



League of Women Voters of
Berkeley, Albany, Emeryville

Fall Celebration & Annual Meeting Kit

Saturday, November 10th, 11AM -2:30PM

Berkeley Community College
2050 Center Street
Berkeley, CA 94704

RSVP At:

www.tinyurl.com/LWVFall2018

LWVBAE.ORG 510.843.8824
League Office: 2530 San Pablo Ave
Suite F, Berkeley, CA 94702

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2018-2019 Board of Directors

President- Adena Ishii

Secretary- Elise Mills

Treasurer- Emily Beckhusen

Program Director - Bonnie Bain

Proposition 13 Reform Director- Ruby MacDonald

Letter from the President

Dear League Members,

November 10, 2018

You are cordially invited to attend our Fall Meeting and State of Housing Panel on **Saturday, November 10th from 11am-2:30pm in the Berkeley City College Atrium at 2050 Center Street, Berkeley**. The campus is located near the Downtown Berkeley BART Station, and parking is available nearby. Doors will be open by 10:15am, and we will start promptly at 11am. Lunch will include meat and vegetarian options, and our program will consist of a panel of representatives from Bay Area housing organizations. They will speak on the history of housing in Berkeley, Albany, Emeryville, related ballot measures, and what comes next if the state and local housing measures pass or fail.

Please RSVP at www.tinyurl.com/LWVFall2018.

This Fall meeting is also a celebration of our election season accomplishments. It has been a busy season, and I'm proud to say that we successfully held and broadcasted 11 candidate forums with over 1,200 attendees! See our 2018 Activities Report on page 14 for more highlights. Thank you to everyone that made this season a success. I am so impressed by the knowledge and experience our members bring.

Our next steps will be to look towards the future to determine what we would like to accomplish and how we can reach these goals. Growing and diversifying our League and making our organization more sustainable will be our first steps. Join us to hear more about this vision on November 10th!

Sincerely,



Adena Ishii

President

League of Women Voters of Berkeley, Albany, Emeryville
President@lwvbae.org

2018 Fall Meeting Agenda

DOORS OPEN AT 10:15am

Annual Meeting 11:00am-12:00pm

11:00am Call to Order by President Adena Ishii

- Determine Quorum & Adopt Order of Business
- Introduce Parliamentarian & New Management Training Advisor (MTA), Ellen Wheeler (Biography on Page 3)

11:10am Board Report: 2018 Activities and Updates

11:20am Discussion and Vote to Change Student Membership Dues

- Vote: shall we approve the fee from \$20 to free for student members until National and/or state re-institute their per member payment?

11:40am Discussion and vote to approve amended Articles of Incorporation

- Amendments include name change and tax classifications (pages 15-16)
- The purpose of these amendments are to finalize our transition from two separate organizations into one 501(c)(3) organization which was formerly known as League of Women Voters Berkeley Foundation

12:00pm Adjournment

Lunch and Socializing 12:00pm-1:00pm

Menu announced through Eventbrite (\$15/person)

Purchase lunch and RSVP at: www.tinyurl.com/LWVFall2018

Program - *The State of Housing* 1:00pm-2:30pm

Hear from East Bay Housing Organization (EBHO), Bridge Housing, Centro Legal de la Raza, and more on...

- History of housing in Berkeley, Albany, Emeryville (BAE)
- Housing policy and law in BAE/CA
- What state and local measure wins or losses will mean
- Work that will need to be done after the election

Bio of Ellen Wheeler, New MTA of LWVBAE

Following her own advice to ask candidates to join the League of Women Voters, Ellen Wheeler joined her local League in 2002 when she ran for school board in Mountain View. She has been an active member of LWV Los Altos-Mountain View Area ever since. With her background in education and other social issues, Ellen was asked to accept the interim appointment to LWV California's Social Policy Director position. She was elected to that position two more times, serving for a total of five years. One of her LWVC boardmates for a time was BAE's previous MTA, Lianne Campodonico, and also LWVC President Helen Hutchison. While on that board, she was selected to be on their Nominating Committee two times. Ellen stepped off the LWVC board in 2015, but is still active in her local League.

Ellen was on the small committee that successfully worked to get LWVUS to study and adopt policies on "The Federal Role in Public Education." BAE's own Helene Lecar was an invaluable co-member of that committee. That was so much fun that she and other education activists from Santa Clara County and beyond successfully lobbied at a recent LWVC convention to get a study and positions on "Public Higher Education in California."

Currently Ellen is the chairperson of the education committee of the League of Women Voters of Santa Clara County, and she is still a member of her local school board. Ellen's district is Mountain View Whisman, a preK – 8th grade district of about 5,000 students. Ellen's particular focus is on high quality early education and on the importance of the arts in schools.

July - Nov 2018 Activities Report

Voter Services Activities:

- High School Voter Registration Training
- Candidate Forums: Over 1,200 attendees!
 - Berkeley, Districts 1, 4, 7, & 8, School Board, and Rent Stabilization Board
 - Albany City Council and Board of Education
 - Emeryville City Council and Board of Education
 - Assembly District 15 Candidate Forum
- 6+ Pros and Cons forums on state, regional, and local propositions
 - Highlight: 5 SAHA residences and North Berkeley Senior Center
- 30+ Voter Registration activities at
 - Juneteenth
 - Solano Stroll
 - #HellaVotes' Voter Education and Registration Festival
 - Bahia Inc.'s Celebrando Comunidad en la Placita
 - Indigenous Peoples' Day Celebration
 - King Middle School's Fall Festival
 - Berkeley High's Voter Registration Week and Back to School Assembly
 - Berkeley City College
- Strengthened partnerships with the Berkeley NAACP, Berkeley City College, Berkeley High School, and Vote16.

Action Activities:

- Researched and took positions on local measures
- Leafleting "No on Prop 5" at Berkeley BART stations
- Worked on the Berkeley Measures O&P Campaign, including an event with Berkeley Mayor Jesse Arreguin
- Climate Action:
 - Participation in March for Climate Justice and Related Events

Program Activities:

- Environmental Concerns - Monthly Speaker Series at Belmont Village
- CivilTalk - LivingRoom Conversations Series

Communications:

- Recorded and posted six episodes of our podcast, BAECast, on our website

Diversity Task Force: Created and working on a plan to diversify our League.

Hiring Task Force: Hired Kande Mosley as our Operations and Development Contractor

Bylaws Task Force: Updated and streamlined bylaws

2018 Bylaws

* * * * *

BYLAWS

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



A California Non-Profit Public Benefit Corporation
2530 San Pablo Avenue, Suite F, Berkeley CA 94702

ARTICLE I

Name and Form

Section 1 Name. The name of this corporation is League of Women Voters of Berkeley, Albany, and Emeryville (herein referred to as the “League” or “LWVBAE”). 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) and the League of Women Voters of the Bay Area (LWVBA).

Section 2. Form. The League shall be a nonprofit public benefit corporation incorporated under the laws of the State of California.

ARTICLE II

Purposes and Political Policy

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 government issues.

Section 2 Political Policy. The League shall not support or oppose any political party and/or any candidate.

ARTICLE III

Membership

Section 1. Eligibility. Any person who subscribes to the purposes and policies of LWVBAE and who pays dues as provided for in Article VII, Section 2, shall be a member of LWVBAE.

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 shall be voting members of the League. Those who have been members of the LWVUS for 50 years or more shall be life members excused from the payment of dues.
- b. Associate Members. All other persons enrolled in LWVBAE shall be Associate Members, or student members.

Section 3. Termination of Membership.

- a. A member may at any time voluntarily resign by delivering a written notice to the president or secretary. 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 a member for nonpayment of dues, or may terminate or suspend a member for conduct which the board shall deem inimical to the best interests of the League. The Board shall give such member 15 days prior notice, with reason, of the proposed termination or suspension. The member may submit a written statement for the Board regarding the proposed termination or suspension no less than five days before the effective date of the proposed action. Prior to the effective date, the Board shall review any statement submitted and shall determine the mitigating effect, if any, of the information in the statement on the proposed action. 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 LWVBAE shall be a President, a Secretary, a Treasurer, and a Vice President. They shall take office on July 1 after the annual meeting at which they were elected and shall hold office for one year or until their successors have been elected and qualified. The Vice President is an optional role and will be selected by the President from the 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 Directors.

Section 2. 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. The President is responsible for signing contracts with the secretary and all other legal documents, upon review and acceptance of the board.

Section 3. 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, and all general meetings of the League. 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. Additionally, paper copies must be kept for public review.

The Secretary shall sign with the President all contracts and such instruments when so authorized by the Board. The secretary may sign or endorse checks, drafts, or notes in case of absence, disability, or death of the treasurer.

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 and member..

- 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.
- d. The treasurer shall be responsible for filing federal, state and local government forms and payment of taxes and fees; as required by law. Prior to filing, all documents must be approved by the board.

ARTICLE V

Board of Directors

Section 1. Enumeration, Selection, and Qualification. The authorized number of directors shall be no more than fifteen, including up to three elected 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. Additional directors may be appointed by the elected board members as deemed necessary to carry on the work of the League. All directors must be voting members of the local League in good standing.

Section 2. Term of Office. The elected directors shall hold office for a term of one years or until their successors have been elected or appointed and qualified. Their term shall begin on July 1 following the annual meeting at which they are elected. The appointed directors shall hold office for one year or until June 30 following the next annual meeting.

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 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.

Section 5. Meetings of the Board

- a. **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.
- b. **Special Meetings.** Special meetings of the Board for any purpose may be called at any time by the President or any four Directors.
- c. **Notice.** Regular meetings may be held upon such notice as is determined by the board. 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.
- d. **Quorum.** A majority of the Board in office 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.
- 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 may adjourn any Board meeting.
- 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 proposal, and a reasonable time in which to return the ballot is allowed. Notice, quorum, and other requirements for the conduct of meetings shall apply. Ballots shall be filed with a report of the action and shall be a part of the minutes of the next meeting of the board of directors.

Section 6. 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 7. Fees and Compensation. Directors and members of the committees may receive reimbursement for expenses according to procedures determined 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 and their alternates. Committees are reviewed and reappointed following each annual election:

- a. We recognize an executive committee. The board may appoint an executive committee, immediately after elections, consisting of at least two board members. Three members shall constitute a quorum.
The executive committee shall transact emergency business between meetings of the board of directors. The proceedings of the executive committee shall be reported to the board at its next meeting for ratification.
- b. We recognize the following board committees:
 - Voter Services
 - Action
 - Program
- b. We recognize the following advisory committees:
 - Budget - see article VII, section 3.
 - Membership
 - Nominating

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.

ARTICLE VII
Financial Administration

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

Section 2. Dues. Membership Dues shall be set by the Board and approved at a General Meeting. Dues shall be payable upon joining LWVBAE according to the Board approved schedule and thereafter annually on the first day of December. 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 Committee.

- a. Composition. The Budget Committee shall be composed of the Treasurer and 3-5 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 two months prior to the Annual Meeting.

Section 4. 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 5. Fiscal Report. The Board shall send members an annual fiscal report before 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 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. 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 8. Indemnification. The League is empowered to indemnify its officers, directors, and agents to the extent provided, and within the limitations imposed, by law

Section 9. Distribution of Funds on Dissolution. In the event of dissolution of the League for any reason, all money and securities which at the time be owned or under the absolute control of the League shall be paid to the LWVC. All other property of whatsoever nature, whether real, personal, or mixed, which may at the time be owned or under the control of the League, shall be disposed of by any officer or employee of the organization having possession of same to such person, organization, or corporation, for such public, charitable, or educational uses and purposes as may be designated by the board. Please see our articles of incorporation for further information.

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. Voting. Each Voting Member present shall be entitled to one vote. Absentee or proxy voting shall not be permitted, by law. 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.

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. 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 via USPS first class mail before the date of the meeting (20 days for bulk mail). Such notice shall state the place, date and hour of the meeting and those matters which the Board intends to present for action.

Section 6. Special Meetings. The board or the president may call special meetings of members, and five percent or more of the members may call a special meeting to remove directors and to elect their replacements.

Section 7. Rights of Inspection. All records and bylaws may be inspected by any member at any reasonable time.

ARTICLE IX
Nominations and Elections

Section 1. Composition of the Nominating Committee. The Nominating Committee shall consist of five Voting Members, two of whom shall be directors appointed by the board. 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. 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, 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 and nominee is present.

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. Members may act in the name of the League only when authorized to do so by the board of directors at the appropriate level of League. They may act only in conformity with, and not contrary to, a position taken by the local League, LWVBA, the LWVC, or the LWVUS.

Section 7. Adopting Positions of other Leagues by Concurrence. The LWVBAE membership, by majority vote, may adopt positions from other Leagues by concurrence, if the membership has been provided access to the background materials, including pros and cons and related study and consensus materials, no later than ten days before a noticed meeting of the membership. Any proposal for concurrence will be by recommendation from the Board and will include a brief analysis and rationale.

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.

Section 4. LWVBA Convention. The board, at a meeting before the date on which the names of delegates must be sent to the LWVBA office, shall select delegates to that convention in the number allotted the League under provisions of the LWVBA bylaws.

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

ARTICLE XII

Other Provisions and Definitions

Section 1. Parliamentary Authority. *Robert's 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. Removal. Removal from office shall occur for malfeasance or partisan political activity as

determined by a two thirds vote of the Board.

Section 4. League of Women Voters Bay Area. 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 Leagues of Women Voters Bay Area.

Section 5. Conflict of Interest. The purpose of the conflict of interest policy is to protect the LWVBAE interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable California and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.

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.

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].

Signature of Secretary _____

Adopted February 6, 2015

Amended March 30, 2015

Effective 28 May 2015

Amended 19 May 2016

Revised to conform with LWVC model bylaws (October 2017) on November 10, 2018

Restated Articles of Incorporation

Below is the proposed language changes to amend and restate the Articles of Incorporation of this corporation, as recommended by our Non-Profit Lawyer.

1. Article I is officially changing our name from League of Women Voters Berkeley Foundation to League of Women Voters Berkeley, Albany, and Emeryville.
 2. Article II has been amended to remove the language that states LWVBAE is supporting organization for our dissolved 501(c)(4) and restates us as a Public Benefit Corporation for tax purposes.
 3. Updating language to match current standards.
 4. Article IV updating language to match current standards and was amended to match our Bylaws in regards to disbursement of funds in the event of dissolution.
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ARTICLES OF INCORPORATION OF LEAGUE OF WOMEN VOTERS OF BERKELEY, ALBANY, AND EMERYVILLE

ARTICLE I

The name of this corporation is League of Women Voters of Berkeley, Albany, and Emeryville.

ARTICLE II

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 purposes.

B. The specific and primary purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the “Code”).

ARTICLE III

A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

B. Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, if any, of this corporation, or any other private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a member organization of the League of Women Voters of the United States which is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code, or if no such organization exists, to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code.

2018 Fiscal Report

<u>LWVBAE Budget Performance - FY 2017-2018</u>				2018 - 2019
Income:	Budgeted:	Actual:	Difference:	<u>Proposed Budget</u>
Miscellaneous	\$100.00	\$3,085.00	\$2,985.00	\$1,500.00
Dues	\$17,480.00	\$14,556.00	(\$2,924.00)	\$10,050.00
Contributions	\$10,000.00	\$5,344.94	(\$4,655.06)	\$5,000.00
Program meetings	\$1,200.00	\$1,626.55	\$426.55	\$1,200.00
Contract Services	\$750.00	\$0.00	(\$750.00)	\$100.00
Transfer from other assets	\$44,498.00	\$25,000.00	(\$19,498.00)	\$56,052.18
Total Income	\$74,028.00	\$49,612.49	(\$24,415.51)	\$73,902.18
Expenses - General:	Budgeted:	Actual:	Difference:	
Miscellaneous & PayPal Fees	\$150.00	\$249.61	(\$99.61)	\$150.00
Per Member Payments - LWVUS	\$8,064.00	\$8,064.00	\$0.00	\$4,304.00
Per Member Payments - LWVCA	\$7,056.00	\$7,056.00	\$0.00	\$3,766.00
Per Member Payments - LWVBA	\$252.00	\$252.00	\$0.00	\$134.50
Action with the League	\$4,000.00	\$297.28	\$3,702.72	\$2,000.00
Program - Meetings	\$2,350.00	\$5,007.96	(\$2,657.96)	\$2,000.00
Election Services	\$4,000.00	\$651.86	\$3,348.14	\$5,000.00
Member Services & Publications	\$4,000.00	\$1,689.59	\$2,310.41	\$2,500.00
Convention Subsidies & Workshops	\$10,000.00	\$4,956.62	\$5,043.38	\$5,000.00
Voters Edge Contribution	\$600.00	\$600.00	\$0.00	\$600.00
Total Expenses	\$40,472.00	\$28,824.92	\$11,647.08	\$25,454.50
Expenses - Administration:	Budgeted:	Actual:	Difference:	
Rent	\$14,256.00	\$14,130.00	\$126.00	\$14,683.68
*** Professional Fees & Consultants	\$9,600.00	\$4,357.95	\$5,242.05	\$21,500.00
Insurance	\$600.00	\$1,319.00	(\$719.00)	\$1,250.00
Supplies, Copies, Etc.	\$2,000.00	\$783.85	\$1,216.15	\$1,500.00
Computer Software & Supplies	\$1,000.00	\$147.96	\$852.04	\$1,000.00
Postage	\$1,000.00	\$599.44	\$400.56	\$1,000.00
Telecommunications	\$800.00	\$840.64	(\$40.64)	\$864.00
Government Fees & Taxes	\$250.00	\$70.50	\$179.50	\$250.00
Equipment Purchases & Maintenance			\$0.00	\$200.00
Miscellaneous Board Expenses	\$200.00	\$140.26	\$59.74	\$200.00
Total Expenses	\$29,706.00	\$22,389.60	\$7,316.40	\$42,447.68
Expenses - Membership & Development:	Budgeted:	Actual:	Difference:	
Development & Community Outreach	\$300.00	\$40.00	\$260.00	\$400.00
Public Relations	\$750.00	\$0.00	\$750.00	\$300.00
Open House Expenses	\$300.00	\$287.29	\$12.71	\$300.00
Membership Recruitment	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Marketing	n/a	n/a	\$0.00	\$5,000.00
Total Expenses	\$3,850.00	\$327.29	\$3,522.71	\$6,000.00
Grand Totals:	Income	Expenses		
	<u>Budgeted:</u>	<u>\$74,028.00</u>	<u>\$74,028.00</u>	
	<u>Actual:</u>	<u>\$49,612.49</u>	<u>\$51,541.81</u>	

*** Includes budget for Professional/IRS fees, Website Contractor (Linda Carothers) and Administrative Contractor.