



THE LEAGUE OF WOMEN VOTERS BERKELEY ALBANY AND EMERYVILLE

# 2015 CALL TO ANNUAL MEETING

*Please bring these yellow pages with you to the meeting.*

All members of the League of Women Voters of Berkeley, Albany and Emeryville are called to the Annual Meeting to enjoy a buffet supper followed by a talk by Kim Thuy Seelinger, Director of the Sexual Violence Program of the Human Rights Center at UC Berkeley. At the business meeting, members will approve changing the tax status of LWVBAE, elect a new Board, approve a budget, and adopt a program of study & action for 2015-2016 program year.

**Thursday, May 28, 2015**

**5:15 to 8:45 pm**

**Northbrae Community Church, 941 The Alameda, Berkeley**

## **AGENDA**

**5:15** Register and greet old and new friends

**5:30** Buffet supper\*\*

**6:30** **Speaker:** Kim Thuy Seelinger, Director of the Sexual Violence Program of the Human Rights Center at UC Berkeley. Her talk will be on:

***“Conflict Zones and Living Rooms: Common Challenges in the Fight Against Sexual Violence”***

**7:30** ***Open Annual Meeting of the LWV Berkeley*** - Nancy Bickel, President

- Introduce Parliamentarian & Secretary
- Determine Quorum & Adoption of Order of Business
- Accept 2014 Annual Meeting Minutes
- Appoint committee to review 2015 minutes
- Vote to approve consolidation of LWVBAE [officially known as LWV Berkeley] and LWV Berkeley Foundation to form LWVBAE-501(c)(3) organization (See pp 2-3)
- Vote to approve the Amended Articles of Incorporation for LWV Berkeley. Vote to approve the Amended Bylaws for LWV Berkeley. (See pp 3-4)

***Adjourn LWV Berkeley Annual Meeting***

***Convene the 2014-2015 Board of LWVBAE*** to admit all current members of LWVBAE as the Board and Members of the “new” LWVBAE.

***Open LWV Berkeley Albany and Emeryville Annual Meeting*** [New 501(c)(3) Corporation]

- Adopt the previous actions of the LWVB meeting (See above)
- Introduce outgoing LWVBAE Board: President Nancy Bickel; Secretary Pat Day; Treasurer Sarah Miyazaki; Directors Phyllis Gale, Dean Metzger, Barb Singleton, Sherry Smith, Carol Stone

\*\*The charge for supper is \$17. Please call the office (843-8824), send email ([office@lwvbae.org](mailto:office@lwvbae.org)) or pay by credit card via PayPal ([www.lwvbae.org/annualmeeting](http://www.lwvbae.org/annualmeeting)) **by Tuesday, May 26, the last day to make a reservation.** You may bring your own food.

## AGENDA (Continued)

- Recognize outgoing and former LWVB Foundation Board members.
- Present Awards.
- Elect 2015-16 Board. (See p 12)
- Report and adopt 2015-2016 Budget, Budget Committee Chair (See p 13)
- Adopt Program and Local Support Positions (See pp 14-15)
- President's Summary Report of the Year—Full Report in Summer Voter and on Web
- Directions to New Board from Members

## 8:45 Adjournment

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### LETTER TO MEMBERS FROM THE LWVBAE BOARD ABOUT CONVERTING LWVBAE TO 501(c)(3)

At the Annual Meeting on May 28, 2015, the Board recommends that you vote to make it possible for members and donors to deduct LWVBAE membership dues and contributions on their tax returns—if they file itemized returns. We also hope this change will encourage members and friends of the League to make more generous contributions. You can do this by voting to consolidate LWVBAE [officially LWVB] and LWV Berkeley Foundation.

Yes, you voted at the Annual Meeting in 2013 to convert LWVBAE from an Internal Revenue Code 501(c)(4) to a 501(c)(3) corporation. The method that the Board adopted to do so—a group exemption request with 16 other California Leagues—was not accepted by the Internal Revenue Service. So we have taken another approach, guided at every step by Tom Carson, former Treasurer of LWVC, and expert on these matters.

**We would like to emphasize that this proposal will not change or limit our existing activities in advocacy or action. Why? The IRS generally limits advocacy or action to 20% of the total activity of a 501(c)(3)—but it measures the activity as 20% of the spending of the corporation. We spend very little money on advocacy or action—we estimate less than 5% even in an election year. So, in effect, we've been complying with the limitations all along.**

League of Women Voters of Berkeley remained the official name of our League, even though we used LWVBAE and you agreed to change the name officially. Since the IRS did not accept the group request, we never filed to change our name. League of Women Voters of Berkeley, Albany and Emeryville will, however, become the legal name of the “new” 501(c)(3) LWVBAE.

**At this Annual Meeting, we will ask you to:**

- **Vote to re-confirm your approval of the consolidation of LWVBAE** [officially LWV Berkeley] and LWV Berkeley Foundation. We are asking you to re-confirm because of the changed approach. The Board of the League of Women of Voters of Berkeley Foundation, the 501(c)(3) created solely to receive gifts for the educational activities of our League, has already taken steps to make this change. That Board has amended its Articles and Bylaws to adopt the name League of Women Voters of Berkeley, Albany and Emeryville and to adopt the existing Articles and Bylaws of LWVBAE—with a few necessary changes. **So this 501(c)(3) will become the LWVBAE at this meeting.**
- **Vote to approve the Amended Articles of Incorporation and Bylaws for LWVB**, our 501(c)(4). The changes you will adopt will make LWVB a very simple corporation that will exist primarily to accept gifts and transfer them to the 501(c)(3) LWVBAE. LWVB will be controlled by a Board made up of the three current elected officers of LWVBAE—President, Secretary and Treasurer.
- *At this point in the meeting, the Board of the “new” 501(c)(3) LWVBAE—which will be exactly the same as the current board of the “old” 501(c)(4) LWVBAE—will convene briefly to admit all current LWVBAE members as members of the “new” LWVBAE.*

**When we open the Annual Meeting of the “new” 501(c)(3) LWVBAE, the meeting will continue with election of new Board, adoption of the budget and the program. The new LWVBAE Articles of Incorporation and Bylaws can be found at the end of the Annual Meeting Kit. (See pp 16-25)**

**Note: bold indicates additions; strikethrough indicates deletions.**

## **Articles of Incorporation** **League of Women Voters of Berkeley**

- I. The name of this corporation shall be League of Women Voters of Berkeley.
- II. The purposes for which this corporation is formed are:
  - A. The specific and primary purposes are to promote political responsibility through informed and active participation of citizens in government;
  - B. The general purposes and powers are to take action on local governmental measures and policies in the public interest in conformity with the principals **and policies** of the League of Women Voters of the United States, **the League of Women Voters of California and the League of Women Voters of the Bay Area**. This Corporation shall not support or oppose any political party or candidate.
- III. This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California. **It is a non-profit public benefit corporation (California ID C0496168) and classified by IRS as a 501(c)(4) corporation.**
- IV. The county in this State where the principal office for the transaction of the business of this corporation in located in Alameda County.

V. ~~The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:~~

NAME	ADDRESS
Mrs. Kurt Huth	551 Cragmont Avenue, Berkeley, Calif.
Mrs. Michael Tinkham	938 Regal Road, Berkeley, Calif.
Mrs. Carroll Frank	1227 Peralta Avenue, Berkeley, Calif.
Mrs. R.A. Barnett	1048 Sterling Avenue, Berkeley, Calif.
Mrs. Robert Baldwin	807 San Luis Road, Berkeley, Calif.
Mrs. Robert Clement	1016 Spruce Street, Berkeley, Calif.
Mrs. Keith R. Comstock	1004 Grizzly Peak, Berkeley, Calif.
Mrs. Kenneth Ekman	#2 Valley Drive, Orinda, California
Mrs. Hans Gerson	79 Florida Avenue, Berkeley, Calif.
Mrs. Morgan Harris	605 Plateau Drive, Kensington, Calif.
Mrs. Harland Hogue	618 Santa Barbara Road, Berkeley, Calif.
Mrs. Bradley Holbrook	164 Vincente Road, Berkeley, Calif.
Mrs. W. R. Howden	583 Spruce Street, Berkeley, Calif.
Mrs. Ralph Hultgren	1501 Leroy Avenue, Berkeley, Calif.
Miss Carmel Martinez	2814 College Avenue, Berkeley, Calif.
Mrs. Robert Sanford	1046 Cragmont Avenue, Berkeley, Calif.
Mrs. A.H. Schaaf	1061 Cragmont, Berkeley, Calif.
Mrs. Rodney Vinson	1120 Keeler Avenue, Berkeley, Calif.
Mrs. Howard Severance	1023 Keeler Avenue, Berkeley, Calif.
Mrs. Robert Schwaar	116 Hill Road, Berkeley, Calif.

Article VI. ~~The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the Bylaws.~~

Article VII. ~~This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for nonprofit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for education purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code. If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which this corporation's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation.~~

**The property of LWVB is irrevocably dedicated to charitable purposes and no part of the net income or assets of LWVB shall ever inure to the benefit of any Director or Officer hereof or to the benefit of any private person. In the event of the merger or dissolution of this 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 the League of Women Voters of Berkeley, Albany and Emeryville, or, if that organization is no longer operating, or no longer exempt under Section 501(c)(3), 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.

~~VIII. The name of the unincorporated association which is being incorporated is LEAGUE OF WOMEN VOTERS OF BERKELEY.~~

In witness whereof, the undersigned, being the president and the secretary, respectively, of League of Women Voters of Berkeley, ~~the unincorporated association which is being incorporated hereby,~~ have executed these Articles of Incorporation this ~~5<sup>th</sup>~~ day of August, 1965, on \_\_\_\_\_[date]

[Names and offices of signers]

**LEAGUE OF WOMEN VOTERS OF BERKELEY**  
A California Non-Profit Public Benefit Corporation

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**LEAGUE OF WOMEN VOTERS OF BERKELEY BYLAWS**

**ARTICLE I. NAME AND OFFICE**

**Section I. Name.** The name of this organization shall be the League of Women Voters of Berkeley, **sometimes**

referred to herein as LWVB. , Albany, and Emeryville (herein referred to as LWVBAE). LWVBAE is an integral part of the League of Women Voters of the United States (LWVUS), the League of Women Voters of California (LWVC) and the League of Women Voters of the Bay Area (LWVBA).

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

**Section 3. Principal Office.** The principal office for the transaction of the business of LWVB shall be located in the Cities of Berkeley, Albany or Emeryville, in the State of California. The Board of Directors is hereby granted full power and authority to change the principal office from one location to another in any of these cities by duly adopted resolution.

## **ARTICLE II. PURPOSES AND POLICY**

**Section 1. Purposes.** The purposes of the LWVB are to promote political responsibility through informed and active participation of citizens in government and to act on selected governmental issues. The LWVB is organized and operated exclusively for the promotion of social welfare within the meaning of Section 501 (c) (4) 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, the LWVB 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 LWVBAE shall be the carrying on of propaganda, or otherwise attempting to influence legislation. [underlined adopted provisionally & subject to approval by IRS of 501c3 status 6/6/2013]

**Section 2. Policy.** The League of Women Voters shall not support or oppose any political party or candidate for public office.

## **ARTICLE III. DEDICATION OF ASSETS**

The property of LWVB is irrevocably dedicated to charitable purposes and no part of the net income or assets of LWVB shall ever inure to the benefit of any Director or Officer hereof or to the benefit of any private person. In the event of the merger or dissolution of this 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 the League of Women Voters of Berkeley, Albany and Emeryville, or, if that organization is no longer operating, or no longer exempt under Section 501(c)(3), 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 IV. DIRECTORS**

**Section 1 General Corporate Powers** Subject to the provisions of the California Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of LWVB shall be managed, and all corporate powers shall be exercised by and under the direction of the Board of the Directors (sometimes referred to herein as the "Board").

**Section 2 Number of Directors** The Directors of LWB shall consist of its Officers determined under Article V.

**Section 3 Term of Office** Each elected Director shall hold office for a term equal in duration to their term as officer of the League of Women Voters of Berkeley, Albany and Emeryville [herein referred to as LWVBAE]. Directors shall continue to serve with full authority until their successor is duly elected. A Director may resign at any time by giving written notice to the President or to the Secretary of LWVBAE. A resignation need not be accepted in order to be effective.

**Section 4 Vacancies** Upon the death, resignation, removal or inability to serve of a Director, a successor Director shall be selected promptly in accordance with the procedures set forth in the Bylaws of LWVBAE for filling of a vacancy in an office and/or directorship of LWVBAE to serve for the unexpired term of the predecessor Director. In the event of failure of LWVBAE to elect a successor Director within ninety (90) days after such vacancy occurs, the remaining Directors shall select a successor Director to serve until a successor is duly elected by the Board of LWVBAE.

**Section 5 Removal** Any Director may be removed by the Board of Directors of LWVBAE either with or without cause.

**Section 6 Committees** The Board may appoint one or more committees, and delegate to such committee any of the authority of the Board except with respect to:

- a) the filling of vacancies on the Board or on any committee which has the authority to act on the behalf of the Board;
- b) the fixing of compensation of the directors for serving on the Board or any committee;
- 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 repeal able;
- e) the appointment of other committees of the Board or the members thereof;
- f) the expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- g) the approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated such name as the Board shall specify. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by this Article IV applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

**Section 7 Regular Meetings** There shall be at least one (1) regular meeting of the Board of Directors annually. The President shall notify each director of all regular meetings by first class mail, fax, email or telephone at least five days before any such meeting, giving the time and place of the meeting. No action taken at any regular Board meeting attended by two-thirds of the members of the Board shall be invalidated because of the failure of any member of the Board to receive any notice properly sent or because of any irregularity in any notice actually received.

**Section 8 Special Meetings** Special meetings of the Board of Directors may be called by the President or the Secretary. Special meetings shall be held on four (4) day notice given by first-class mail, postage prepaid, or on forty-eight (48) hour notice delivered personally or by telephone or fax. Notice of the special 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 such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records and/or made a part of the minutes of the meetings.

**Section 9 Quorum and Voting** Two (2) members of the authorized number of Directors constitutes a quorum of the Board of Directors for the transaction of business, except as specifically provided in the Bylaws. Except as otherwise provided in the Articles, in these Bylaws, or by law, 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. A meeting at which a quorum was 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, or such greater number as required by the law, the Articles or these Bylaws. Each Director shall have one vote.

**Section 10 Manner of Casting Votes** Voting may be by voice or ballot, provided that any election of Directors must be by ballot if demanded by any Director before the voting begins.

**Section 11 Adjournment** A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who are not present at the time of adjournment.

**Section 12 Action Without Meeting** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to such

action. Action by written consent shall have the same force and effect as an unanimous vote of the Board. In addition, members of the Board of Directors may participate in any regular or special meeting through use of conference telephone or similar communications equipment so long as all Directors participating in such meeting can hear one another. Participation in a meeting by this method constitutes presence in person at such meeting.

**Section 13 Compensation** Directors shall not receive any compensation for their services, but may receive such reimbursement for expenses as may be fixed or determined by the Board to be just and reasonable.

#### **ARTICLE V OFFICERS**

**Section 1 Number** The Officers of LWVB shall be a President, a Secretary and a Treasurer.

**Section 2 Election and Term of Office** Each Officer of LWVB shall be the individual serving the same office of LWVBAE and their terms shall be the same as their term of office at LWVBAE. If two individuals are serving jointly as Co-presidents, Co-secretaries and/or Co-treasurers at LWVBAE, the Board of LWVBAE shall determine which individual of each pair shall serve as President, Secretary and Treasurer of LWVB.

**Section 3 Removal and Resignation** Any Officer may be removed by the Board of Directors of LWVBAE, either with or without cause. Any such removal shall be without prejudice to the rights, if any, of the Officer under any contract of employment of the Officer. Any Officer may resign at any time by giving notice to the Board of Directors, to the President or to the Secretary of LWVBAE. A resignation need not be accepted to be effective.

**Section 4 Vacancies** A vacancy in any office, however caused, may be filled by the Board of Directors of LWVBAE for the unexpired portion of the term.

**Section 5 President** The President shall the Chief Executive Officer of LWVB who shall supervise and direct all the business and affairs of LWVB, subject to any directions which may be given by the Board of Directors of LWVBAE. The President shall preside at all meetings of the Board of Directors.

**Section 6 Secretary** The Secretary shall keep the minutes of all meetings of the Board of Directors, ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and make sure that the Secretary or the Secretary's nominee signs all official documents on behalf of LWVB and, in general, performed all duties incident to the office of the Secretary and such other duties as may from time to time be assigned to the Secretary by the President or the Board of Directors.

**Section 7 Treasurer** The Treasurer shall be the Chief Financial Officer of LWVB and shall have custody of and be responsible for all funds and securities of LWVB, receive and give receipts for monies due and payable to LWVB from any source and deposit all such monies in the name of LWVB in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws, and, in general, perform all the duties incident to the office of the Chief Financial Officer by the President or by the Board of Directors. The Treasurer shall present a financial report at each meeting of the Board of Directors.

#### **ARTICLE VI CONTRACT, CHECK, GIFTS, DEPOSITS, AND FUNDS**

**Section 1 Contracts** The Board of Directors may authorize, by a majority as defined in the Bylaws, any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of LWVB. Such authority may be general or confined to specific instruments.

**Section 2 Checks, Drafts, Etc.** All checks, drafts and other orders for the payment of money, notes or other evidence of indebtedness issued in the name of LWVB, for amounts less than \$300 shall be signed by one (1) Officer or other authorized agent of LWVB, and those for greater amounts shall be signed by two (2) Officers or other authorized agents of LWVB and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 3 Deposits** All money and other valuables shall be deposited in the name of and to the credit of LWVB with such depositories as may be designated by the Board of Directors.

**Section 4 Gifts** The Board of Directors may accept on behalf of LWVBAE any contribution, gift, bequest or devise for the general purpose or for any special purpose of LWVB.

**Section 5 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 VII RECORDS, FISCAL YEAR AND ANNUAL REPORTS**

**Section 1 Records** LWVB shall keep adequate, correct and complete books and records of account and shall also keep copies of minutes of the proceedings of the Board of Directors. Every Director shall have the right at any reasonable time to inspect all books, records and documents of every kind.

**Section 2 Fiscal Year** The fiscal year shall be July 1 to June 30.

## **ARTICLE VIII NOTICES**

Whenever under the provisions of the law, the Articles of Incorporation, or these Bylaws, notice is required to be given to any Director or member of any committee designated by the Board of Directors, it shall not be construed to require personal delivery. Such notice may be given in writing by depositing it in a sealed envelope in the United State mail, first-class postage prepaid, or by fax, or email, or other electronic communications for transmission to such Director or committee member.

## **ARTICLE IX CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

## **ARTICLE X PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, Newly Revised, shall be the authority of parliamentary procedure at all meetings where not inconsistent with these Bylaws.

## **ARTICLE XI AMENDMENTS**

The Bylaws may be amended by a two-thirds vote of the Board of Directors provided written notice is mailed, faxed, emailed or communicated electronically to the Directors at least 14 days prior to the vote to amend. These Bylaws shall become effective upon adoption.

**Note: All the Following Provisions of the Bylaws are to be deleted.**

### **MEMBERSHIP**

~~Section 1. Eligibility. Any person who subscribes to the purposes and policy of LWVBAE shall be eligible for membership.~~

~~Section 2. Types of Membership. LWVBAE shall be composed of Voting Members and Associate Members, collectively referred to as "members". Only Voting Members shall be members within the meaning of Section 5056 of the California Nonprofit Corporation Law.~~

~~a. Voting Members. Members who are at least 18 years of age and U.S. citizens shall be Voting Members of LWVBAE, LWVBA, LWVC, and LWVUS.~~

~~b. Associate Members. All other persons enrolled in LWVBAE shall be Associate Members.~~

~~c. Life Members. Life membership shall be granted any LWVBAE member who has completed 50 years as a member of LWVUS. Such members will retain all privileges and will be exempt from paying dues.~~

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

~~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. LWVBAE membership automatically terminates upon death of a member.~~

~~c. LWVBAE membership terminates upon nonpayment of dues, as indicated by Article VII, Section 2.~~

~~d. The Board may terminate a membership for conduct deemed inimical to the best interests of LWVBAE.~~

### **OFFICERS**

~~Section 1. Enumeration of Officers. The Officers of LWVBAE shall be a President, a Secretary, a Treasurer and a Vice President. The Vice President will be selected by the President from the Board of Directors. Any of these offices may be shared by two members of LWVBAE in a job-sharing arrangement if approved by the Board.~~

~~Section 2. The President. The President shall preside at all General Meetings of LWVBAE and meetings of the Board of Directors unless the President designates someone else to preside. In the absence or disability of the Treasurer, the President may sign or endorse checks, drafts, and notes. The President shall be an *ex officio* member of all committees except the Nominating Committee and shall have such usual powers of supervision and management as may pertain to the office of president and perform such other duties as the Board may direct.~~

~~Section 3. The Vice President. The Vice President shall, in the event of the absence, disability or death of the President, possess all the powers and perform all the duties of that office until the Board shall fill the vacancy. The Vice President shall perform such duties as the President and the Board may direct.~~

~~Section 4. Secretary. The Secretary shall keep at the principal office or other place the Board may order, a book of minutes of all meetings of the Board, with the time and place of holding, whether regular or special, (and if special, how authorized, and~~

the notice given), and the names of those present. 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 the original or a copy of LWVBAE's Articles of Incorporation and Bylaws, as amended, and perform other duties as the Board may direct. The Secretary will also maintain complete electronic copies of minutes, Articles and Bylaws, as amended, in the location and format agreed upon by the Board, starting after the adoption of the amendments to the Bylaws on May 22, 2014.

~~Section 5. Treasurer. The Treasurer shall be the Chief Financial Officer of the corporation and shall keep and maintain adequate and correct accounts of the properties and business transactions of LWVBAE. The books of account shall be open to inspection by any director.~~

~~a. The Treasurer 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 LWVBAE with financial institutions designated by the Board.~~

~~c. The Treasurer shall disburse funds as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions and of the financial condition of LWVBAE, and shall perform other duties as the Board may direct. —~~

#### ARTICLE V BOARD OF DIRECTORS

~~Section 1. Enumeration, Selection, and Qualification. The maximum authorized number of Directors shall be fifteen, including up to three Officers and six Directors elected at the Annual Meeting, and no more than six additional Directors appointed by the Board. All Directors must be Voting Members of LWVBAE.~~

~~Section 2. Term of Office. The Directors shall hold office for a term of one year starting July 1.~~

~~Section 3. Vacancies. A vacancy on the Board shall be deemed to exist in case of the death, resignation or removal of any Director. Three successive absences from Board Meetings without valid reason shall be deemed a resignation. A vacancy shall be filled by vote of a majority of the remaining Directors. Each Director so selected shall hold office until the expiration of the term of the replaced Director.~~

~~Section 4. Powers and Duties. Subject to the limitations of the Articles of Incorporation, Bylaws and California Nonprofit Corporation Law Section 5231, the activities and affairs of LWVBAE shall be conducted and all 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, LWVC Convention, LWVBA Convention, and LWVBAE Annual Meeting.~~

~~Section 5. 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 Board. 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 any notice properly sent or because of any irregularity in any notice actually received.~~

~~Section 6. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President or any four Directors. Special meetings of the Board shall be held upon four days written notice or 48 hours notice given personally or by telephone or electronically. The meeting may be conducted by telephone, electronic mail or other method. When the necessary quorum has responded, stated their responses on the question or questions, the majority result of that response will be an official decision of the Board. The Secretary will make a written record of the voting and add it to the minutes of the following regular meeting.~~

~~Section 7. Quorum. A majority of the Board constitutes a quorum of the Board for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, provided that any action taken is approved by a majority of the original quorum of the meeting. (Amended 5/03)~~

~~Section 8. Adjournment. A majority of the Directors present may adjourn any Board meeting.~~

~~Section 9. Rights of Inspection. Every Director shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind as well as the physical properties of the organization.~~

~~Section 10. Committees or Teams. The Board may appoint one or more committees or teams to make recommendations or to implement actions authorized by the Board. Committees or Teams may not take actions in the name of the League without permission from the Board.~~

~~Section 11. Budget Committee.~~

~~a. Composition. The Budget Committee shall be composed of the Treasurer and three members nominated by the President and elected by the Board. The Treasurer shall not serve as chairperson of the Budget Committee.~~

~~b. Duties. The Budget Committee shall prepare an annual budget for LWVBAE and submit it to the Board at least three months prior to the Annual Meeting.~~

~~Section 12. Fees and Compensation. Directors and members of the committees may receive reimbursement for expenses according to procedures determined by the Board.~~

#### ARTICLE VI INDEMNIFICATION

LWVBAE 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 VII FINANCIAL ADMINISTRATION

~~Section 1. Fiscal Year. The fiscal year of LWVBAE shall be from July 1 to June 30.~~

~~Section 2. Dues. Annual Dues shall be set by the Board and approved at the Annual Meeting. Dues shall be payable upon joining LWVBAE and annually on the first day of the anniversary month of joining. Any member who fails to pay dues within 60 days after the due date shall cease to be a member, unless an extension is granted by the Board.~~

~~Section 3. Budget. The Board shall submit to the membership, for adoption by majority vote at the Annual Meeting, a budget for the ensuing year. A copy of the proposed budget shall be provided to each member at least ten days before the Annual Meeting.~~

~~Section 4. Fiscal Report. The Board shall send members an annual fiscal report by November 1. The report shall include:~~

- ~~a. The assets and liabilities, including the trust funds, of LWVBAE 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 LWVBAE, both unrestricted and restricted to particular purposes, for the fiscal year.~~
- ~~d. The expenses or disbursements of LWVBAE, for both general and restricted purposes, during the fiscal year.~~

~~Section 5. Distribution of Funds on Dissolution. In the event of the merger or dissolution of LWVBAE, for any reason, all money and securities or other property of whatsoever nature which at the time be owned by or under the absolute control of LWVBAE 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 LWVBAE 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. [amended provisionally on gaining 501c3 status 6/6/2013]~~

#### ARTICLE VIII GENERAL MEETINGS AND VOTING RIGHTS

~~Section 1. General Meetings. There shall be at least two general meetings each year, one of which is the Annual Meeting.~~

~~Section 2. Annual Meeting. The Annual Meeting shall be held between May 1 and June 30. At the Annual Meeting the Voting Members shall:~~

- ~~a. adopt a local program for the ensuing year;~~
- ~~b. elect Officers, Directors, and the chair plus two members of the Nominating Committee;~~
- ~~c. adopt a budget; and~~
- ~~d. transact such other business as may properly come before it.~~

~~Section 3. Notice. Written notice of the Annual Meeting or any General Meeting at which members will vote on changes to the Bylaws, Budget, Local Program, or Officers or Directors shall be given to each member at least ten days before the date of the meeting. Such notice shall state the place, date and hour of the meeting and those matters which the Board intends to present for action~~

~~Section 4. Quorum. A quorum for any meeting at which members are entitled to vote shall consist of five percent of the membership.~~

~~Section 5. Voting. Each Voting Member present shall be entitled to one vote. Absentee or proxy voting shall not be permitted. A majority vote of Voting Members present at a General Meeting shall constitute approval of items recommended by the Board in the Notice of the meeting. Approval of Non-recommended proposals included in the Notice requires a two-thirds vote. Upon written demand made by a Voting Member before voting begins, ballots shall be used for all voting during the meeting.~~

#### ARTICLE IX NOMINATIONS AND ELECTIONS

~~Section 1. Composition of the Nominating Committee. The Nominating Committee shall consist of five Voting Members. Its 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. Two Directors shall be appointed by the Board. The term of office is one year. Any vacancy occurring in the Nominating Committee shall be filled by the Board.~~

~~Section 2. Duties of the Nominating Committee. The Nominating Committee shall nominate candidates for Officers, six Directors, and the Chair plus two members of the succeeding Nominating Committee to be elected at the Annual Meeting. The Committee should make recommendations to the Board for appointments to other positions in~~

~~(Section 2. duties of Nominating Committee cont.)~~

~~LWVBAE. The Nominating Committee Chair shall solicit suggestions from members for nominations for offices and other positions to be filled.~~

~~Section 3. Reports of the Nominating Committee. The Nominating Committee shall report its recommendations to the Board at the Board Meeting two months prior to the Annual Meeting. The report shall be sent to the membership at least ten days before the Annual Meeting. At the Annual Meeting, the Chair of the Nominating Committee shall present the slate of candidates to the membership. Immediately following the presentation of this report, additional nominations may be made from the floor by any Voting Member, provided that the consent of the nominee shall have been secured.~~

Section 4. Elections. For offices to which only one candidate is nominated, a voice vote is customary, with a majority of those voting constituting an election. For any office to which more than one candidate is nominated, the election shall be by written ballot. The candidates receiving the highest number of votes are elected.

#### ARTICLE X PROGRAM

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

Section 2. Program. The Program of LWVBAE shall consist of:

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

Section 3. Discussion Meetings. There shall be regularly scheduled discussion meetings (units, workshops) throughout the year to provide an opportunity for group discussion of LWVBAE program, develop consensus, and provide information about LWVBAE activities. Times and places 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. \_\_\_\_\_ Members may make suggestions for the Program to the Board at least two months prior to the Annual Meeting.
- b. \_\_\_\_\_ The Board shall consider the suggestions and shall formulate a recommended Program which shall be submitted to the membership, together with a list of non-recommended items, at least ten 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.
- d. \_\_\_\_\_ Any suggestion for the Program submitted to 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 two-thirds vote.

Section 5. Changes in Program. 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 ten days prior to the General Meeting at which the changes are to be discussed and acted upon.

Section 6. Member Action. A member may act in the name of LWVBAE only when authorized to do so by the Board and only in conformity with, and not contrary to, positions of LWVBAE, LWVBA, LWVC, and LWVUS.

#### ARTICLE XI CONVENTIONS AND COUNCILS

Section 1. LWVUS Convention. The Board shall select delegates to the convention in the number allotted to LWVBAE by the LWVUS Bylaws.

Section 2. LWVC Convention. The Board shall select delegates to the convention in the number allotted to LWVBAE by the LWVC Bylaws.

Section 3. LWVC Council. The Board shall name the President or an alternate to the council, under the provisions of the LWVC Bylaws.

Section 4. LWVBA Convention. The Board shall select delegates to the convention in the number allotted to LWVBAE under the provisions of the LWVBA Bylaws.

Section 5. LWVBA Council. The Board shall select delegates to the council in the number allotted to LWVBAE under the provisions of the Bylaws of the LWVBA.

Section 6. Alameda County Council of Presidents. The President or an alternate shall represent LWVBAE at County Council.

#### ARTICLE XII OTHER PROVISIONS AND DEFINITIONS

Section 1. Parliamentary Authority. *Roberts Rules of Order Newly Revised* shall govern LWVBAE in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

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.

Section 3. Inspection of Organization Records. Subject to Sections 6330, 6331 and 6332 of the California Nonprofit Public Benefit Corporation Law, a member may inspect LWVBAE records, minutes, accounting books, and membership lists on written demand for a purpose reasonably related to such member's interest as a member.

Section 4. Removal. Removal from office shall occur for malfeasance or partisan political activity as determined by a two-thirds vote of the Board.

Section 5. Alameda County Council of the League of Women Voters. The Board of the League of Women Voters of Berkeley, Albany and Emeryville is authorized to approve or reject proposed changes to the By-laws of the Alameda County Council of the League of Women Voters.

#### ARTICLE XIII AMENDMENTS

Section 1. Proposed Amendments. Amendments to the Bylaws may be submitted by any Voting Member to the Board at least two months prior to a General Meeting. All proposed amendments together with the recommendations of the Board shall be sent to the membership at least ten days before the General 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 any General Meeting by a two-thirds vote of Voting Members present and voting.~~

~~Section 3. Effective Date. These Bylaws shall become effective upon adoption. [moved to replacement section]~~

ADOPTED Jan. 21, 1961  
Amended April 25, 1962  
Amended April 16, 1964  
Amended May 26, 1965  
Amended June 1, 1967  
Amended June 6, 1968  
Amended June 10, 1969  
Amended June 4, 1970  
Amended June 2, 1971  
Amended June 8, 1972  
Amended June 6, 1974  
Amended May 22, 1975  
Amended June 9, 1977  
Amended May 31, 1979  
Amended May 29, 1981

Amended May 27, 1982  
Amended Feb. 8, 1984  
Amended May 30, 1987  
Amended May 13, 1989  
Amended May 19, 1990  
Amended May 29, 1993  
Amended May 21, 1994  
Amended May 11, 1996  
Amended Sept. 18, 1997  
Amended June 1, 2000  
Amended May 19, 2003  
Amended May 27, 2004  
Amended June 6, 2013  
Amended May 22, 2014  
Amended May 28, 2015

## **RECOMMENDATION OF THE NOMINATING COMMITTEE 2015-2016 BOARD POSITIONS**

<b>President:</b>	<b>Nancy Bickel</b>
<b>Secretary:</b>	<b>Christine Wenrich</b>
<b>Treasurer:</b>	<b>Sarah Miyazaki</b>

### **Six Board Members**

<b>Lessly Wikle Field</b>	<b>Phyllis Gale</b>
<b>Deborah Malbec</b>	<b>Jill Martinucci</b>
<b>Barb Singleton</b>	<b>Diz Swift</b>

### **2015-2016 Nominating Committee**

<b>Chair Non-Board</b>	<b>Regina Beatus</b>
<b>Member Non-board</b>	<b>Angharad Jones</b>
<b>Member Non-board</b>	<b>Pat Day</b>

**Submitted by the Nominating Committee: Jane Coulter, Chair; Angharad Jones; Phyllis Gale, Regina Beatus**

## Proposed Budget for LWVBAE 2015-16

### Income

Miscellaneous	100.00	
Dues	17,000.00	
Contributions	13,000.00	
Contributions in Lieu of Luncheon Ticket	500.00	
Community Luncheon	14,000.00	
Program Meetings	1,200.00	
Contract Services	750.00	
Transfers from mutual funds	27,634.50	This joins two former income sources: LWVB Foundation & LWVBAE mutual funds.
<b>Total Income</b>	<b>74,184.50</b>	

### Expenses

#### General

Miscellaneous	300.00
Per Member Payments LWVUS	6,990.00
Per Member Payments LWVCA	5,186.50
Per Member Payments Bay Area	244.00
Action with the League	2,000.00
Program Meetings	6,100.00
Election Services	6,500.00
Member Services and Publications	4,000.00
Convention Subsidies & Workshops	4,000.00
Smart Voter	600.00
<b>Total General expenses</b>	<b>35,920.50</b>

#### Administration

Rent for 2530 San Pablo Ave office	13,314.00
Professional fees -contractors	5,000.00
Insurance	750.00
Supplies	2,000.00
Computer software, paper, ink	2,000.00
postage stamps	1,000.00
Telecommunications	750.00
Gov't fees, bank & paypal fees, late fees	250.00
Equipment purchase/maintenance	750.00
Board	200.00
<b>Total Administration expenses</b>	<b>26,014.00</b>

#### Development

Development and Community Outreach	300.00
Community Luncheon Expenses	8,500.00
Public Relations	750.00
Open House	200.00
Membership Recruitment	2,500.00
<b>Total Development expenses</b>	<b>12,250.00</b>

**Total Expenses all types** 74,184.50

**Income less Expenses** 0.00

## 2015-2016 PROGRAM

### The Board recommends:

- (1) Retain all current positions (see below).
- (2) Emphasize the following for education and action:
  - Education
  - Climate Change

### SUMMARY OF LOCAL SUPPORT POSITIONS

*(See complete "Local Support Positions" for details. It is available at the League office to members upon request or at <http://www.lwvbae.org/about-the-league/local-policy-positions/>) The League adopts policy positions at every governmental level; our local League supports and uses the full range of League positions as needed.*

**Local Government Structure:** Policies that promote effective, efficient, economical and visible local government, representative of and responsive to all citizens.

- A. City Charter and Elections
- B. Council-Manager Form of Government
- C. Open Meetings
- D. Board, Commissions, and Committees--Standing and Ad Hoc

**City Finances:** Policies that support a tax structure that is flexible, broad-based, equitable, economical, easy to administer, and capable of producing adequate revenue.

- A. City budget
- B. Revenue and taxation

**Planning:** Planning policies aimed at achieving and maintaining a healthy, safe and livable physical environment for a diverse population. There should be a balance of residential, commercial, industrial and institutional uses, a variety of densities and housing types, and programs to enlarge the economic base.

- A. Economic development
- B. Transportation
- C. Zoning
- D. Housing
- E. Rent control (Berkeley only)
- F. Infrastructure

**Local Government Services:** Basic city services and amenities for all residents based on an overall evaluation of needs and available resources.

- A. Recreation
- B. Library
- C. Health and Mental Health
- D. Services and resources for children and youth

**Education:** A system of public education which meets the needs of all children, efficiently organized and administered, and supported by adequate funds for operation and facilities.

- A. Elementary through High School
- B. Community College

**Social Policy:** Promotion of social justice by securing equal rights for all and providing services to meet special needs.

- A. Equal rights
- B. Senior citizens
- C. Juvenile justice

**Civics Education:** LWVBAE supports civics instruction as a priority in the K-12 public schools and school efforts to prepare all students to be informed, active citizens. Basic civic knowledge and skills should be taught at least by the end of the 8<sup>th</sup> grade.

## **SUPPORT POSITIONS OF THE ALAMEDA COUNTY COUNCIL OF THE LEAGUE OF WOMEN VOTERS**

These positions have been voted on at the Annual Meeting of each of the Leagues of Alameda County. Changing or dropping one of these positions must be approved by five of the seven Leagues of Alameda County.

### **The Board recommends:**

Retain current Alameda County positions on:

- Juvenile justice, and
- Children's mental health services
- Alameda Co. Board of Education & Alameda Co. Office of Education

\* \* \* \* \*

### **To Members of the League of Women Voters Berkeley, Albany and Emeryville**

The Following Articles of Incorporation and Bylaws of the League of Women Voters of Berkeley, Albany and Emeryville, a 501(c)(3) corporation, have already been adopted by the Board of the League of Women Voters Berkeley Foundation. You are not being asked to adopt them at the 2015 Annual Meeting. However, we are providing them to you because they will now be the Articles and Bylaws of the organization you belong to. With a few necessary exceptions and clarifying passages, they are the same as the Articles and Bylaws of the 501(c)(4) League that you previously were a member of.

\* \* \* \* \*

## **ARTICLES OF INCORPORATION** A California Nonprofit Public Benefit Corporation

### **I**

The name of this corporation is:

**LEAGUE OF WOMEN VOTERS OF BERKELEY, ALBANY, AND EMERYVILLE**

### **II**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

### **III**

- A. This corporation is organized exclusively for charitable and educational purposes (within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future federal tax code.)
- B. Notwithstanding any other provision 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 attempting to influence legislation.

### **IV**

The name and address in the State of California of this corporation's agent for service of process is:

Jeanne H. Smith  
1589 Campus Drive  
Berkeley, CA 94708

All corporate property is irrevocably dedicated to the purposes set forth in Article III, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

In the event of the merger or dissolution of this 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.

Dated: \_\_\_\_\_, 2015

\_\_\_\_\_  
(Authorized signature and title)

\* \* \* \* \*

**LEAGUE OF WOMEN VOTERS OF BERKELEY, ALBANY, AND EMERYVILLE**  
**[Formerly League of Women Voters of Berkeley Foundation]**  
 A California Non-Profit Public Benefit Corporation  
 2530 San Pablo Avenue, Suite F, Berkeley CA 94702

**BYLAWS**  
 as amended & adopted  
 February 6, 2015, to become effective  
 at Annual Meeting May 28, 2015  
 with additional amendments adopted on March 30, 2015  
 to become effective at Annual Meeting May 28, 2015



**LEAGUE OF WOMEN VOTERS OF BERKELEY, ALBANY AND EMERYVILLE**  
**[Formerly League of Women Voters of Berkeley Foundation]**

A California Non-Profit Public Benefit Corporation

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## **ARTICLE I**

### **1. NAME AND OFFICES of the Corporation**

**Section 1.1 Name.** The name of this corporation is League of Women Voters of Berkeley, Albany, and Emeryville. ("Corporation" or "LWVBAE")

**Section 1.2 Location of Principal Office.** The principal office for the transaction of the activities and affairs of the Corporation is located in Alameda County, California. The Board of Directors ("Board"), may change the principal office from one location to another. Any such change shall be noted on these Bylaws opposite this Section, or this Section may be amended to state the new location.

2530 San Pablo Avenue, Suite F, Berkeley, California 94702 Dated: May 28, 2015

## **ARTICLE II**

### **2. Purposes and Limitations**

#### **Section 2.1 Purposes.**

- (a) This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation law for charitable and educational purposes.
- (b) This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United State internal revenue law ("Code"). Notwithstanding any other provisions of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(3).
- (c) LWVBAE is an integral part of the League of Women Voters of the United States (LWVUS), the League of Women Voters of California (LWVC ) and the League of Women Voters of the Bay Area (LWVBA).

#### **Section 2.2. Limitations.**

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

All corporate property is irrevocably dedicated to the purposes set forth in Section 2.1 above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or of any individuals.

## **ARTICLE III**

### **MEMBERSHIP**

**Section 1. Eligibility.** Any person who subscribes to the purposes and policies of LWVBAE shall be eligible for membership.

**Section 2. Types of Membership.** LWVBAE shall be composed of Voting Members and Associate Members, collectively referred to as "members". Only Voting Members shall be members within the meaning of Section 5056 of the California Nonprofit Corporation Law.

- (a) **Voting Members.** Members who are at least 18 years of age and U.S. citizens shall be Voting Members of LWVBAE, LWVBA, LWVC, and LWVUS.
- (b) **Associate Members.** All other persons enrolled in LWVBAE shall be Associate Members.
- (c) **Life Members.** Life membership shall be granted any LWVBAE member who has completed 50 years as a member of LWVUS. Such members will retain all privileges and will be exempt from paying dues.

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

- (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) LWVBAE membership automatically terminates upon death of a member.
- (c) LWVBAE membership terminates upon nonpayment of dues, as indicated by Article VII, Section 2.
- (d) The Board may terminate a membership for conduct deemed inimical to the best interests of LWVBAE.

## **ARTICLE IV**

### **OFFICERS**

**Section 1. Enumeration of Officers.** The Officers of LWVBAE shall be a President, a Secretary, a Treasurer and a Vice President. The Vice President will be selected by the President from the six elected members of the Board of Directors. Any of these offices may be shared by two members of LWVBAE in a job-sharing arrangement if approved by the Board, provided that the two people sharing the single office are identified as Co-Presidents, Co-Secretaries, or Co-Treasurers when elected. The President may select two Co-Vice Presidents from the six elected Directors.

**Section 2. The President.** The President shall preside at all General Meetings of LWVBAE and meetings of the Board of Directors unless the President designates someone else to preside. In the absence or disability of the Treasurer, the President may sign or endorse checks, drafts, and notes. The President shall be an *ex-officio* member of all committees except the Nominating Committee and shall have such usual powers of supervision and management as may pertain to the office of President and perform such other duties as the Board may direct.

**Section 3. The Vice President.** The Vice President shall, in the event of the absence, disability or death of the President, possess all the powers and perform all the duties of that office until the Board shall fill the vacancy. The Vice President shall perform such duties as the President and the Board may direct.

**Section 4. Secretary.** The Secretary shall keep at the principal office or other place the Board may order, a book of minutes of all meetings of the Board, with the time and place of holding, whether regular or special, (and if special, how authorized, and the notice given), and the names of those present. 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 the original or a copy of LWVBAE's Articles of Incorporation and Bylaws, as amended, and perform other duties as the Board may direct. The Secretary will also maintain complete electronic copies of minutes, Articles and Bylaws, as amended, in the location and format agreed upon by the Board, starting after the adoption of the amendments to the Bylaws on May 22, 2014.

**Section 5. Treasurer.** The Treasurer shall be the Chief Financial Officer of the corporation and shall keep and maintain adequate and correct accounts of the properties and business transactions of LWVBAE. The books of account shall be open to inspection by any director.

- (a) The Treasurer 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 LWVBAE with financial institutions designated by the Board.
- (c) The Treasurer shall disburse funds as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions and of the financial condition of LWVBAE, and shall perform other duties as the Board may direct.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

**Section 1. Enumeration, Selection, and Qualification.** The maximum authorized number of Directors shall be fifteen, including up to three Officers and six Directors elected at the Annual Meeting, and no more than six additional Directors appointed by the Board. All Directors must be Voting Members of LWVBAE. If two people are elected to serve jointly, for example, as Co-Presidents or are selected by the President to serve jointly as Co-Vice Presidents, the maximum authorized number of Directors remains fifteen, so that the number of additional Directors who may be appointed is reduced accordingly.

**Section 2.a. Term of Office.** The Directors shall hold office for a term of one year starting July 1.

**Section 2.b.** The officers and directors elected May 22, 2014 to serve the organization then known as LWVBAE [registered with the California Secretary of State as League of Women Voters of Berkeley] will hold the offices to

which they were then elected in this organization, now known as League of Women Voters of Berkeley, Albany and Emeryville, until June 30, 2015.

**Section 3. Vacancies.** A vacancy on the Board shall be deemed to exist in case of the death, resignation or removal of any Director. Three successive absences from Board Meetings without valid reason shall be deemed a resignation. A vacancy shall be filled by vote of a majority of the remaining Directors. Each Director so selected shall hold office until the expiration of the term of the replaced Director.

**Section 4. Powers and Duties.** Subject to the limitations of the Articles of Incorporation, Bylaws and California Nonprofit Corporation Law Section 5231, the activities and affairs of LWVBAE shall be conducted and all 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, LWVC Convention, LWVBA Convention, and LWVBAE Annual Meeting.

**Section 5. 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 Board. 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 any notice properly sent or because of any irregularity in any notice actually received.

**Section 6. Special Meetings.** Special meetings of the Board for any purpose may be called at any time by the President or any four Directors. Special meetings of the Board shall be held upon four days written notice or 48 hours notice given personally or by telephone or electronically. The meeting may be conducted by telephone, electronic mail or other method. When the necessary quorum has responded, stated their responses on the question or questions, the majority result of that response will be an official decision of the Board. The Secretary will make a written record of the voting and add it to the minutes of the following regular meeting.

**Section 7. Quorum.** A majority of the Board constitutes a quorum of the Board for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, provided that any action taken is approved by a majority of the original quorum of the meeting.

**Section 8. Adjournment.** A majority of the Directors present may adjourn any Board meeting.

**Section 9. Rights of Inspection.** Every Director shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind as well as **to inspect** the physical properties of the organization.

**Section 10. Committees or Teams.** The Board may appoint one or more committees or teams to make recommendations or to implement actions authorized by the Board. Committees or Teams may not take actions in the name of the League without permission from the Board.

**Section 11. Budget Committee.**

- (a) Composition. The Budget Committee shall be composed of the Treasurer and three members nominated by the President and elected by the Board. The Treasurer shall not serve as chairperson of the Budget Committee.
- (b) Duties. The Budget Committee shall prepare an annual budget for LWVBAE and submit it to the Board at least three months prior to the Annual Meeting.

**Section 12. Fees and Compensation.** Directors and members of the committees may receive reimbursement for expenses according to procedures determined by the Board.

## ARTICLE VI

### **INDEMNIFICATION**

LWVBAE 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 VII

### **FINANCIAL ADMINISTRATION**

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

**Section 2. Dues.** Annual Dues shall be set by the Board and approved at the Annual Meeting. Dues shall be payable upon joining LWVBAE and annually on the first day of the anniversary month of joining. Any member who fails to pay dues within 60 days after the due date shall cease to be a member, unless an extension is granted by the Board.

**Section 3. Budget.** The Board shall submit to the membership, for adoption by majority vote at the Annual Meeting, a budget for the ensuing year. A copy of the proposed budget shall be provided to each member at least ten days before the Annual Meeting.

**Section 4. Fiscal Report.** The Board shall send members an annual fiscal report by November 1. The report shall include:

- (a) The assets and liabilities, including the trust funds, of LWVBAE 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 LWVBAE, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of LWVBAE, for both general and restricted purposes, during the fiscal year.

**Section 5. Distribution of Funds on Dissolution.** In the event of the merger or dissolution of LWVBAE, 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 LWVBAE 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 LWVBAE 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 VIII**

### **GENERAL MEETINGS AND VOTING RIGHTS**

**Section 1. General Meetings.** There shall be at least two general meetings each year, one of which is the Annual Meeting.

**Section 2. Annual Meeting.** The Annual Meeting shall be held between May 1 and June 30. At the Annual Meeting the Voting Members shall:

- (a) adopt a local program for the ensuing year;
- (b) elect Officers, Directors, and the chair plus two members of the Nominating Committee;
- (c) adopt a budget; and
- (d) transact such other business as may properly come before it.

**Section 3. Notice.** Written notice of the Annual Meeting or any General Meeting at which members will vote on changes to the Bylaws, Budget, Local Program, or Officers or Directors shall be given to each member at least ten days before the date of the meeting. Such notice shall state the place, date and hour of the meeting and those matters which the Board intends to present for action.

**Section 4. Quorum.** A quorum for any meeting at which members are entitled to vote shall consist of five percent of the membership.

**Section 5. Voting.** Each Voting Member present shall be entitled to one vote. Absentee or proxy voting shall not be permitted. A majority vote of Voting Members present at a General Meeting shall constitute approval of items recommended by the Board in the Notice of the meeting. Approval of Non-recommended proposals included in the Notice requires a two-thirds vote. Upon written demand made by a Voting Member before voting begins, ballots shall be used for all voting during the meeting.

## **ARTICLE IX**

### **NOMINATIONS AND ELECTIONS**

**Section 1. Composition of the Nominating Committee.** The Nominating Committee shall consist of five Voting Members. Its 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. Two Directors shall be appointed by the Board. The term of office is one year. Any vacancy occurring in the Nominating Committee shall be filled by the Board.

**Section 2. Duties of the Nominating Committee.** The Nominating Committee shall nominate candidates for Officers, six Directors, and the Chair plus two members of the succeeding Nominating Committee to be elected at the Annual Meeting. The Committee should make recommendations to the Board for appointments to other positions in LWVBAE. The Nominating Committee Chair shall solicit suggestions from members for nominations for offices and other positions to be filled.

**Section 3. Report of the Nominating Committee.** The Nominating Committee shall report its recommendations to the Board at the Board Meeting two months prior to the Annual Meeting. The report shall be sent to the membership at least ten days before the Annual Meeting. At the Annual Meeting, the Chair of the Nominating Committee shall present the slate of candidates to the membership. Immediately following the presentation of this report, additional nominations may be made from the floor by any Voting Member, provided that the consent of the nominee shall have been secured.

**Section 4. Elections.** For offices to which only one candidate is nominated, a voice vote is customary, with a majority of those voting constituting an election. For any office to which more than one candidate is nominated, the election shall be by written ballot. The candidates receiving the highest number of votes are elected. If two candidates have been nominated by the Nominating Committee to serve jointly in a single office and if one or more Members wish to run for that office, a single “challenging” candidate may run for the single office and, if successful, would replace both nominees for that office or two “challenging” candidates may run for that office, and, if successful, would replace both nominees for that office.

## **ARTICLE X**

### **PROGRAM**

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

**Section 2. Program.** The Program of LWVBAE shall consist of:

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

**Section 3. Discussion Meetings.** There shall be regularly scheduled discussion meetings (units, workshops) throughout the year to provide an opportunity for group discussion of LWVBAE program, develop consensus, and provide information about LWVBAE activities. Times and places 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) Members may make suggestions for the Program to the Board at least two months prior to the Annual Meeting.
- (b) The Board shall consider the suggestions and shall formulate a recommended Program which shall be submitted to the membership, together with a list of non-recommended items, at least ten 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.
- (d) Any suggestion for the Program submitted to 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 two-thirds vote.

**Section 5. Changes in Program.** 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 ten days prior to the General Meeting at which the changes are to be discussed and acted upon.

**Section 6. Member Action.** A member may act in the name of LWVBAE only when authorized to do so by the Board and only in conformity with, and not contrary to, positions of LWVBAE, LWVBA, LWVC, and LWVUS.

## **ARTICLE XI**

### **CONVENTIONS AND COUNCILS**

**Section 1. LWVUS Convention.** The Board shall select delegates to the convention in the number allotted to LWVBAE by the LWVUS Bylaws.

**Section 2. LWVC Convention.** The Board shall select delegates to the convention in the number allotted to LWVBAE by the LWVC Bylaws.

**Section 3. LWVC Council.** The Board shall name the President or an alternate to the council, under the provisions of the LWVC Bylaws.

**Section 4. LWVBA Convention.** The Board shall select delegates to the convention in the number allotted to LWVBAE under the provisions of the LWVBA Bylaws.

**Section 5. LWVBA Council.** The Board shall select delegates to the council in the number allotted to LWVBAE under the provisions of the Bylaws of the LWVBA.

**Section 6. Alameda County Council of Leagues of Women Voters.** The President or an alternate shall represent LWVBAE at County Council.

## **ARTICLE XII**

### **OTHER PROVISIONS AND DEFINITIONS**

**Section 1. Parliamentary Authority.** *Roberts Rules of Order Newly Revised* shall govern LWVBAE in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

**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.

**Section 3. Inspection of Organization Records.** Subject to Sections 6330, 6331 and 6332 of the California Nonprofit Public Benefit Corporation Law, a member may inspect LWVBAE records, minutes, accounting books, and membership lists on written demand for a purpose reasonably related to such member's interest as a member.

**Section 4. Removal.** Removal from office shall occur for malfeasance or partisan political activity as determined by a two thirds vote of the Board.

**Section 5. Alameda County Council of Leagues of Women Voters.** The Board of the League of Women Voters of Berkeley, Albany and Emeryville is authorized to approve or reject proposed changes to the Bylaws or Policies and Practices of the Alameda County Council of Leagues of Women Voters.

## **ARTICLE XIII**

### **AMENDMENTS**

**Section 1. Proposed Amendments.** Amendments to the Bylaws may be submitted by any Voting Member to the Board at least two months prior to a General Meeting. All proposed amendments together with the recommendations of the Board shall be sent to the membership at least ten days before the General 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 any General Meeting by a two-thirds vote of Voting Members present and voting.

**Section 3. Effective Date.** These Bylaws as adopted and amended February 6, 2015 and as amended March 30, 2015 will become effective at the Annual Meeting scheduled to take place on May 28, 2015, or on whatever date the Annual Meeting actually takes place.

### **Adoption and Amendments Listed Below**

**Note:** These Bylaws were adopted and amended by the then Board of the League of Women Voters of Berkeley Foundation following the then Bylaws of the LWVBF [doing business as LWVBAE].

Adopted February 6, 2015

Amended March 30, 2015

Effective 28 May, 2015



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## **League of Women Voters Berkeley Albany and Emeryville**

### **Call to Annual Meeting**

**Thursday May 28, 2015**

**5:15 to 8:45 pm**

**Northbrae Community Church, 941 The Alameda, Berkeley**

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