

Section 2. **THE PRESIDENT.** The president shall preside at all meetings of the corporation and 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 may be designated by the Board.

Section 3. **THE VICE PRESIDENTS.** The vice president, in the event of the absence, disability or death of the president shall possess all the powers and perform all the duties of that office until the Board of Directors shall fill the vacancy.

Section 4. **THE SECRETARY.** The secretary shall keep the minutes of all meetings of the Board with the time and place of holding, whether regular or special, and if special, how authorized; the notice thereof given; the names of those present at Board meetings; and the proceedings thereof. The secretary also shall keep minutes of the Biennial Convention, the Council and any special meetings and shall sign with the president all contracts and such instruments when so authorized by the Board. The secretary shall transmit minutes of all Board meetings, Biennial Convention, the Council and any special meetings to each local League president. The secretary shall keep the original of a copy of the corporation's Articles and Bylaws, as amended to date.

The secretary shall give notice of all meetings of the Board required by these Bylaws or by the law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

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

The treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board. The treasurer shall disburse the funds of the Corporation as may be ordered by the Board; shall render to the president and the directors, whenever they request it, an account of all transactions as treasurer and of the financial condition of the corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board.

The books of the organizations shall be audited biennially or, at the discretion of the Board, annually at the close of the fiscal year. The books should be audited any time the individual holding the office of treasurer is changed.

**ARTICLE VI**  
**INDEMNIFICATION**

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

**ARTICLE VII**  
**FINANCIAL ADMINISTRATION**

Section 1. **FISCAL YEAR.** The fiscal year of the corporation shall commence on July 1.

Section 2. **BUDGET COMMITTEE.** The budget shall be prepared by a committee which shall be appointed by the board for that purpose at least 120 days in advance of the Biennial Convention or Council. Such committee may include League members who are not directors. The treasurer shall be a member of the Budget Committee but shall not be eligible to chair the committee. The Budget Committee shall submit the budget to the board at least sixty (60) days before the Biennial Convention or Council.

Section 3. **BUDGET.** The Board shall submit to the Convention or Council for adoption a budget for the following year. The budget shall provide for the support of the county League. A copy of the budget shall be sent to each local League president at least thirty-five (35) days in advance of the Biennial Convention or Council.

Section 4. **FISCAL REPORT.** The board shall make a fiscal report available on a biennial basis to delegate members and local League presidents and on an annual basis to County board directors and any delegate member or local League president who request such in writing. The report shall be available not later than 120 days following the end of the corporation's fiscal year, and contain the following information:

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

Section 5. **FINANCIAL SUPPORT.** The local Leagues shall assume financial responsibility for the work of the County League.

Section 6. **DISTRIBUTION OF FUNDS ON DISSOLUTION.** In the event of the merger or dissolution of the county League 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 County League shall be distributed at the discretion of the board, or such other persons as shall be charged by law with the liquidation of winding up of the County League 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 organization 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 education purposes and which has established its tax-exempt status under such designated tax provisions.

**ARTICLE VIII**  
**CONVENTION**

Section 1. **PLACE AND DATE.** This corporation shall hold a meeting, which shall be known as the Biennial Convention, between May 1 and June 30 in even-numbered years. The Board shall determine the time and place.

Section 2. **COMPOSITION.** The Biennial Convention shall consist of:

- (a) The delegate members chosen by the Local Leagues in the number provided in section 3 of this Article.
- (b) The local League presidents. In the event a president is unable to attend, an alternate may be designated.
- (c) The directors, including the officers, of the County League.

Section 3. **REPRESENTATION AND RECORD DATE.** The local Leagues shall be entitled to delegates (in addition to the local League presidents as provided in Section 2 of this Article) in proportion to their membership as of the record date of the year of the Biennial Convention according to a ratio of:

- (a) Ten (10) delegates for the first fifty (50) members; and
- (b) One (1) delegate for each additional fifty (50) members or fraction thereof.

The record date shall be January 1 of the year in which the Biennial Convention is held. The record in the Office of the LWVC of paid-up voting members on January 1 of the year in which the convention is held shall determine the official membership count for this purpose.

Section 4. **NOTICE OF BIENNIAL CONVENTION.** Written notice of each Biennial Convention shall be given by the County Board not less than thirty-five (35) days before the date of the biennial convention to each delegate member, local League president and county League director. Such notice shall include the place, date and time of the Biennial Convention and those matters which the Board, at the time of the notice, intends to present for action, including a budget. The notice shall also include the names of those who are nominees for directors or officers at the time the notice is given.

All notices required by law or these Bylaws may be given by any one of the following methods as determined by the Board:

- (a) By mailing such notice enclosed in stamped envelope addressed to the last known address of the delegate member, local League president, or director, as shown by the records of the LWVC, or
- (b) By publishing such notice in the publication which is the official organ of the county League and by mailing a copy thereof to such members, or
- (c) By any other method provided by these Bylaws or determined by the Board in accordance with the applicable law.

Section 5. **AUTHORIZATION FOR ACTION.** The Biennial Convention shall consider and authorize for action a program, shall elect at least four (4) directors, seven (7) officers, who shall also be directors, and four (4) members of the Nominating Committee, shall adopt a budget for the following year, and shall transact such other business as may properly come before it. If, however, less than one-third (1/3) of the delegate body is present, action may be taken only on business contained in the Convention Workbook.

Section 6. **QUORUM.** A quorum shall consist of a majority of the delegate members, local League presidents and county League directors registered at the Biennial Convention, provided that at least both of the local Leagues are represented.

Section 7. **VOTING.** Each delegate member, local League president and County League director shall be entitled to one (1) vote only at the Biennial Convention, even though attending in more than one capacity. Absentee or proxy voting shall not be permitted. Upon a written demand, made by a delegate member, local League president or County League director before the voting begins, elections of officers and directors must be by secret ballot. The candidates receiving the highest number of votes of those persons voting shall be elected.

The local Leagues shall submit to the President of the County League lists of delegates and alternates at least five (5) days prior to the Convention.

Voting shall in all cases be subject to the provisions of Chapter 6 of the California Nonprofit Public Benefit Corporation Law. Cumulative voting shall not be allowed in any voting.

#### **ARTICLE IX** **COUNCIL AND SPECIAL MEMBERSHIP MEETINGS**

Section 1. **PLACE AND DATE.** This corporation shall hold a meeting, which shall be known as the council, between May 1 and June 30 in odd numbered years. The board shall determine the time and place.

Section 2. **COMPOSITION.** The Council shall consist of:

- (a) Three delegate members of each local League appointed by the respective boards of directors.