BYLAWS OF
VILLA PARK WOMEN'S LEAGUE
As Revised April 19, 2018

I
GENERAL PURPOSE: PRINCIPAL OFFICE

As set forth in the Articles of Incorporation, the purpose for formation of the Villa Park Women's League (the "League") is to promote, encourage, foster and cultivate activities that will unite women, in the furtherance of the civic and social welfare of Villa Park, California and surrounding communities and, to promote civic pride and cohesiveness among its residents, encourage and support cultural enrichment, safety, beautification, education, library, historical, recreational, and other similar programs within the city.

The principal office of the League is fixed and located at Civic Center, Villa Park, Orange County, California. The Board of Directors is granted full power and authority to change the principal office from one location to another in the County.

II
MEMBERSHIP

Section 1. MEMBERS

All references in these Bylaws to members shall include the following four categories:

(a) The Regular Members of the League shall be the women of voting age who are residents of the City of Villa Park who have paid current dues and otherwise fulfilled the requirements of these Bylaws.

(b) The Associate Members of the League shall be the women who are no longer residents of the City of Villa Park, but who had been Regular Members of the League in good standing for a period of at least two years. Associate Members shall be entitled to all the privileges of membership except that they may not vote, nor serve on the Board of Directors, Advisory Board or as a voting member of any committee.

(c) The Auxiliary Members of the League shall be men residents of the City of Villa Park whose wives were Regular Members of the League in good standing for a period of at least two years. Auxiliary Members shall be entitled to all the privileges of membership except that they may not vote or serve on the Board of Directors, Advisory Board or as a voting member of any committee.

(d) An Honorary Member is a person or business which has greatly supported an activity or project of the League. Their names will be placed in the Roster in recognition of the Honor. The Advisory Board will update and review those qualifying for Honorary Membership each year; however, it will not be mandatory to select any. They may not vote nor serve on the Board of Directors, Advisory Board or as a member of any committee.

Section 2. VOTING OF MEMBERS

Each Regular Member of the League shall be entitled to one vote and it shall be in person. Voting by proxy shall not be permitted.

III
MEETINGS OF GENERAL MEMBERS

Section 1. GENERAL MEETINGS

Meetings of the members of the League shall be held a minimum of three times per fiscal year at the times and places determined by the Board of Directors. Notice of meetings shall be published in the Villa Voice. Any change to the published time and place shall be delivered to all members by telephone, mail or any form of written communications* The notice shall include the general nature of any business to be transacted or matters to be voted upon. Any notice shall be sent at least ten (10) days before the date of the meeting.

* Throughout this document, "written communication" shall include communication by email or other electronic notice.

Section 2. ADDITIONAL OR SPECIAL MEETINGS

Additional or special meetings of the members of the League may be called for any purpose at any time by the Board of Directors, the President, or the Advisory Board. Notice of the time and place of any such meeting of the members shall be given in the same manner as for general meetings of the League.

Section 3. ADJOURNED MEETING AND NOTICE THEREOF

Any meeting of the League, may be adjourned and postponed by the vote of a majority of the Regular Members present at the meeting, but in the absence of a quorum no other business may be transacted at such meeting. When any meeting of the League is adjourned, notice of the adjourned meeting shall be given by appropriate communications.

Section 4. QUORUM OF MEMBERS

(a) Eight (8) percent of the Regular Members shall constitute a quorum for meetings of the League. If this calculation results in a decimal, the number for a quorum shall be the next whole number, rounded up.

(b) The Regular Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough Regular Members have withdrawn to leave less than a quorum. This should be recorded in the minutes.

IV
LIABILITIES OF MEMBERS

No person who has been, is now, or who later becomes a member of the League shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the League shall look only to the assets of the League for payment. The League shall maintain liability insurance for the protection of its officers, representatives, members and guests.

V
BOARD OF DIRECTORS/OFFICERS

Section 1. NUMBER OF DIRECTORS

The Board of Directors shall consist of seven (7) positions. Six (6) of the Directors shall be the elected officers and the Parliamentarian occupies the seventh position.
The Parliamentarian shall either be the Past President or a Regular Member, in good standing for at least one year, appointed by the Board of Directors. If the Past President does not serve as Parliamentarian, she may be invited to serve on the Advisory Board as a voting Member-at-Large.

Section 2. ELECTION AND TERM OF OFFICE

The Regular Members of this League shall elect all members of the Board of Directors for terms commencing July first (1st) and continuing until June thirtieth (30th) to coincide with the fiscal year, or until their successors are elected. The President and First Vice President shall have at least one year's experience on either the Board of Directors or the Advisory Board of the League. The Second Vice President, Third Vice President, Secretary, and Treasurer shall have been Regular Members in good standing for at least one year.
If there are multiple persons sharing one position, that position shall have only one vote.

Section 3. VACANCIES

In the case of an unexpected vacancy of an elected officer or the Parliamentarian, the Board of Directors shall appoint a replacement who, if an elected officer, will then be voted on by the membership at the next general meeting.

Section 4. DUTIES OF THE PRESIDENT

The President shall preside at meetings of the Board of Directors, the Advisory Board, and membership. The President shall, with the advice of the Board of Directors appoint the chairs of all committees The President shall be an ex-officio member of each committee, except the Nominating Committee. She shall sign legal documents as required. She is eligible to serve as Parliamentarian the year immediately following her completed term of office. Term is limited to one year. After a period of three(3) years, with the recommendation of the Nominating Committee, she may serve again in this capacity.

Section 5. DUTIES OF THE FIRST VICE PRESIDENT-PROGRAMS

The First Vice President shall serve as Program Chair. The first Vice President may have other duties as prescribed from time to time by the Board of Directors. Term is limited to one year. After a period of five (5) years, with the recommendation of the Nominating Committee, she may again serve in this capacity.
The First Vice President shall perform the duties of the President in her absence or until the Board of Directors appoints a replacement.

Section 6. DUTIES OF THE SECOND VICE PRESIDENT-PHILANTHROPY

The Second Vice President shall serve as Philanthropy Chair. Term is limited to two (2) years at a time, with the recommendation of the Nominating Committee.

Section 7. DUTIES OF THE THIRD VICE PRESIDENT-MEMBERSHIP
The Third Vice President shall be Membership Chair. She shall be responsible for maintaining membership and attendance records and publishing the yearly roster. She shall verify the membership of candidates for the Nominating Committee and the slate of Officers. Term is limited to two consecutive years at a time, with the recommendation of the Nominating Committee.

Section 8. DUTIES OF THE SECRETARY

The Secretary shall record the minutes of the Board of Directors, the Advisory Board and general meetings and permanently maintain the original minutes. She may sign legal documents with the President. Term is limited to two consecutive years at a time, with the recommendation of the Nominating Committee.

Section 9. DUTIES OF THE TREASURER

The Treasurer shall be chief financial officer of the League. She shall be responsible for monitoring the collection and disbursement of all funds and shall maintain the financial records of the League. She is also responsible for overseeing required tax forms. She shall be authorized to open and close League accounts at financial institutions. The Treasurer shall receive and safely keep all funds of the League and deposit them in the bank that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the League signed by the President, First Vice President or Treasurer with two signatures required on each check. Term is limited to three consecutive years at a time, with the recommendation of the Nominating Committee.

Section 10. DUTIES OF THE PARLIAMENTARIAN

The Parliamentarian advises the President regarding parliamentary procedures (Robert's Rules of Order), and is therefore expected to attend all League meetings. She is a non-voting member of the Board of Directors, unless there is a secret ballot.
She shall determine which members of the Advisory Board are ineligible or unwilling to serve on the Nominating Committee and report her findings to the President. She shall also determine the eligibility and willingness to serve from those general members selected for the Nominating Committee by the Advisory Board. She shall attend the initial meeting of the Nominating Committee, provide instructions regarding their duties, and then withdraw before deliberations begin. She shall be available for consultation, should it be requested.
She shall prepare a ballot for the election, leaving space for nominations from the floor.
She shall determine that a quorum of regular members are present for any voting at duly called meetings of the League and report the results to the membership.

Section 11. QUORUM

Four (4) members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 12. POWERS OF DIRECTORS

The business affairs of the League shall be controlled by the Board of Directors within the limitations of the Articles of Incorporation, the Bylaws and California law. The Board of Directors shall have the following powers and responsibilities:

(a) To select and remove any Directors, agents, members of the Advisory Board of the League and prescribe such powers and duties for them.

(b) May assist the President in selecting and appointing an Advisory Board and implement, supervise, or otherwise conduct, manage, and control the affairs and business of the League.

Section 13. VACANCIES

Vacancies on the Board of Directors shall be filled by a vote of the majority of the remaining Directors, even though less than a quorum. A successor Director shall serve for the unexpired term of her predecessor and may be eligible to serve the following year.

Section 14. REGULAR MEETINGS OF THE BOARD OF DIRECTORS

Regular meetings of the Board of Directors shall be held at a place and time designated by a decision of a quorum of the Board of Directors. Regular meetings of the Board of Directors may be held concurrently with the Advisory Board.

Section 15. INITIAL ORGANIZATIONAL MEETING OF THE NEW BOARD

Following the general meeting at which officers are elected, the newly elected Board of Directors shall meet for the purpose of organization. This meeting shall occur prior to commencement of the fiscal League year, July first (1st), for the purpose of establishing a Budget and, if necessary, appointing a Parliamentarian. No notice of such organizational meeting need be given the general members.

Section 16. EMERGENCY MEETINGS

Emergency meetings of the Board of Directors, for any purpose, may be called at any time by the President or a quorum of the Directors. Notice of the time and place of emergency meetings shall be provided via appropriate communications.

Section 17. ACTION WITHOUT A MEETING

Any action by the Board of Directors for any purpose may be taken without a meeting if a quorum of the Board of Directors consent in writing to such action. Such consent shall be included with the minutes of the proceedings of the Board of Directors. All Directors shall be notified of such action.

Section 18. REMOVAL

An elected Director may be removed from office for cause by a vote of the members of the League duly called for that purpose by a vote of a majority of the remaining Directors.

Section 18. COMPENSATION

The Directors shall receive no compensation for their services as Directors.

VI
ADVISORY BOARD

Section 1. ELECTION AND TERM OF OFFICE

The President may seek the advice of the newly elected Board of Directors to select an Advisory Board for a term commencing with its election and continuing until its termination, or until the end of the fiscal year of the League during which the Advisory Board was selected, or until its successor is selected and confirmed. The Advisory Board shall usually meet with the Board of Directors. Should there be two (2) persons sharing a position, that position shall have one vote.

Section 2. QUORUM

One-third (1/3) of the combined Advisory Board and Board of Directors positions shall constitute a quorum for the transaction of business.

Section 3. POWERS OF THE ADVISORY BOARD

The Advisory Board shall, subject to the approval of the Board of Directors, implement, supervise, and otherwise conduct, manage, and control the affairs and business of the League.

Section 4. VACANCIES

Vacancies in the Advisory Board shall be filled by the Board of Directors.

Section 5. REGULAR MEETINGS OF THE ADVISORY BOARD

The Advisory Board shall meet monthly from August through May, unless otherwise determined by the Board of Directors or the Advisory Board.

Section 6. SPECIAL MEETINGS

Special meetings of the Advisory Board may be called at any time by either the President, any three (3) members of the Advisory Board, or any three (3) Directors. All members of the Advisory Board shall be notified of these meetings in the usual manner. No action shall take place without a quorum.

Section 7. ACTION WITHOUT A MEETING

Any action by the Advisory Board may be taken without a meeting if a minimum of two-thirds (2/3) of the Advisory Board consent in writing or electronically to such action. Such consent shall be filed with the minutes of the Board Meeting and announced at the next board meeting.

Section 8. REMOVAL

A member of the Advisory Board may be removed from office for cause by a quorum of the Board of Directors.

VII
FINANCIAL OBLIGATIONS

Section 1. FISCAL YEAR

The fiscal year of the League shall be July first (1st) through June thirtieth (30th).

Section 2. MEMBERSHIP DUES

(a) Every member of the League shall pay annual dues to the League as follows:

(1) Regular Members of the League shall pay yearly dues of fifty dollars ($50.00). Regular Members joining for the first time on or after May first (1) shall be considered paid in full for the following year, as well.

(2) Associate Members of the League shall pay yearly dues of fifty dollars ($50.00)

(3) Auxiliary Members of the League shall pay yearly dues of fifty dollars ($50.00)

(4) Honorary members shall not be obligated to pay dues.

(b) Due Date
1. Members and those joining for the first time on or after May first (1st) shall be considered paid in full for the following year.

2.Members' names may not be included in the Roster if paid on or after October first (1st).

VIII
ELECTIONS

Section 1. NOMINATING COMMITTEE

(a) Prior to the election of the Board of Directors, a Nominating Committee shall be elected, consisting of seven (7) Regular Members: four (4) members from the Advisory Board (three voting and one alternate) and three (3) Members from the general membership (two voting and one alternate). The Chair shall be the Advisory Board Member receiving the most votes. This committee shall be elected at the November General Meeting.

(b) The Advisory Board shall select four (4) members from the Board to serve on this Committee. The Advisory Board shall also nominate six (6) Regular Members from the general membership as candidates for the Nominating Committee. The Parliamentarian shall certify the eligibility and interest to serve of these candidates. If necessary, the Advisory Board shall select additional nominees. Eligible candidates shall not include members of the Board of Directors or those who have served on the Nominating Committee the previous year or elected city officials nor the spouses of elected officials. Eligible candidates must have served on the Board of Directors or Advisory Board for at least one year.

(c) Members shall be notified by means of the newsletter, or other means of communication that there will be a vote at the November General Meeting to select three (3) members from the general membership. These candidates' names do not need to be listed in the newsletter prior to the election.

(d) At the November Meeting, the names of the six (6) candidates for this Committee shall be submitted to the Regular Members in attendance for a vote by written ballot. Voting should not take place until this announcement has been made. This Committee shall consist of the four (4) Advisory Board members previously elected by the Board and the three (3) Regular Members receiving the largest number of votes at the Meeting. In case of a tie, there shall be a runoff election at that meeting.

Section 2. RESPONSIBILITIES OF THE NOMINATING COMMITTEE

(a) The Chair shall, to the best of her ability, call the meetings of the committee at a time when all members, including the alternates, are able to be present.

(b) At the first meeting of this Committee, the Parliamentarian shall meet with the committee members and alternates and instruct them in their responsibilities and parliamentary procedure. The Parliamentarian shall be available for immediate consultation, if needed, during the regular Committee meetings, but is not physically present during the deliberations.

(c) A majority shall constitute a quorum.

(d) This Committee shall consider, but not be limited to, all names submitted by any general member. The consent of each candidate for office must be obtained before her name is placed in nomination.

(e) All deliberations of this Committee shall be kept confidential.

Section 3. NOMINATIONS

Prior to each election by the Regular Members of, the League, the Nominating Committee shall submit to the Board of Directors, a written nomination of candidates for office. Such written nomination shall thereupon be disseminated to the general members of the League not less than ten (10) days in advance of the elections, by means of a newsletter or other means of written communication to inform the League members of the nominations.

Section 4. PROCEDURES

(a) Election of the Board of Directors shall be held annually at a general meeting of the members prior to May first (1st).

(b) The Parliamentarian shall determine the number of Regular Members present and the number of Regular Members voting to ensure quorum is met, which will be recorded in the minutes.

(c) Members in attendance vote by written ballot. Regular Members may make nominations from the floor, orally, provided the nominee is eligible according to the bylaws, consents to the nomination if she is present or has given her prior written consent if she is not present. Any such nomination shall be added to the written ballot. Voting should not take place prior to this time.

(d) Election shall be by ballot. If there is but one candidate for any office, the ballot for that office shall be dispensed with and the vote taken by voice.

(e) A majority vote of the Regular Members present shall elect the slate.

IX
CORPORATE OPERATIONS

Section 1. BOOKS AND RECORDS

The League shall keep adequate and correct books and records of accounts, membership records, minutes of all meetings of the general members, Board of Directors, Advisory Board, and Committees.

Section 2. ANNUAL STATEMENT

Annually, the Treasurer or agent shall prepare a report containing all information regarding its assets, revenues and disbursements required by California Corporate Law. A copy of this report shall be provided to each member of the Board of Directors, and the Board-Elect.

Section 3. ACCESS TO RECORDS BY BOARD OF DIRECTORS

Any member of the Board of Directors has the right to inspect and copy all corporate records and documents at any time.

Section 4. ACCESS TO RECORDS BY MEMBERS

Any member of the League has the right to inspect or obtain copies of certain records, but only for purposes reasonably related to such member's interest as a member. A member may obtain a copy of the current membership list, the Articles of Incorporation, the Bylaws and the last Annual Report. A member may inspect and copy minutes and accounting records. To exercise this right, the member must give written notice as required by California Law. Reasonable charges for copying and mailing may apply.

X
STANDING RULES

The Standing Rules of the League shall be printed annually in its membership roster. Amendment of the Standing Rules shall require a two-thirds (2/3) vote of the Advisory Board and Board of Directors prior to submission to the members for consideration. Adoption of any amendment(s) shall require a majority of those members eligible to vote and present at a General meeting, following ten (10) days advance appropriate communication to the membership.

XI
AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the Regular Members in attendance at any meeting provided notice in accordance with Article III, Section 1 has been given in writing prior to the meeting and a quorum is present. The Parliamentarian shall determine the number of Regular Members present and the number of Regular Members voting for inclusion in the minutes.

XII
NO UNLAWFUL DISCRIMINATION

Notwithstanding any other provision of these Bylaws, the League shall not unlawfully restrict membership, services or the philanthropic community services it provides, on the basis of race, religious creed, color, national origin, ancestry, sex, marital status, disability, political affiliation or age.