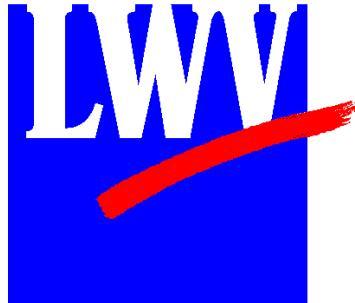


BYLAWS



LEAGUE OF WOMEN VOTERS OF SAN DIEGO COUNTY

A California Nonprofit Public Benefit Corporation
(Corporation No. 9793792, Approved 12/20/74)

as Revised by the Conventions of:

2/18/70; 3/28/72; 5/8/74; 3/3/76; 3/2/78; 5/17/80; 3/21/86; 3/24/90; 6/6/92; 5/21/94
6/3/00; 6/8/02, 6/24/06, 9/24/06 amended Article II, Section 1 per LWVUS, 5/23/13 (501c3),
5/13/14

ARTICLE I NAME AND FORM

Section 1. **NAME.** The name of this corporation shall be the League of Women Voters of San Diego County (hereinafter referred to as the “County League”). The County League is an Inter League Organization that is an integral part of the League of Women Voters of the United States (hereinafter referred to as the “LWVUS”) and the League of Women Voters of California (hereinafter referred to as the “LWVC”).

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

ARTICLE II PURPOSES AND POLICY

Section 1. **PURPOSES.** The purposes of the County League are to promote political responsibility through informed and active participation in government and to act on selected governmental issues, to increase the knowledge and effectiveness of the local Leagues in county

and regional governments, and to coordinate League work on the county level. The County League is organized and operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provisions of these Articles, the County League 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 County League shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Section 2. **POLITICAL POLICY.** The County League shall not support or oppose any political party or candidate.

ARTICLE III **MEMBERSHIP**

All members of the local Leagues in the County are also members of the County League.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1. **POWERS AND DUTIES.** Subject to the limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the control of the board of Directors of the County League (hereinafter referred to as 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 County League Convention.

Section 2. **NUMBER OF DIRECTORS.** The authorized number of directors, including the officers shall not exceed nineteen (19).

Section 3. **QUALIFICATIONS.** All directors must be local League members in the County of San Diego, State of California. All officers and directors shall sign a conflict of interest pledge as directed by these bylaws.

Section 4. **SELECTION OF DIRECTORS.** Of the total number of directors provided for in Section 2 of this Article, four (4) officers and at least seven (7) additional directors shall be elected by a majority of those members eligible to vote at the Biennial Convention or Council and shall take office immediately following such convention or council except for the treasurer who shall continue until July 1. Additional directors not exceeding one-third (1/3) the number of elected directors, including the officers, may be selected by the newly elected directors at the first meeting of the board following the Biennial Convention or Council.

Section 5. **TERM OF OFFICE.** The elected officers and directors shall hold office for a term of two (2) years or until their successors have been elected or appointed and qualified. The appointed directors shall hold office concurrently with the terms of the elected directors.

Section 6. **VACANCIES.** A vacancy or vacancies in the board shall be deemed to exist in case of the death, resignation or removal of any director, or if the number of directors is increased by the board.

Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the president or secretary or the board. Such resignation will be effective when received unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

The board may declare vacant the office of a director who has not attended three (3) consecutive meetings of the board, or who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Vacancies in the Board shall be filled by a majority of the remaining directors, even if less than a quorum. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

Section 7. **REGULAR MEETINGS.** There shall be at least six (6) regular meetings of the board annually. The directors at their first meeting shall set the time for such meetings. No action taken at any regular Board meeting attended by three-fourths (3/4) 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 8. **SPECIAL MEETINGS.** Special meetings of the board for any purpose or purposes may be called at any time by the president or any four (4) directors.

Section 9. **NOTIFICATION.** The directors of the Board and the presidents of the local Leagues in the County shall be notified of all regular and special meetings of the Board at least four (4) days ahead if sent by first class mail or 48 hours if given notice personally or by electronic means.

Section 10. **QUORUM.** One-third (1/3) of the actual number of directors in office, and no less than one-fifth (1/5) of the authorized number of directors constitutes a quorum of the board for the transaction of business, except to adjourn as provided in section 12 of this Article IV. 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 an act of the board, unless a greater number be required by law or by the Articles. If, however, a quorum is initially present, a meeting may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 11. **PARTICIPATION IN MEETINGS BY ELECTRONIC MEANS.** Members of the board may participate in a meeting through use of conference telephone or similar communications equipment, as long as all members participating in such meetings can hear one another or can communicate concurrently. Notice, quorum and other requirements for the conduct of meetings shall apply.

Section 12. **ADJOURNMENT.** A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned unless the meeting is adjourned for more than twenty-four (24) hours. In such case, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 13. **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 14. **RIGHTS OF INSPECTION.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a director.

Section 15. **EXECUTIVE COMMITTEE.**

- (a) **COMPOSITION.** The Executive Committee shall be composed of the president, the vice presidents, the secretary and the treasurer. Three members shall constitute a quorum.
- (b) **DUTIES.** 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 for ratification at its next meeting.

Section 16. **FEES AND COMPENSATION.** Directors and members of the committees may receive such compensation, if any, for their services, and such reimbursement for expense, as may be fixed or determined by the Board.

ARTICLE V **OFFICERS**

Section 1. **ENUMERATION AND ELECTION OF OFFICERS.** The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer who shall be elected as officers at the biennial convention. They shall hold office until the next regular Biennial Convention or until their successors have been elected and qualified.