

- (a) The local League presidents. In the event a president is unable to attend, an alternate may be designated.
- (b) The directors, including the officers of the County League.

Section 3. **NOTICE OF THE COUNCIL.** Written notice of each Council shall be given by the county board not less than thirty-five (35) days before the date of the Council to each delegate member, local League president and County League director. Such notice shall include the place, date, and time of the Council and those matters which the board, at the time of the notice, intends to present for action, including a budget.

Section 4. **VOTING.** Each delegate shall be entitled to one vote at the council, even though attending in more than one capacity. Absentee or proxy voting shall not be permitted.

Section 5. **POWERS.** The council shall give guidance to the board on Program, methods of operation and budget as submitted by the board. The council is authorized to change the Program as necessary to meet altered conditions provided:

- (a) The Council shall have the power to elect officers and directors, and to make changes to the Bylaws.
- (b) The Council shall give guidance to the board on Program, methods of operations and budget as submitted by the board. The council is authorized to change the Program as necessary to meet altered conditions provided:
 - (1) notice of proposed changes to Program shall have been sent to the local League presidents at least sixty (60) days in advance of the Council, and
 - (2) the change is adopted by a two-thirds (2/3) vote of those present and voting.The Council shall adopt a budget for the fiscal year and shall transact such other business as the board shall present.

Section 6. **QUORUM.** A quorum for transaction of business at a Council shall consist of fifteen (15) voting delegates, including a majority of the board of directors, provided that the delegates represent both of the local Leagues.

Section 7. **SPECIAL MEMBERSHIP MEETINGS.** Special membership meetings may be called in case of extreme emergency by the County League president or by a majority of the County board, subject to the same regulations as those for the Council, but may be called with a minimum of fifteen (15) days' notice. This notice shall include any proposed changes.

ARTICLE X NOMINATIONS AND ELECTIONS

Section 1. **THE NOMINATING COMMITTEE.**

- (a) The Nominating Committee shall consist of one non-County Board member from each local League, one of whom shall be designated the chair, and one additional member, who shall be a board member appointed by the board following the Biennial Convention. The non-Board members, including the chair, shall be elected by the Biennial Convention. Nominations for these offices shall be made by the current Nominating Committee. Further nominations may

be made from the floor of the Biennial Convention. Nominating Committee members shall hold office for a term of two (2) years or until their successors are elected or appointed and are qualified.

- (b) The Board shall fill any vacancy occurring in the Nominating Committee.
- (c) The president of the County League shall send the name and address of the Nominating Committee chair to the local League presidents. It shall be the duty of the Nominating Committee chair to solicit from each local League, through its president, suggestions for nominations for the offices to be filled.

Section 2. **SUGGESTIONS BY MEMBERS.** Any County League member may send suggestions to the Nominating Committee.

Section 3. **NOMINATING COMMITTEE REPORT AND NOMINATIONS FROM THE FLOOR.** The report of the Nominating Committee of its nominations for officers, directors and the members of the succeeding Nominating Committee shall be sent to local Leagues thirty-five (35) days before the date of the Biennial Convention. Immediately following the presentations of this report, any member of the Biennial Convention may make nominations from the floor, provided that the consent of the nominee shall have been secured.

Section 4. **ELECTION.** An Election Committee appointed by the president at the Biennial Convention shall be in charge of the election. The election shall be by ballot, except that if there is but one nominee for each office it shall be by voice vote. A majority vote of those present and qualified to vote and voting shall constitute an election.

ARTICLE XI **PROGRAM**

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

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

- (a) Action to implement the Principles.
- (b) Those county or regional governmental issues chosen for concerted study and action.

Section 3. **BIENNIAL CONVENTION ACTION.** The Biennial Convention shall act upon the Program using the following procedures:

- (a) Local League boards may make recommendations for a Program to the County League board no later than sixty (60) days prior to Biennial Convention.
- (b) The Board shall consider the recommendations and shall formulate a proposed Program which shall be submitted to the local League boards of directors at least thirty-five (35) days prior to the Biennial Convention, together with a list of non-recommended items.
- (c) A majority vote of those present and voting shall be required for the adoption of the Program proposed by the board.

(d) Any recommendation for the Program submitted to the County League Board at least sixty (60) days before the Biennial convention, but not proposed by the Board, may be adopted by the Biennial Convention, provided consideration is ordered by a majority vote and the proposal for adoption receives a two-thirds (2/3) vote.

Section 4. **COUNCIL ACTION.** The Council may change the Program as provided in Article IX.

Section 5. **MEMBER ACTION.** Members may act in the name of the County League only when authorized to do so by the Board.

Section 6. **LOCAL LEAGUE ACTION.** Local Leagues may take action in the name of the County League on county or regional governmental matters only when authorized by the County League Board. Local Leagues may act only in conformity with, not contrary to, the position taken by the County League.

ARTICLE XII
NATIONAL CONVENTION, STATE CONVENTION AND COUNCIL

Section 1. **NATIONAL CONVENTION.** The president of the County League may attend the convention of the LWVUS as a voting delegate of the County League as provided in the Bylaws of the LWVUS.

Section 2. **STATE CONVENTION AND COUNCIL.** The president of the County League may attend the convention and Council of the LWVC as a voting delegate of the County League as provided in the Bylaws of the LWVC.

Section 3. **ALTERNATE.** The Board of Directors may select an alternate to attend the conventions and councils in the event the president cannot attend.

ARTICLE XIII
PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XIV
AMENDMENTS

Section 1. These Bylaws may be amended at any Biennial Convention by a two-thirds (2/3) vote using the following procedure:

- (a) Proposals for Bylaws amendments shall be submitted by any local League board of Directors to the County League board no later than sixty (60) days prior to a Biennial Convention.
- (b) All such proposed amendments, together with the recommendations of the county League board, shall be submitted by the Board to the presidents of the local Leagues not less than thirty-five (35) days prior to the Biennial Convention.
- (c) The presidents of the local Leagues shall notify the members of their respective Leagues of the proposed amendments. The failure of a local League president to give such notice or failure of any member to receive such notice shall not invalidate the amendments to the Bylaws.

Section 2. When required by law, the Board of Directors may amend these Bylaws subject to ratification at a subsequent convention.

ARTICLE XV
INSPECTION OF ARTICLES AND BYLAWS

The corporation shall keep in its principal office in the State of California, or in the office of the president or secretary, the original or a copy of its Articles and of these Bylaws as amended to date, which shall be open to inspection by all County League members at a reasonable time.

ARTICLE XVI
CONFORMITY

It is the intention of the League of Women Voters of San Diego County to conform with all requirements of the California Nonprofit Corporation Law whether or not specifically stated in these Bylaws.