



BYLAWS OF CALIFORNIA WOMEN LEADING GOVERNMENT

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ARTICLE I MISSION STATEMENT

To help women succeed in public service by enhancing career-building models that develop leadership skills and by networking professional women in government.

ARTICLE II MEMBERSHIP

Section 1. Anyone who supports Women Leading Government's (WLG) mission and goals may join the organization. Classification of Members. Women Leading Government has three categories of membership: (1) Regular Member (2) Student Member and (3) Honorary Member. ~~Anyone who supports Women Leading Government's mission and goals may join the organization.~~

1. A Regular Member shall be any employee of a City, County, State, or Special District, or any employee of a private firm that as its primary purpose provides support services to local government agencies.
2. A Student Member shall be any full or part-time student enrolled in a college or university with an interest in pursuing a career in public service, local government, and/or public administration, or any graduate of a college or university employed as an intern with a City, County, or Special District.
3. An Honorary Member shall be an individual who has served the local government profession and is retired from service.

All Members are encouraged to be familiar with and support the principles outlined in the ICMA Code of Ethics and to conduct themselves in a professional and ethical manner consistent with those standards. ~~shall accept and abide by the ICMA Code of Ethics, as interpreted and enforced by ICMA.~~

Section 2. Voting Members. Individuals who are Regular Members are eligible to vote.

Section 3. Membership Dues. Each member must pay dues to this organization, within the time and on the conditions set by the Executive Board. The Executive Board may adjust dues occasionally based on the needs of the organization. The Executive Board may determine the conditions under which any payment of dues shall be refundable. In addition, the Treasurer and President have the authority to waive dues, including back dues, in extraordinary circumstances. Dues must be paid each year for a member to remain in good standing. The term of membership is one year from the date that a member joins the organization.

Section 4. Membership Roster. This organization shall keep a membership roster containing the name of each member, agency, email and the last address provided to this organization by each member for purposes of notice.

Section 5. Non-liability of Members. No member of this organization shall be personally liable for the debts, liabilities, or obligations of this organization. By virtue of their

membership, members are not responsible for the organization's debts, liabilities, or obligations, and shall not, in their capacity as members, be subject to assessment or held personally liable therefor. The liability of each member is limited to the payment of such dues and fees as may be fixed or determined in accordance with the provisions of these Bylaws.

Section 6. Transferability of Membership. Membership in this organization or any right arising therefrom, may not be transferred or assigned. Any attempted transfer shall be void.

Section 7. Termination of Membership. ~~Non-payment of dues or failure to comply with the ICMA Code of Ethics are grounds for termination.~~ Non-Payment of Dues will result in automatic termination of membership. Membership may also be terminated for any of the following reasons:

1. Resignation. A member may voluntarily resign at any time by submitting written notice to the Secretary. Resignation does not relieve the member of any outstanding financial obligations to the organization.
2. Failure to Meet Eligibility Requirements. Membership shall automatically terminate if a member no longer meets the eligibility or qualification criteria established in these bylaws.
3. Conduct Detrimental to the Organization. The Executive Board of Directors may terminate a membership for conduct deemed contrary to the mission, reputation, or best interests of WLG.
 - a. A two-thirds vote of the Executive Board is required for termination under this section.

ARTICLE III MEMBERSHIP RIGHTS

Section 1. Voting Rights. Regular members of this organization shall have the right to vote on:

- the election of Executive Board Members;
- amendments to these Bylaws, except those deemed administrative by the Executive Board;
- the disposition of all or substantially all of the assets of this organization;
- any merger of this organization;
- any dissolution of this organization;
- any other matter determined by the Executive Board to be appropriate for a vote of the membership.

Section 2. Inspection Rights.

A. Articles and Bylaws. This organization shall keep current copies of the Bylaws of this organization, which shall be available for inspection by voting members at all reasonable times upon request.

B. Accounting Records; Minutes. On written request, any voting member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this organization and the minutes of the proceedings of the members, the Executive Board, or any Executive Board Committee, at any reasonable time and for a purpose reasonably related to the voting member's interests as a voting member.

ARTICLE IV MEMBER MEETINGS AND VOTING

Section 1. Member Voting. Each voting member shall have one vote on each matter on which the members are entitled to vote.

Section 2. Meetings and Special Meetings of Members.

A. Who May Call. Meetings and Special meetings of the members may be called (i) by a majority of the Executive Board, (ii) by the President, or (iii) on the written request of members and approval of the Executive Board.

B. Procedures for Calling Meetings and Special Meetings. The Executive Board will establish procedures for such meetings.

ARTICLE V EXECUTIVE BOARD

Section 1. Corporate Powers; Exercise by Executive Board. This organization shall have powers fully allowed by law. All powers and activities of this organization shall be exercised and managed by the Executive Board of this organization.

Section 2. Composition of Executive Board. There shall be nine members of the Executive Board and one ex-officio member. Each member of the Executive Board shall have one vote on each matter on which the Executive Board Members are entitled to vote. The ex-officio member is non-voting and shall represent ICMA. All Executive Board Members must be members of Women Leading Government in good standing with dues current at the time of their election.

Categories of Executive Board Members are listed below:

- (1) President
- (1) Vice-President
- (1) Treasurer
- (1) Secretary
- (4) Four at-large Executive Board Members
- (1) Immediate Past-President

(1) Ex-Officio ICMA Liaison

All Executive Board Members are expected to serve as positive ambassadors for WLG. This includes sharing the mission of WLG within the local government community, promoting awareness of the activities, events and resources offered by WLG, supporting outreach efforts, and representing WLG in a respectful and constructive manner.

Section 3. Nomination of Executive Board. A Nominating Committee may make nominations or members may volunteer to be considered for the Executive Board. Procedures will be provided each year by the Executive Board, with the aim of encouraging members to participate in leadership positions within Women Leading Government

Section 4. Election and Term of Office of Executive Board. Executive Board Members shall be elected ~~each year~~ by the membership on alternating terms. The election process will be established by the Executive Board.

- The term of office begins January 1.
- Each Executive Board Member shall be elected for a term of two years.
- Each Executive Board Member shall hold office until expiration of the term and until a successor has been elected.
- No Executive Board Member shall serve more than three consecutive terms, regardless of whether such terms are full two-year terms or partial terms.

Section 5. Filling Executive Board Vacancies. Vacancies may be filled for the unexpired portion of a term of any ~~Board~~ position by action of the Executive Board.

Section 6. Resignation and Removal. Resignations shall be effective upon written receipt by the President or the Secretary of this organization, unless a later effective date is specified in the resignation. An Executive Board member may be removed at the discretion of a majority vote of the Board provided one or more of the following grounds for removal exist:

- Repeated failure to attend meetings or events without excusal of absences approved by the President (3 or more in a calendar year);
- Failure to fulfill Executive Board duties;
- Failure to resolve conflicts as outlined in Article V, Section 14 of these bylaws; or
- Potential ethical issues have been identified.

Concerns regarding an Executive Board member's conduct or performance must be first discussed with the WLG President, unless the Executive Board Member in question is currently serving as WLG President, in which case the Immediate Past President shall be consulted. The President or Immediate Past President are authorized to add consideration of removal onto an Executive Board Meeting agenda. The consideration of an Executive Board member's removal must be done at a regular or special meeting, with the vote excluding the vote of the member in question.

Section 7. Executive Board Meetings. Meetings shall be held as called by the Executive Board.

Section 8. Quorum. A majority of the Executive Board then in office shall constitute a quorum. The act of a majority of the Executive Board present at a meeting at which a quorum is present shall be the act of the Executive Board, except as otherwise provided in these Bylaws. A meeting at which a quorum is initially present 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 9. Action Without a Meeting. Any action required or permitted to be taken by the Executive Board may be taken without a meeting if all members of the Executive Board shall individually or collectively consent to such action. Such written or electronic consents shall be filed with the minutes of the proceedings of the Executive Board. Such written consents shall have the same force and effect as a majority vote of the Executive Board.

Section 10. Telephone and Electronic Meetings. Executive Board Members may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment. Executive Board Members must be able to communicate in real time.

Section 11. Email Voting. The Executive Board may take action by email when a matter needs a decision between meetings. The proposed motion will be sent by the President or Vice-President to all Executive Board Members, who may reply by email with their vote. A majority of all Executive Board members must vote "yes" for the motion to pass. All votes must be received within the timeframe stated in the email. The results will be recorded in the minutes of the next regular meeting.

Section ~~11~~12. Executive Board Member Inspection Rights. Every Executive Board Member shall have the right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this organization, for a purpose reasonably related to such person's interests as a Board Member.

Section ~~12~~13. Reimbursement of Executive Board Members. The Executive Board may authorize, by vote, the payment to a Executive Board Member of reasonable expenses as a Executive Board Member and for activities as authorized by the board.

Section 14. Conflict Resolution. If a personal or professional conflict cannot be resolved informally between members, the involved Executive Board Member(s) must meet with the President and one additional Executive Board Member to help facilitate the conversation. If the issue continues, the President may ask a neutral third party to help mediate. If the conflict starts interfering with Executive Board business, the President can consider removal of one or more Executive Board member subject to the provisions of Article V, Section 6.

Section 15. Non-Liability of Executive Board Members. No Executive Board Member of WLG shall be personally liable to the organization or its members for monetary damages for conduct as an Executive Board Member, except when liability arises from: (a) breach of the duty of loyalty, (b) intentional misconduct or knowing violation of law, (c) transaction where they received improper personal benefit, or (d) any transaction under which liability cannot be limited by law.

ARTICLE VI ADVISORY BOARD AND COMMITTEES

Section 1. Advisory Board. The Executive Board of Women Leading Government may appoint an Advisory Board, at its discretion.

The purpose of an Advisory Board is to provide an avenue for Women Leading Government members to help with leading, coordinating and assisting with programming; provide support to Women Leading Government; provide advice and ideas; serve as volunteers for Women Leading Government activities; serve as liaisons with other states and share ideas with those states. The intention is that the Board of Directors will select Advisory Board Members annually after the annual Board of Directors election process is completed.

Section 2. Board Committees. The Executive Board may create committees or subcommittees to carry out tasks as the Board deems appropriate.

ARTICLE VII CHAPTERS OF WOMEN LEADING GOVERNMENT

Section 1. National Organization. Women Leading Government was founded as a California organization with the intent at its inception that the organization could expand into other states. WLG Chapter formation shall follow the guidelines in Section 3 below if using the name, "Women Leading Government."

Section 2. Affiliation. Women Leading Government is an affiliate of the International City/County Management Association (ICMA) and has adopted the ICMA Code of Ethics through its WLG/ICMA affiliation agreement as its guiding principles.

Section 3. Chapters. The following shall apply to State and Regional Chapters of Women Leading Government that are formed.

A. A State or Regional Chapter ("Chapter") may form its own Women Leading Government chapter(s) governed by their own bylaws and with respect to each State's non-profit organization laws so long as the chapter bylaws do not conflict with the provisions of the national WLG organization bylaws

B. Branding. While each State and Regional Women Leading Government chapter may be unique in terms of its programs, projects, and efforts, the use of the WLG brand identity

must be preserved. To achieve the highest level of brand identity, Chapters have two options:

(1) Use of the square “Women Leading Government” approved logo with the state or regional name incorporated above the “WLG” in the logo and arrow.

(2) If new artwork is developed for a state or regional chapter, the chapter is required to incorporate the National Organization logo within their respective State or Regional Chapter logo in a manner approved by the National Board.

~~(3) Artwork developed by the Arizona and Colorado chapters are “grandfathered” and may use their respective logos as they were developed prior to the adoption of this section of the WLG Bylaws.~~

ARTICLE VIII MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this organization shall begin on July 1 and end each year on June 30.

Section 2. Contracts and Checks. All contracts entered into on behalf of this organization must be signed by the President or ~~other Board Member~~ Treasurer for events and activities authorized by the Executive Board. Each check, draft, promissory note, money order, or other evidence of indebtedness of this organization over the amount of \$2,500 shall be signed by both the President and Treasurer. at least two officers of the organization.

Section 3. Advancing Expenses. The Executive Board may authorize the advance of expenses incurred by or on behalf of an agent of this organization in defending any proceeding prior to final disposition, if the Executive Board finds that:

A. The requested advances are reasonable in amount under the circumstances; and before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

B. The Executive Board shall determine whether the undertaking shall be secured and whether interest shall be charged on the obligation created thereby.

Section 4. Partnerships and Organizational Support. WLG may enter into partnerships or offer support to other organizations that advance WLG’s mission. Support may take the form of shared programs, co-sponsored activities, letters of support, funding, or other cooperative efforts. The Executive Board must approve any commitments of funds, use of WLG’s name or logo, or any other formal cooperative agreements.

Organizational funds, property, communications, or other resources shall not be used for the purpose of supporting or opposing any elected official, public officeholder, or candidate.

Section ~~4~~5. Amendments. Amendments to these Bylaws may be adopted by the voting members of this organization at a meeting held in person, or by telephonic or electronic means, provided that any amendment must comply with Article IV of these Bylaws.

1. Amendments may be proposed to the membership by a majority of Executive Board or by written/electronic request made to the President and Secretary, supported by a minimum of any twenty-five (25) members in good standing.
 2. All members will receive the full text of the proposed Bylaws amendment for consideration at least thirty days before the meeting where the vote will occur.
 3. The proposed amendment will be voted on at a regular membership meeting or by call for an electronic vote. If an electronic vote is called, members will be provided a minimum of five (5) business days to provide their vote.
 4. The amendment is adopted if a simple majority of the members voting approve it. The Board of Directors does not have power to amend these Bylaws. Any 25 members or the Board of Directors may propose a Bylaws amendment for consideration at a meeting at least ninety days before such meeting. If a proposed amendment will be considered at a meeting, it shall be submitted in writing to the persons entitled to vote thereon at least 30 days before such meeting.
- 1.5. Once an amendment to these Bylaws has been approved, the Secretary shall distribute copies of it to all members of the organization in good standing within 90 days after the meeting at which it was approved.

Section ~~5~~6. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Organization Law as then in effect shall apply.