directors shall elect one of its members to fill the vacancy. The vice president shall perform such other duties as the president and board may designate.

Section 4. Secretary. The secretary shall keep the minutes of all meetings of the board and annual meeting including time and place, whether regular or special (and if special, how authorized and the notice given), the names of those present, and the proceedings. Upon request, the Secretary shall provide minutes, including meetings of committees. The secretary shall sign with the president all contracts and other instruments when so authorized by the board. The secretary shall keep, in the League's principal office in the State of California, the League's current articles of incorporation and bylaws. The secretary may sign or endorse checks, drafts, or notes in case of absence, disability, or death of the treasurer. The secretary shall have such other powers and perform other duties as may be prescribed by the board.

Section 5. Treasurer. The treasurer is the chief financial officer of the League and shall keep and maintain adequate and correct accounts of the properties and business transactions of the League. The books of account shall at all times be open to inspection by any director.

The treasurer shall deposit all money and other valuables in the name and to the credit of the League with such depositories as may be designated by the board. The treasurer shall disburse the funds of the League 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 League, 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.

Article V Board of Directors

Section 1. Number of Directors. The authorized number of directors shall not be more than 21 including the officers named in Article IV, Section 1.

Section 2. Selection of Directors. Directors shall be elected by a majority vote of eligible members at the annual meeting. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-half (½) of all members of the Board of Directors shall expire. Up to three (3) additional directors may be appointed by the elected board members as deemed necessary to carry on the work of the League, as long as the total number of directors does not exceed the maximum specified in Section 1.

Section 3. Term of Office. The elected directors shall hold office for a term of two years or until their successors have been elected or appointed and qualified (per Article V, Section 5 of these bylaws). Their term shall begin on July 1 following the annual meeting at which they are elected. The appointed directors shall hold office until June 30 following the next annual meeting.

Section 4. Qualifications. All directors must be voting members of the local League.

Section 5. 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 annual meeting, by a majority vote of the board. A director may resign effective upon giving written notice or electronic notice to the president, secretary, or the board. Three consecutive absences from board meetings of any director, 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 6. Powers and Duties. Subject to the limitations of law, the articles of incorporation, and these bylaws, the activities and affairs of the League, and all corporate powers shall be exercised by or under 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, and the annual meeting.

In executing the duties of their office, board members are expected to conform to applicable laws and regulations as well as League bylaws, mission, policies, principles, positions, standards and procedures. Board members who do not shall be counseled by the Executive Committee. If violations persist, the board member may be removed from office by a two-thirds vote of the Board of Directors at a regular or special board meeting or the board member may resign.

Section 7. Meetings of the Board

- (a) Regular Meetings. There shall be at least nine regular meetings of the board annually. 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 a notice actually received.
- (b) Special Meetings. The president may call special meetings of the board and shall call a special meeting upon written request of four members of the board.
- (c) Notice. Regular meetings may be held upon such notice as is determined by the board. 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 electronic means.
- (d) Quorum. A majority of the directors in office constitutes a quorum of the board for the transaction of business, except to adjourn as provided in the following section. 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.
- (e) Participation in Meetings by Electronic Means. Any one or more members of the board may participate in a meeting by use of conference telephone or similar communications equipment, so long as all participants in the meeting can simultaneously hear each other. Notice, quorum, and other requirements for the conduct of meetings shall apply.
- (f) Adjournment. A majority of the directors present, whether or not they constitute a quorum, may adjourn to another time or place. If the meeting is adjourned for more than 24 hours, notice of adjournment to another time or place shall be given before the adjourned meeting to those directors not present at the time of adjournment.
- (g) Action without Meeting. The directors may take action between meetings by mail or an e-mail ballot when necessary, provided that notice of the proposed action sets forth the proposed action, provides the opportunity to specify approval or disapproval of the proposed action, and a reasonable time in which to return the ballot is allowed. Notice, Quorum, and other requirements for the conduct of meetings shall apply. Any decision made without a meeting requires unanimous consent by all board members. 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.
- (h) Place of Meetings. Meetings of the board may be held at any place within the County of San Diego that is designated in the notice of the meeting. If no place is stated in the notice or if there is no notice, meetings

shall be held electronically unless another place has been designed by a resolution duly adopted by the board.

Article VI 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. The board shall select a chair of the committee(s), except for the executive committee, the budget and bylaws committees which select their own chairs, and the nominating committee, whose chair is selected as specified in Article IX, Section 1(a).

Section 2. 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 law also requires approval of the 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 appointment of other board committees or the members thereof;
- (e) The expenditure of League funds to support a nominee for director after there are more people nominated for director than can be elected;
- (f) The approval of any self-dealing transaction, as such transactions are defined in law.

Section 3. Executive Committee.

- (a) The board may appoint an executive committee consisting of the president, the vice president, the secretary, the treasurer, and one other board member appointed by the board. Four members shall constitute a quorum. If votes are conducted via email or web form, the vote must be unanimous to pass and full participation is required.
- (b). The executive committee shall transact emergency business between meetings of the board of directors. The proceedings of the executive committee shall be reported by the secretary to the board following the executive committee meeting.

Section 4. Fees and Compensation. Directors and committee members may receive compensation for their services and reimbursement for expenses as determined by the board of directors.

Article VII Financial Administration

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

Section 2. Dues. Annual dues shall be determined at the annual meeting by a majority vote of the local League members present. Any member who fails to pay dues within 60 days after they become payable shall be dropped from the membership rolls. Life members and student members shall be exempt from payment of dues. Special memberships at a reduced rate may be established by a majority vote of members present and voting at the annual meeting.

Section 3. Budget Committee.

- (a) Composition. The budget committee to be appointed by the board, shall be composed of the treasurer, two (2) directors, and two (2) off board members. The treasurer shall not be eligible to serve as chair.
- (b) Duties. The budget committee shall prepare an annual budget for the League and shall submit it to the board at least two months prior to the annual meeting.

Section 4. Budget. The board shall submit the budget to the members for adoption at the annual meeting. The proposed budget shall be sent to each member no less than 20 days before the annual meeting. The budget shall provide for the support of the League.

Section 5. Fiscal Report. The board shall send the members an annual financial report, not later than 120 days following the end of the League's fiscal year. The report shall contain the following information:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (e) A statement of any transaction or indemnification of a kind described in subdivision 6322(d) or (e) of the California Nonprofit Public Benefit Corporation law.
- (f) A copy of any report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 6. Transactions with Interested Persons. Within 120 days after the end of the League's fiscal year, the board shall send to the members a report, as defined in the relevant section of the California Nonprofit Public Benefit Corporation law, of any transaction in which the League was a party and in which any officer or director of the League had a direct or indirect material financial interest.

Section 7. Audit. The board shall authorize a financial audit as necessary.

Section 8. Endorsement of Documents and Contracts. Unless so authorized by the board, no officer, agent, or employee shall have any power or authority to bind the League by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 9. Indemnification. The League is empowered to indemnify its officers, directors, and agents to the extent provided, and within the limitations imposed, by law

Section 10. Distribution of Funds on Dissolution. This corporation is formed solely and exclusively for nonprofit purposes, and not for pecuniary gain or profit, and no pecuniary gain or profit shall ever inure from its business to any director or member of this corporation, or to any other private person. The earnings, if any, of this corporation shall be used exclusively for the purposes for which this corporation is formed. No member or director of this corporation shall have any personal proprietary, or beneficial interest in the property of this corporation, either during its corporate existence or upon its dissolution, it being expressly provided that all property acquired by the corporation, real or personal, and all increments, interest, or earnings thereof are and shall be devoted in perpetuity and irrevocably dedicated exclusively to promote political responsibility, take action on local, state and national government measures, and policies in the public interest. In the event of the merger or dissolution of the corporation for any reason, all money and securities or other property of whatsoever nature which at the time be owned or under the absolute control of the corporation 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. The provision shall have priority over any conflicting provision on this topic in the corporations Bylaws.

Article VIII

Membership Meetings and Voting Rights

Section 1. Membership Meetings. There shall be at least one meeting of members each year, in addition to the annual meeting. The time and place shall be determined by the board.

Section 2. Participation in Electronic Meetings. Any one or more members may participate in a meeting by use of conference telephone or similar communications equipment, so long as all participants in the meeting can simultaneously hear each other. Notice, quorum, and other requirements for the conduct of meetings shall apply.

Section 3. Annual Meeting. An annual meeting of members shall be held between April 1 and June 30, 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 directors and officers;
- (c) elect members to serve on the nominating committee;
- (c) adopt a budget; and
- (d) review bylaws and vote on any recommended changes;
- (e) transact such other business as may properly come before it.

Section 4. Voting. Each member shall be entitled to one vote only at any meeting of members. Absentee or proxy voting shall not be permitted. The board may fix, in advance, a record date for determination of the members entitled to vote. The record date shall be not more than sixty (60) days, nor less than ten (10) days prior to the date of the meeting.

Section 5. Quorum. A quorum for the annual meeting and for any meeting for which members are entitled to vote shall consist of five (5) percent of members.

Section 6. Notice. Written notice or electronic notice of each annual or special meeting shall be given to each member not less than thirty (30) days before the date of the meeting. Such notice shall state the place, date, and hour of the meeting and the general nature of the business to be transacted, with no other business permitted. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees for officers and directors at the time the notice is sent. The board may determine the method of giving notice, including:

- (a) By mailing such notice to the last known address of the Member, as shown by the records of the LWVSD;
- (b) By publishing such notice in the publication which is the official organ of LWVSD; or
- (c) By any other method provided by these bylaws or determined by the Board in accordance with the applicable law.

Section 7. Special Meetings. Special meetings may be called by the president or the board, or upon the written request to the president, vice president, or secretary of five (5) percent or more of the members. Notice shall be given to voting members within 20 days of receipt of request and a meeting will be held at a time fixed by the board, not less than 35 nor more than 90 days after the receipt of the request.

Section 8. Rights of Inspection. Any member may request a list of members, their addresses, and voting rights by submitting the purpose for their request in writing to the board which will follow California law when considering approval. All other corporate records and bylaws may be inspected by any member at any reasonable time.

Article IX Nominations and Elections

Section 1. The Nominating Committee.

- (a) The nominating committee shall consist of five members, two of whom shall be directors. The chair and two members, who shall not be directors, shall be elected at 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.
- (b) Nominating committee members shall hold office for a term of one year or until their successors are elected. The two board members of the committee shall be appointed by the board at its first regular meeting following the annual meeting and their term of office shall expire concurrently with the term of office of the elected members.
- (c) Any vacancy occurring in the nominating committee shall be filled by the board.
- (d) The president of the League shall send the name and address of the nominating committee chair to the members. It shall be the duty of the nominating committee chair to solicit input regarding skills and personnel needs from the board of directors and from members for nominations for the offices to be filled.

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 its nominations for officers, directors, and the chair and two members of the succeeding nominating committee shall be sent to the members not less than 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, 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 by ballot, except that if there is but one nominee for each office, it shall be by voice vote, in which a majority vote of those members present, qualified to vote and voting shall constitute an election. All elections for directors must be by ballot if a member so demands before the voting begins. If the election is by written ballot, the candidates receiving the highest number of votes of those persons voting are elected.

Article X 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 program of the League shall consist of:

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

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

- (a) Members shall make any program recommendations to the board by a date, set by the board, that is at least sixty days prior to the annual meeting ;
- (b) Upon receiving these recommendations, the board shall develop a proposed program, along with a list of items not recommended by the board, to be sent to members at least twenty days before the annual meeting;
- (c) A majority vote of members present and voting on the question shall be required for the adoption of the program proposed by the board; and

- (d) Any recommendation for program submitted to the board not less than 60 days prior to the annual meeting, but not proposed by the board, may be adopted by the members at the annual meeting, provided consideration is ordered by a majority vote and the proposal for adoption receives a three-fifths vote.
- (e) Changes in the program, in the case of altered conditions, may be made provided that:
 - 1. information concerning the proposed changes has been sent to all members at least two weeks 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 meeting.

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

Article XI

Conventions and Councils

Section 1. National Convention. The board, at a meeting before the date on which the names of delegates must be sent to the LWVUS 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 LWVC 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 board, at a meeting before the date on which the name of the presidents must be sent to the LWVC office, shall name the president or the alternate to that council, under the provisions of the LWVC bylaws.

Article XII

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws or the law.

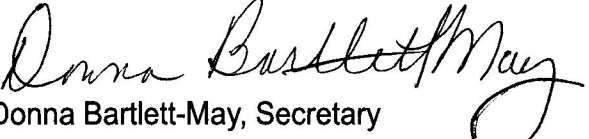
Article XIII

Amendments

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

- (a) The proposal for bylaws amendments shall be submitted to the board by any member no less than 60 days prior to the annual meeting.
- (b) A bylaws committee composed of two directors and three members who are not directors, appointed by the board, shall review the bylaws, consider proposed amendments and report to the board at least sixty (60) days before the annual meeting.
- (c) All such proposed amendments including the recommendation of the board shall be sent to members not less than twenty (20) days prior to the annual meeting.
- (d) The failure of any member to receive such notice shall not invalidate the amendments to the bylaws..

Section 2. Legal Requirements. When required by law or by amendment of the LWVUS or of the LWVC bylaws, these bylaws may be amended by the board of directors.



Donna Bartlett-May, Secretary

Signed: [*The secretary signs when bylaws are adopted.*]

Adopted: June 10, 2023