

**BYLAWS
OF
ASSISTANCE LEAGUE® OF VENTURA COUNTY**

a nonprofit public benefit corporation

Article 1 Name and Headquarters

1.01 Name. The name of this corporation is Assistance League of Ventura County, a chartered chapter of National Assistance League®.

1.02 Principal Office. The principal office for the transaction of business of this organization is hereby fixed and located at 913 East Santa Clara Street, Ventura CA 93001.

Article 2 Purpose and Policies

2.01 Purpose. The purpose of this organization shall be as stated in its Articles of Incorporation: to administer, carry on and control at least one (1) program of philanthropic work in the community.

2.02 Policies.

(a) This organization is a tax-exempt, charitable corporation, exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and shall be nonprofit, nonsectarian and nonpolitical in all its policies and activities and not organized for the private gain of any individual or entity.

(b) This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by corporation contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(c) This organization shall provide in its Articles of Incorporation that its income, assets and property are irrevocably dedicated to charitable purposes and no part of the net income, assets or property of the chapter shall ever inure to the benefit of any member thereof, or to the benefit of any private persons.

(d) Upon the dissolution and winding up of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section.

(e) No substantial part of the activities of this organization shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the organization participate or intervene in any political campaign including publishing or distribution of statements on behalf of or in opposition to any candidate for public office.

- (f) This organization shall be subject to the following limitations and restrictions:
- (1) This organization shall distribute its income for each taxable year at a time and in a manner that will not subject the corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986.
 - (2) This organization shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986.
 - (3) This organization shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986.
 - (4) This organization shall not make any investments that will subject it to tax under Section 4944 of the Internal Revenue Code of 1986.
 - (5) This organization shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1986.
- (g) This organization shall support the purpose of National Assistance League and comply with its bylaws, policies, procedures and standards.
- (h) The activities of this organization shall be conducted without financial benefit to any member.

Article 3 Membership

3.01 Composition. This organization shall have members that shall be called voting members and may also have nonvoting members. Membership as a voting or nonvoting member is open without discrimination to all individuals as long as they comply with the responsibilities and standards of membership.

3.02 Responsibilities and Standards.

- (a) Members shall comply with the responsibilities and standards of membership, including: maintaining conduct that enhances the image and reputation of the organization and does not cause it embarrassment; behaving in a civil manner; supporting the harmony, mission and welfare of the organization; and complying with the organization's required policies.
- (b) Other responsibilities and obligations of membership shall be defined in the standing rules.
- (c) The Board of Directors, hereinafter referred to as the Board, has the right in its sole and absolute discretion to:
 - (1) Deny membership to any person who has demonstrated a disregard for or an unwillingness or inability to comply with the responsibilities and standards of membership; and
 - (2) Terminate the membership of any member who, after allowing the member to be heard, is determined by the Board to have failed to comply with the responsibilities and standards of membership.

3.03 Suspension of Membership. The Board has the right in its sole and absolute discretion to suspend a member from all privileges and rights of membership who the Board determines has not complied with the responsibilities of membership. Such action may be taken only after a hearing by the Board following fifteen (15) days written notice to the member involved of the time and place of such hearing. Suspension of membership may not take effect for at least five (5) days after such hearing. A member's membership in Assistance League may be suspended for a period not to exceed ninety (90) days.

3.04 Termination of Membership. Following the period of suspension, a member who fails to comply with bylaws, policies and standards of Assistance League may have membership terminated by a three-fourths (3/4) vote of the Board, if such action is deemed in the best interest of the organization. Such action may be taken only after a hearing by the Board following fifteen (15) days written notice to the member involved of the time and place of such hearing. Termination of membership may not take effect for at least five (5) days after such hearing. All rights and privileges of a member shall cease on the termination of membership.

3.05 Age Limit. This organization shall have no age requirements; however, it may be so organized that the membership may be divided into various groups of age compatibility in accordance with applicable law.

3.06 Leave of Absence. The Membership Committee may grant or deny requests for temporary leaves of absence to voting members for travel, illness or to meet emergency needs. While on leave of absence, a voting member shall continue to pay dues and may attend chapter meetings and vote and shall be counted in the quorum when present. Other financial obligations shall be optional with the chapter.

3.07 Penalties. Any member who is more than sixty (60) days delinquent in any chapter obligation, without reasons deemed good cause by the Board, shall, by action of the Board, forthwith be suspended from all privileges of the chapter. The Recording Secretary shall notify such member, in writing, of the suspension. Upon satisfactory discharge of the delinquent chapter obligations within thirty (30) days after notice of suspension, all privileges of chapter membership shall be restored. If delinquent chapter obligations are not met within thirty (30) days after notice of suspension, the membership of such member shall be terminated.

3.08 Dual Membership. Chapter members may hold membership in more than one (1) chapter and/or auxiliary. Such members shall declare a primary chapter and/or auxiliary.

Article 4 Board

4.01 Governing Body. The Board shall be the governing body of this organization. It shall be composed of the officers and the Elective Standing Committee Chairmen, the Assisteens[®] Coordinator and the Nancy R. Brandt Auxiliary voting representative. Only elected members of the Board shall attend Board meetings and have a vote. The Parliamentarian shall attend Board meetings in a nonvoting capacity.

4.02 Powers. The Board shall be subject to the powers and functions as prescribed by the bylaws.

4.03 Policies and Standards. The Board shall have the power to establish and maintain policies and standards.

4.04 Management. The Board shall have the responsibility for the general management of the corporation and the power to act for the corporation between meetings of the membership.

4.05 Terms of Office. Members of the Board shall hold office for a term of one (1) year or until their successors are elected and assume office. They shall assume office at the close of the annual meeting. No member shall be eligible to serve more than two (2) consecutive terms in the same office with the exception of the Treasurer who may not hold office for more than five (5) consecutive terms.

4.06 Meetings. Regular meetings of the Board shall be held on the first (1st) Thursday of each month unless, otherwise directed by the Board.

4.07 Conduct of Meetings. Members of the Board may participate in a meeting through electronic means, including through the use of telephonic and/or video teleconferencing including but not limited to electronic meetings, so long as all members participating in such meeting can communicate with one another. Final discussion and vote shall be by simultaneous aural communication among all participating members. Such participation shall constitute personal presence at the meeting.

4.08 Special Meetings. Special meetings of the Board may be called by the President and shall be called upon the written request of two (2) members of the Board, provided notice of such special meetings shall have been given to each Board member at least one (1) day prior thereto.

4.09 Quorum. A majority of the Board shall constitute a quorum.

4.10 Vacancies. Vacancies on the Board, except in the office of President, shall be filled by majority vote of the Board. The office of President shall be filled by the First Vice President, and the Board shall fill the vacancy thus created.

4.11 Executive Committee. The Executive Committee shall be composed of the officers of the Board. This committee shall have the power of the Board between meetings of the Board. Four (4) members shall constitute a quorum. The Parliamentarian shall attend Executive Committee meetings in a nonvoting capacity.

Article 5 Nominations and Elections

5.01 Nominating Committee. In October, the Nominating Committee shall be elected. Two (2) members and one (1) alternate shall be elected by and from the Board and three (3) members and one (1) alternate elected by and from the voting membership. The chairman and vice chairman shall be elected by and from the Nominating Committee. No member shall be eligible to serve two (2) consecutive years. The Parliamentarian shall call the first meeting of the Nominating Committee.

5.02 Slate. In February, the Nominating Committee shall submit its slate of nominees for offices on the Board. Only one (1) nominee shall be elected to each office. These offices are: President, First Vice President Membership, Second Vice President Resource Development, Third Vice President Philanthropic Programs, Recording Secretary, Treasurer, Bargain Box Chairman, Properties Chairman, Public Relations Chairman, Strategic Planning Chairman, Technology Chairman, Assisteens Coordinator.

5.03 Notice. The committee chairman shall submit a copy of the slate of nominees to the Recording Secretary and to each voting member at least one (1) month prior to the election meeting or at the previous regular meeting.

5.04 Petition Process. Ten percent (10%) or more of chapter members eligible to vote may nominate, by signed petition, an additional nominee for an office on the Board by mailing such petition together with the written consent of the nominee to the Recording Secretary at least ten (10) days prior to the election meeting. No member shall sign more than one (1) nominating petition in a year.

5.05 Election Meeting. The Board shall be elected at the election meeting in March.

5.06 Voting. Elections shall be by voice vote, except when a nominating petition shall have been received, in which event the vote for the contested office shall be by ballot.

Article 6 Officers and Their Duties

6.01 President. The President shall:

- (a) Be chief executive officer of the corporation;
- (b) Preside at meetings of the Board and membership;
- (c) Appoint, with Board approval, the chairmen of Appointive Standing Committees unless otherwise provided in these bylaws;
- (d) Appoint special committees by direction of the Board or membership;
- (e) Appoint a Parliamentarian;
- (f) May appoint Assistant Treasurer(s), unless otherwise provided in these bylaws.
- (g) Sign legal documents with the Recording Secretary;
- (h) Be authorized to open and close accounts at all chapter financial institutions with the Treasurer and Recording Secretary;
- (i) Be authorized to sign checks with the Treasurer, First Vice President, Recording Secretary, Assisteens Coordinator, the authorized Assisteens Auxiliary Assistant Treasurer (if eighteen years of age or older), Nancy R. Brandt Auxiliary Assistant Treasurer or Nancy R. Brandt Auxiliary Chairman;
- (j) Be, ex officio, a member of all committees except the Nominating Committee;
- (k) Present an annual report of corporate activities to the membership;
- (l) Submit to the national office the **Chapter Year-End Summary**, within thirty (30) days following the end of the corporation's fiscal year.; and
- (m) Serve as first delegate to the annual and special meetings of National Assistance League.

6.02 First Vice President Membership. The First Vice President shall:

- (a) Be chairman of the Membership Committee;
- (b) Be authorized to sign checks with the President, Treasurer, or Recording Secretary;
- (c) Be a member of the Education Committee and New Member Orientation Committee;
- (d) Appoint, with Board approval, the Education Chairman, Social Chairman, New Member Orientation Chairman, Roster Chairman and the Hours Chairman; and
- (e) Serve as second delegate to the annual and special meetings of National Assistance League.

6.03 Second Vice President Resource Development. The Second Vice President shall:

- (a) Be the Chairman of the Resource Development Committee;
- (b) Appoint, with Board approval the Grants Committee Chairman; and
- (c) Serve as third delegate to the annual and special meetings of National Assistance League.

6.04 Third Vice President Philanthropic Programs. The Third Vice President shall:

- (a) Be the Chairman of the Philanthropic Programs Committee;
- (b) Be a member of the Personnel Committee;
- (c) Appoint, with Board approval, the B.U.F.F.Y. Bear Chairman, Care Closet Chairman, Operation School Bell[®] Chairman, Scholarships Chairman.
- (d) Serve as first alternate to the annual and special meetings of National Assistance League.

6.05 Presiding Officer of Meetings. In the absence of the President, the Vice Presidents shall serve in the order of their office.

6.06 Recording Secretary. The Recording Secretary shall:

- (a) Record the minutes of the Board and regular meetings and permanently maintain the original minutes;
- (b) Be custodian of the records of the corporation, excluding financial records;
- (c) Sign legal documents with the President;
- (d) Be authorized to open and close accounts at all chapter financial institutions with the President, and Treasurer;
- (e) Certify, immediately following receipt of the call to the annual or special meeting of National Assistance League, the names of the chapter delegates and alternates to the National Secretary;
- (f) Record attendance of members at Board, regular and special meetings;
- (g) Be authorized to sign checks with the President, First Vice President, Treasurer and Assisteens Coordinator; and
- (h) Appoint, with Board approval, a Corresponding Secretary who shall be responsible for all correspondence authorized by the Board and membership; and

6.07 Treasurer. The Treasurer shall:

- (a) Be chief financial officer of the corporation;
- (b) Be responsible for monitoring the collection and disbursement of all funds;

- (c) Be responsible for the financial records of the corporation;
- (d) Be authorized to open and close accounts at all chapter financial institutions with the President, and Recording Secretary;
- (e) Be authorized to sign checks with the President, First Vice President Membership, Recording Secretary, Assisteens Coordinator, Assisteens Auxiliary Assistant Treasurer (if eighteen years or older), Nancy R. Brandt Auxiliary Chairman and Nancy R. Brandt Auxiliary Assistant Treasurer;
- (f) Be responsible for the filing of required tax forms;
- (g) Be a member of the Finance Committee, Investment Committee and Personnel Committee;
- (h) Submit to the national office per capita dues including auxiliaries to arrive at the national office on or before June 1;
- (i) Submit to the national office within four and one-half (4½) months following the end of the fiscal year, the required documents, in compliance with **National Policies for Chapters**;
- (j) Serve as fourth delegate to the annual and special meetings of National Assistance League; and
- (k) Shall not serve as chairman of the Investment Committee.

Article 7 Indemnification

7.01 Indemnification of Officers, Directors, Employees and Agents. To the extent allowed by state law, the Board of the chapter shall have the authority to indemnify any officer, director or agent duly authorized by the Board who was or is made a party to any proceeding in any action, other than an action brought by or on behalf of the national organization or the chapter, by reason of the fact that such person was such an officer, director or agent, at the time of the occurrence constituting the cause of action, against all expenses, judgments, settlements and/or liability reasonably incurred in connection with the proceeding. The authority to indemnify shall be exercised by the Board on the basis of each such occurrence. Indemnification shall not include reasonable attorneys' fees paid or incurred by such persons if the Board agrees to and does provide an attorney to defend such action at the expense of the chapter.

7.02 Indemnification of National Assistance League. The chapter agrees to defend and indemnify and hold National Assistance League, and its officers, directors, members, employees and agents (collectively, "National Assistance League Indemnified Parties") harmless against any charges, damages, costs and expenses (including reasonable attorney's fees and court costs), liability or loss which any National Assistance League Indemnified Party may suffer, sustain or become subject to as a result of or arising out of any action or inaction of such chapter. In any action or proceeding relating to the foregoing indemnity, and brought against any National Assistance League Indemnified Party, the National Assistance League Indemnified Party shall have the right to (a) participate in the defense of such action or proceeding with attorneys of its own choosing or (b) defend itself in any action or proceeding with attorneys of its own choosing.

Article 8 Standing and Special Committees

8.01 Committee Composition. Committees shall be open to any interested member unless otherwise provided in these bylaws. The composition of a committee shall include those who serve by virtue of office as specified in the bylaws and/or members as deemed necessary. Ex Officio

members of committees are voting members of the committee.

8.02 Elective Standing Committees.

(a) Assisteens Coordinator. The Assisteens Coordinator shall be responsible for the administration and direction of the Assisteens Auxiliary; and shall be responsible for the Teens Helping Teens program to provide homeless teens and teens in foster care with personal hygiene products, food gift cards and clothing items. Assisteens Auxiliary shall be represented on the Board by the Assisteens Coordinator or by the Chapter Liaison to the Auxiliary who shall be a member of the Assisteens governing body and all Assisteens committees. There can only be one representative on the Board.

(b) Bargain Box Committee. The Bargain Box Chairman shall be chairman of this committee. This committee shall be composed of a vice chairman, a vice chairman scheduling, and as many members as deemed necessary to carry out the work of the committee. The chairman shall serve as third alternate to the annual and special meetings of National Assistance League. The committee shall be responsible for the operation of and recommend procedures for the Bargain Box Thrift Shop.

(c) Membership Committee. The First Vice President Membership shall be chairman of this committee which shall be composed of a vice chairman, an Hours Chairman, the New Member Orientation Chairman, Education Chairman, Social Chairman, Roster Chairman and as many members as deemed necessary to carry out the work of the committee. The chairman shall be a member of the Education Committee and the New Member Orientation Committee. The committee shall be responsible for establishing goals and implementing plans for the growth and stability of corporate membership.

(d) Nancy R Brandt Voting Representative. The Nancy R. Brandt Auxiliary shall be represented on the Board by the voting representative of the auxiliary. The auxiliary shall be responsible for the purchase and distribution of Assault Survivor Kits to protective agencies.

(e) Philanthropic Programs Committee. The Third Vice President Philanthropic Programs shall be the chairman of this committee, which shall be composed of a vice chairman, the B.U.F.F.Y. Bear Committee Chairman, Care Closet Committee Chairman, Operation School Bell[®] Committee Chairman, and Scholarships Committee Chairman. This committee shall administer chapter philanthropic programs in compliance with chapter policies and as specified in the chapter agreements with outside agencies, and be responsible for the development, supervision and evaluation of all philanthropic or expansion of existing programs that meet both the identified community needs and the needs of the membership.

(f) Properties Committee. The Properties Chairman shall be chairman of this committee. This committee shall be composed of a vice chairman, Chapter Supplies Chairman, and as many members as deemed necessary to carry out the work of the committee. The committee shall be responsible for the operation and maintenance of all property owned or leased by the chapter.

(g) Public Relations Committee. The Public Relations Chairman shall be the chairman of this committee. This committee shall be composed of a vice chairman and as many members as deemed necessary to carry out the work of the committee. The chairman shall serve as fourth alternate to annual and special meetings of National Assistance League. The committee shall establish and implement a plan to promote a positive image of the chapter within the community and within the organization through the use of printed and electronic media, such as local and national newspapers, speaker's bureau, monthly newsletters,

brochures and amenities. Such coverage shall raise public awareness of the many philanthropic contributions provided to the community from the chapter and auxiliaries.

(h) Resource Development Committee. The Second Vice President shall be chairman of this committee. This committee shall be composed of a vice chairman, Assistant Treasurer – Resource Development, Grants Chairman, Events Chairman, Annual Appeal Chairman, Wall of Honor Chairman and as many members as deemed necessary to carry out the work of the committee. The committee shall be responsible for providing necessary funds to support chapter programs by implementing and planning fundraising events, the annual appeal and through grants.

(i) Strategic Planning Committee. The Strategic Planning Chairman shall be the chairman of this committee. The committee shall be composed of six (6) to eight (8) members; five (5) to seven (7) from the chapter and one (1) from Nancy R. Brandt Auxiliary who shall be appointed by the President. Members shall serve a three (3) year term on a rotation basis. New members shall not have served on the committee in the prior year. The chairman shall serve as a second alternate to annual and special meetings of National Assistance League. The committee shall develop a five-year on-going plan to guide the growth of the chapter.

(j) Technology Committee. The Technology Chairman shall be the chairman of this committee. This committee shall be composed of as many members as deemed necessary to carry out the work of the committee. The committee will be responsible for creating, updating and maintaining the chapter website. It will also provide technical support in the acquisition and repair of technological devices as well as train and support members in their use.

8.03 Appointive Standing Committees.

(a) Assistant Treasurer(s). The Assistant Treasurer(s) shall be appointed by the President, as deemed necessary, and function under the direction of the Treasurer.

(1) Assistant Treasurer – Operations. Assist the Treasurer in carrying out fiscal responsibilities and represent Treasurer at regular meetings when necessary.

(2) Assistant Treasurer – Resource Development. Be responsible for the financial record keeping for all fundraising activities. Serve on the Resource Development Committee.

(b) B.U.F.F.Y. Bear Committee. The Third Vice President Philanthropic Programs shall appoint, with Board approval, the B.U.F.F.Y. Bear Committee Chairman. The committee shall be composed of the chairman and as many members as deemed necessary to carry out the work of the committee. This committee shall be responsible for the purchase and distribution of B.U.F.F.Y. Bears to protective agencies. The chairman shall be a member of the Philanthropic Programs Committee.

(c) Bylaws Committee. The Parliamentarian shall be chairman of this committee. The committee shall be composed of the chairman and as many members as deemed necessary to carry out the work of the committee. This committee shall review bylaws and standing rules (chapter documents) annually or when so directed by the national organization, the chapter Board or the membership. This committee shall prepare amendments to chapter documents as needed. Chapter documents shall be reviewed by legal counsel every two years or when so directed by this committee. A current copy of the approved chapter documents and auxiliary policies will be on file with National Assistance League and in chapter files.

(d) Care Closet Committee. The Care Closet Committee Chairman shall be the chairman of this committee. This committee shall be composed of as many members as deemed necessary to carry out the work of the committee. The committee will be responsible for providing gently used clothing for children in out of home care and providing independent teens and fragile families with clothing and other essentials items.

(e) Corresponding Secretary. The Recording Secretary shall appoint, with Board approval, the Corresponding Secretary who shall be responsible for the social correspondence and amenities of the chapter; and within thirty (30) days after election, submit to the national office a list of names and mailing addresses of members of the Board.

(f) Education Committee. The First Vice President Membership shall appoint, with Board approval, the Education Chairman. This committee shall be composed of a vice chairman plus a minimum of five (5) members and shall include the Membership Chairman, New Member Orientation Chairman and members as deemed necessary to carry out the work of the committee. The committee shall establish training and education programs for the Board and members and shall maintain resource information and materials for their use. The chairman shall be a member of the Membership Committee.

(g) Finance Committee. The President shall appoint the Finance Committee Chairman. The committee shall be composed of the chairman, a vice chairman and eight members, appointed by the President, and shall include the Treasurer, Investment Committee Chairman, Personnel Committee Chairman, Adult Auxiliary Assistant Treasurer(s) and members as deemed necessary. The committee shall meet at least quarterly and shall:

- (1) Be responsible for the overall financial planning of the chapter;
- (2) Recommend finance policies for the chapter;
- (3) Compile an annual budget and submit such to the Board and membership for approval;
- (4) Review request for changes to the budget and recommend appropriate action;
- (5) Review engagement letters from the Certified Public Accountant;
- (6) Review annual financial statements and management letter comments from The Certified Public Accountant; assist in complying with **National Policies for Chapters**, Finance; and
- (7) Annual corporate (including auxiliaries) budgets (operation and capital expenditures) shall be approved by the Board and membership prior to the beginning of the fiscal year. Annual auxiliary budgets shall be approved by the auxiliary governing body and membership and presented to the chapter Finance Committee to be included in the annual corporate budgets.

(h) Grants Committee. The Second Vice President Resource Development shall appoint, with Board approval, the Grants Committee Chairman. The Grants Committee shall be composed of a vice chairman and may include members of the Philanthropic Programs, Public Relations and Resource Development committees and members as deemed necessary to carry out the work of the committee. The Grants committee shall identify potential donors and prepare grant proposals.

(i) Hours Chairman. The First Vice President Membership shall appoint the chairman of this committee. The committee shall be composed of as many members as deemed necessary to carry out the work of the committee. The committee shall be responsible to maintain and record members' service hours monthly, tabulate and annually report the total number of service hours dedicated to each philanthropic program.

(j) Insurance Committee. The President shall appoint the Insurance Committee Chairman. The committee shall be composed of the chairman and as many members as deemed necessary to carry out the work of the committee. The committee shall maintain an ongoing evaluation of insurance coverage of the chapter; and shall consult with the insurance agent annually regarding liability, property, business interruption, fidelity bonding, workers compensation, directors' and officers' insurance and state unemployment insurance and submit recommendations for Board consideration.

(k) Investment Committee. The President shall appoint the Investment Committee Chairman. This committee shall be composed of the Chairman, Treasurer, and six (6) members, who shall be appointed by the President. Members shall serve a three (3) year term on a rotation basis. New members shall not have served on the committee the prior year. The chairman shall serve on the Finance Committee. The committee shall be responsible for the investments of the chapter in compliance with the chapter **Investment Policy, Objectives and Guidelines.**

(l) New Member Orientation Committee. The First Vice President Membership shall appoint, with Board approval, the New Member Orientation Chairman. This committee shall be composed of a vice chairman, Membership Chairman and members as deemed necessary to carry out the work of the committee. The committee shall be responsible for orientation and training of new members as prescribed by the chapter. The chairman shall be a member of the Membership Committee.

(m) Operation School Bell Committee. The Operation School Bell Chairman shall be appointed, with Board approval, by the Third Vice President Philanthropic Programs. The chairman of this committee shall be on the Philanthropic Programs Committee. This committee shall be composed of a Vice Chairman, Secretary, site coordinators, buyers, data coordinator and as many members as deemed necessary to carry out the work of the committee. The Operation School Bell Committee shall be responsible for the operation and activities of Operation School Bell.

(n) Personnel Committee. The President shall appoint the Personnel Committee Chairman. The committee shall be composed of the chairman, a vice chairman, the Treasurer and the Vice President Philanthropic Programs. The committee shall be responsible for establishment of employment and dismissal policies, hourly rates of pay and salaries, and ensuring that necessary contracts are properly and legally drawn and presented to the Board for approval. The chairman shall serve on the Finance Committee.

(o) Roster Committee. The First Vice President Membership shall appoint, with Board approval, the Roster Committee Chairman. This committee shall be composed of the chairman and members as deemed necessary to carry out the work of the committee. The Roster Committee is responsible for the preparation of the chapter roster.

(p) Scholarships Committee. The Scholarships Chairman shall be the chairman of this committee. This committee shall be composed of as many members as deemed necessary to carry out the work of the committee. The committee will be responsible for providing financial assistance to college students pursuing degrees in science and/or engineering and high school graduates pursuing higher education or occupational training.

(q) Social Committee. The First Vice President Membership shall appoint, with Board approval, the Social Committee Chairman. This committee is responsible for developing and managing chapter social functions. The chairman shall appoint a chairman for the Annual Meeting luncheon, special events and arranging for luncheon committees for chapter regular meetings and may appoint as many members as deemed necessary to carry out the work of the committee.

8.04 Special Committees. The President shall appoint special committees by direction of the Board or membership

8.05 Committee Quorum. A majority of the committee members shall constitute a quorum. Ex Officio members are not counted when constituting or determining a quorum.

Article 9 Meetings

9.01 Regular Meetings. Regular meetings shall be held on the third (3rd) Thursday of each month, except for July and December, unless otherwise directed by the Board, with membership approval.

9.02 Election and Annual Meetings. The regular meeting in March shall be known as the election meeting, and the regular meeting in April shall be known as the annual meeting.

9.03 Conduct of Meetings. Members of governing bodies and committees may participate in a meeting through electronic means, including through the use of telephonic and/or video teleconferencing including but not limited to electronic meetings, so long as all members participating in such meeting can communicate with one another. Final discussion and vote shall be by simultaneous aural communications among all participating members. Such participation shall constitute personal presence at the meeting.

9.04 Special Meetings. Special meetings may be called by the President and shall be called upon the written request of five (5) voting members. The purpose of the meeting shall be stated in the call. Except in emergencies, at least three (3) days' notice shall be given.

9.05 Voting Rights. There shall be no vote by proxy.

9.06 Quorum. Fifty-one (51) percent of the voting members shall constitute a quorum.

9.07 Action by Vote by Mail or Electronic Transmission. The Board may determine that membership vote on an issue(s) should be conducted by vote by mail or electronic transmission rather than through discussion and vote at a regular or special meeting of the membership. If the Board determines to move forward with such action, the following procedure shall be followed:

(a) The Board may pass a motion to implement this provision to conduct business, including the election of officers and other Board members, through use of a vote by mail or electronic transmission conducted in accordance with applicable provisions of the state Corporations Code instead of through an in-person meeting of members. The motion shall include a fixed date that shall be treated as the date of the meeting of members for all purposes under these bylaws and a fixed date when the ballots will be distributed.

(b) The corporation shall distribute a written ballot to every voting member who is entitled to vote on the matter. It is permissible for the ballot and any related material to be sent by electronic transmission and for responses (votes) to be returned to the corporation by electronic transmission. The ballot shall set forth the proposed action, provide an opportunity

to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation.

(c) Approval of the written ballot pursuant to this provision shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) Ballots shall be solicited in a manner consistent with any requirements of the state Corporations Code. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of officers and Board members, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

(e) A ballot that has been submitted may not be revoked.

(f) With regard to the filing of a nominating petition in accordance with Section 5.04, such petition must be submitted to the Recording Secretary by mail or electronic transmission not later than ten (10) days prior to the date specified in the notice for distribution of the ballots.

(g) If there is any vote required other than election of the officers and Board members, or if a qualifying nominating petition has been received by the Recording Secretary, the corporation shall provide an appropriate means for members to ask questions and/or seek additional information from the Board and to share comments with other voting members. It is permissible for this to be accomplished either:

(1) Through an information meeting(s) that can be held in person or through electronic means, including through the use of telephonic and/or video conferencing, so long as all members participating in such meeting(s) can communicate with one another; or

(2) Through periodic email updates from the Board to the membership or through posting of updates to the chapter website.

Article 10 Finance

10.01 Fiscal Year. The fiscal year of this organization shall be from May 1 through April 30.

10.02 Dues and Fees. Annual dues shall be payable on or before March 1 and delinquent on May 1.

Dues:

Voting	Sixty dollars (\$60)
Nonvoting Sustaining	Seventy dollars (\$70)
Nonvoting Associate	Eighty-five dollars (\$85)

Auxiliaries:

Nancy R. Brandt Voting	Sixty dollars (\$60)
Nonvoting Sustaining	Seventy dollars (\$70)
Nonvoting Associate	Eighty-five dollars (\$85)

Assisteens

Forty dollars (\$40)

Dues for new members joining after November 1 shall be reduced by one-half (½) and shall include National Assistance League per capita pro rata dues of twenty dollars (\$20) and five dollars (5) for Assisteens. Dues for new members joining between February 1 and April 30 shall be ten dollars (\$10) and five dollars (\$5) for Assisteens.

Members holding membership in more than one (1) chapter shall pay National Assistance League dues only to primary chapter or auxiliary.

10.03 National Assistance League Dues. Annually, the corporation shall pay to National Assistance League per capita dues of forty dollars (\$40) and ten dollars (\$10) per capita for Assisteens members. The corporation shall pay to National Assistance League per capita pro rata dues of twenty dollars (\$20) and five dollars (\$5) per capita for Assisteens for members joining after November 1. Per capita dues shall be waived for all new members joining between February 1 and April 30.

10.04 Requirements. The corporation shall maintain a sound financial position and shall have a Certified Public Accountant audit or review its financial statements annually. The corporation shall submit an annual report to members, as required by state Corporations Code.

10.05 Delegates and Alternates. The chapter, at its own expense, shall send its delegate(s) and may send its alternate(s) to the annual meeting and special meetings of National Assistance League.

10.06 Proposed Expenditures. Proposed unbudgeted expenditures in excess of one thousand dollars (\$1,000) shall be presented to the Board and membership for approval.

10.07 Fundraising. The corporation shall plan fundraising events and activities in compliance with **National Policies for Chapters.**

10.08 Fundraising Agent. The corporation shall not act as a fundraising agent for individuals or other organizations.

Article 11 Auxiliaries

11.01 Formation and Purpose. The chapter may form auxiliaries. An auxiliary name shall identify the auxiliary as an auxiliary of the chapter. Auxiliaries shall support chapter programs and activities.

11.02 Administration and Procedures.

(a) Each auxiliary shall have its own governing body for administrative purposes. An auxiliary shall be governed by the bylaws of the corporation. Auxiliary policies and standards shall not be in conflict with the policies, procedures and standards of National Assistance League and the chapter.

(b) Each auxiliary shall establish **Policies for Adult Auxiliaries** or **Policies for Assisteens Auxiliaries.** These policies shall set forth procedures to:

- (1) Nominate and elect members of the governing body;
- (2) Conduct governing body meetings;
- (3) Establish and operate committees;

- (4) Conduct meetings of the membership; and
- (5) Ensure fiscal compliance.

(c) **Policies for Adult Auxiliaries and Policies for Assisteens Auxiliaries**, and any proposed amendments thereto, shall be written by the auxiliary and submitted to the chapter Board for approval prior to a vote of the auxiliary membership.

(d) Adoption of **Policies for Adult Auxiliaries or Policies for Assisteens Auxiliaries**, and any amendments thereto, by the auxiliary, shall be by majority vote of the members of the auxiliary.

(e) A current copy of auxiliary policies shall be on file at the national office and in chapter files.

11.03 Board Representative. Each auxiliary shall have a voting representative on the Board, either a Chapter Liaison to Auxiliary, elected by and from the chapter, or a member, elected by and from auxiliary.

11.04 Assisteens Auxiliary. The use of the name "Assisteens Auxiliary" shall be approved by the National Board and it shall include the words, "an auxiliary of Assistance League of Ventura County." Members may be in seventh (7th) through twelfth (12th) grades and young people in a similar age range as the specified grades. It shall be represented on the Board by the Assisteens Coordinator or by the Chapter Liaison to Auxiliary, and the Assisteens Coordinator and/or Chapter Liaison to Auxiliary shall be a member of the Assisteens governing body and all Assisteens committees.

11.05 Nancy R. Brandt Auxiliary. The name of the auxiliary shall include the words "an auxiliary of Assistance League of Ventura County." The purpose of this auxiliary shall be to support the chapter's philanthropic programs.

Article 12 Advisory Council

12.01 Advisory Council. An Advisory Council composed of representative members of the community, including an attorney, shall serve the corporation in an advisory capacity. Members shall serve for a four (4) year term on a rotation basis. Members shall be selected by the President and approved by the Board. Vacancies on this council shall be filled by vote of the Board.

Article 13 National Assistance League

13.01 Determining Delegates. Unless otherwise provided in these bylaws, the chapter shall elect at its election meeting, to serve for one (1) year, a voting delegate, and an alternate thereto, for up to one hundred (100) of the chapter's membership (but not less than one (1) voting delegate and with the membership rounded off to the next highest hundred for such determination), to represent the chapter at annual and special meetings of National Assistance League. Additional delegates/alternates shall be elected for each one hundred (100) additional members, and if there are additional members in excess of those divisible by one hundred (100), one additional delegate/alternate shall be elected if there are fifty-one (51) or more additional members.

13.02 Delegate Vacancies. Should neither the delegate nor the alternate be available to serve, the Board may elect another delegate who shall be certified to the National Secretary at least twenty-four (24) hours prior to the annual meeting and special meetings of National Assistance League.

13.03 Votes Per Member-Delegates. The chapter shall be entitled to that number of votes equal to its number of delegates.

Article 14 Bylaws and Amendments

14.01 Bylaws for Chapters. The chapter shall be governed by these bylaws. The bylaws shall not be in conflict with the **Bylaws of National Assistance League**, any federal laws or with the laws of the state in which the corporation is incorporated. In the event of a conflict, the laws of the state shall prevail.

14.02 Amendments and Revisions. These bylaws may be amended or new bylaws adopted by a two-thirds (2/3) vote at any regular meeting, or at any special meeting called for that purpose, provided that written notice of each proposed amendment or the proposed new bylaws shall have been given to each voting member at least thirty (30) days prior to the date of any such meeting, or at the previous regular meeting.

14.03 Conforming. When amendment of these bylaws shall become necessary by action of National Assistance League, the Bylaws Committee of the chapter is authorized to conform these bylaws in accordance therewith, and such amendment shall have the same force and effect as if adopted by the members of the chapter in accordance with the provisions of **14.02** of this Article.

14.04 Filing. Current bylaws, standing rules and auxiliary policies shall be on file at the national office.

Article 15 Parliamentary Authority

15.01 Parliamentary Authority. The rules contained in the current edition of Roberts Rules of Order shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with or in conflict with these bylaws, the Articles of Incorporation, the **Bylaws of National Assistance League**, the law (including the law of the State of California), and any special rules of order the chapter may adopt.
