

2002

Revised Date

April 22, 2020

Amended Date

April 23, 2020

Filed by Consultant Date

**BYLAWS
OF
ASSISTANCE LEAGUE® OF WHITTIER**

a nonprofit public benefit corporation

Article 1 Name and Headquarters

1.01 Name. The name of this corporation is Assistance League of Whittier, 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 6339 South Greenleaf Avenue, Whittier, CA 90601.

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 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 expenditures 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 standards 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. 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 with the exception of the Treasurer who shall be elected for a term of two (2) years, 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.

4.06 Meetings. Regular meetings of the Board shall be held on the second (2nd) Monday 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 three (3) members of the Board, provided notice of such special meetings shall have been given to each Board member at least twenty-four (24) hours 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 April, 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 Recording Secretary 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. The offices are: President, First Vice President – Membership, Second Vice President – Resource Development, Third Vice President – Philanthropic Programs, Recording Secretary, Corresponding Secretary, Treasurer in alternating years, and the following Elective Standing Committee Chairmen: Chapter House, Strategic Planning, Education and Public Relations. The President shall have prior Board experience. The First Vice President shall be the second delegate if more than one is required to represent the chapter at the annual or special meetings of National Assistance League.

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) Sign legal documents with the Recording Secretary;
- (g) Be authorized to open and close accounts at all chapter financial institutions with the Recording Secretary and Treasurer;

- (h) Be authorized to sign checks with the Treasurer, Recording Secretary and the First Vice President;
- (i) Be ex officio member of all committees except the Nominating Committee;
- (j) Present an annual report of corporate activities to the membership;
- (k) Submit to the national office the **Chapter Year-End Summary** within thirty (30) days following the end of the corporation's fiscal year;
- (l) Appoint Chapter Hub Administrator and confirm with the Administrator that appropriate Chapter Hub updates have been made to the Board Roster within 30 days following the election and for any changes throughout the year.
- (m) Serve as delegate to the annual and special meetings of National Assistance League;
- (n) Serve on the Leasing Committee; and
- (o) Review procedure books prior to the end of the corporation's fiscal year.

6.02 First Vice President. The First Vice President shall:

- (a) Be chairman of the Membership Committee;
- (b) Serve a one (1) year term on the Strategic Planning Committee;
- (c) Serve as delegate/alternate to the annual and special meetings of National Assistance League; and
- (d) Be authorized to sign checks with the President, Recording Secretary, and the Treasurer.

6.03 Second Vice President. The Second Vice President shall:

- (a) Be chairman of the Resource Development Committee;
- (b) Coordinate all chapter fundraising activities; and
- (c) Serve on the Finance Committee.

6.04 Third Vice President. The Third Vice President shall:

- (a) Serve as chairman of the Philanthropic Programs Committee and coordinate all chapter philanthropic programs; and
- (b) Be responsible for researching new philanthropic programs when necessary.

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 and indices;
- (b) Be custodian of the records of the corporation including the minutes of committee meetings, excluding financial records;
- (c) Sign legal documents with the President;
- (d) Be authorized to open and close accounts at 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 delegate and alternate to the National Secretary;
- (f) Keep a record of the attendance at all meetings;
- (g) Call the first meeting of the Nominating Committee;
- (h) Be authorized to sign checks with the President, First Vice President, and the Treasurer; and
- (i) Notify, in writing, a member who is suspended from all privileges of the chapter as defined in Section 3.07.

6.07 Corresponding Secretary. The Corresponding Secretary shall:

- (a) Receive and send correspondence as requested.

6.08 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, and the Recording Secretary;
- (f) Be responsible for filing of required tax forms;
- (g) Be a member of the Finance Committee;
- (h) Confirm with Chapter Hub Administrator that appropriate Chapter Hub updates have been made to the membership records by June 1 and throughout the year. Maintain member information on Chapter Hub. Submit to the Treasurer and

Membership Chairman updated membership reports on or before June 1 and throughout the fiscal year as necessary.

- (i) Submit to the national office per capita dues to arrive at the national office on or before June 1;
- (j) 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**;
- (k) Arrange for an annual audit or review of the books by a Certified Public Accountant; and
- (l) Serve a two (2) year term.

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 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. Members of each committee shall be appointed by the President with approval of the committee chairman, 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. All committee actions are subject to board approval.

(a) Membership Committee. The First Vice President shall be chairman of the committee. The committee shall supervise all membership activities to include recruiting and orientation, hours and attendance, maintaining the National membership database, planning social activities, and assessing membership satisfaction.

(b) Resource Development Committee. The Second Vice President shall be chairman of the committee. The committee shall plan and carry out means of raising funds, with Board and membership approval, and coordinate all fundraising activities. The membership shall approve the fundraising activity and their financial obligation.

(c) Philanthropic Programs Committee. The Third Vice President shall supervise the following philanthropic committees: Bookmobile, Continuing Education Scholarships, Dental Program, Kids on the Block™, Operation Holiday, Operation School Bell®, Operation Summer Reading Club, and Wee Wardrobe.

(d) Chapter House Committee. The Chapter House Chairman shall, with the committee members, carry out the housekeeping functions of the chapter house and maintain the outside areas. The Chapter House Chairman shall serve on the Leasing Committee.

(e) Strategic Planning Committee. The Strategic Planning Committee shall make recommendations to the Board for decisions on future chapter activities. The Committee shall consist of six (6) appointed members, two (2) appointed each year for a three (3) year term. In addition, the First Vice President shall serve a one (1) year term.

(f) Public Relations Committee: The Public Relations Committee shall inform the community of the purpose and activities of Assistance League of Whittier through the media.

(g) Education Committee. The Education Committee shall be responsible for collecting and distributing educational material from the national organization and other sources, shall supervise the updating of job descriptions, appoint a librarian, and assist the President in reviewing the procedure books.

8.03 Appointive Standing Committees.

(a) Bargain Bin Committee. The Bargain Bin Committee shall administer the operation of the Bargain Bin Thrift Shop.

(b) Bookmobile Committee. The Bookmobile Committee, in cooperation with the Whittier Public Library, shall deliver library materials to people in need of mobile services.

(c) Bylaws Committee. The Parliamentarian shall be the Chairman of the Bylaws Committee. The committee shall be responsible for the amendments in the bylaws and standing rules of the chapter, in accordance with NAL's Procedures for Chapter Bylaws Chairman.

(d) Continuing Education Scholarship Committee. This committee shall determine recipients of scholarships who fulfill criteria established by the committee with approval of the Board.

- (e) Dental Program Committee.** The Dental Program Committee shall administer the Dental Care and Dental Puppets programs.
- (f) Endowment Committee.** The Endowment Committee shall administer the Endowment Fund. It shall be composed of five (5) members appointed by the Board who shall be current voting or sustaining members. The committee governs the investments of the Endowment Fund and makes recommendations regarding the distributions of the fund's assets to the Board.
- (g) Finance Committee.** The Treasurer shall serve on the committee but not serve as chairman. The Finance Committee shall handle all financial matters with the approval of the Board. The annual corporate budget shall be presented to the Board and the membership for approval at the April meetings.
- (h) Grant Committee.** The Grant Committee shall research and write grants.
- (i) Hours Committee.** The Hours Chairman shall maintain a record of hours served by the members and volunteers.
- (j) Kids on the Block™ Committee.** The Kids on the Block Committee shall perform puppet shows dealing with physical disabilities and social issues in local shows.
- (k) Luncheon Committee.** The Luncheon Committee Chairman shall appoint the monthly luncheon chairmen and committees.
- (l) Newsletter Committee.** The Newsletter Committee shall be responsible for publishing and distributing the newsletter.
- (m) Operation Holiday Committee.** The Operation Holiday Committee shall provide holiday gifts and food vouchers to families recommended by the Whittier Salvation Army.
- (n) Operation School Bell® Committee.** The Operation School Bell committee shall administer a fund that provides school clothing to qualifying students in the Whittier area. The Children's Health Fund shall assist children in the Whittier area elementary schools who are in need of medications and medical supplies.
- (o) Operation Summer Reading Club Committee.** The Operation Summer Reading Club Committee shall administer a fund to provide incentives and rewards to students participating in the Whittier Public Library's summer reading activities.
- (p) Timeless Treasures Committee.** The Timeless Treasures Committee shall administer the operation of the Timeless Treasures gift shop.
- (q) Wee Wardrobe Committee.** The Wee Wardrobe Committee shall administer and coordinate with PIH Health Hospital the collection and assembly of layette items for newborns at PIH.
- (r) Yearbook Committee.** The Yearbook Committee shall compile and print the yearbook of Assistance League of Whittier for distribution at the September regular meeting.

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) Monday of each month, except May, June, July and August, 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 May shall be known as the annual meeting.

9.03 Conduct of Meetings. Members of governing bodies and committees, except the Nominating Committee, may participate in a meeting through electronic means, including through the use of telephonic and/or video conferencing, 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 three (3) 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. A majority 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 teleconferencing, 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 June 1 through May 31.

10.02 Dues and Fees. Annual dues shall be payable on or before April 1 and delinquent on June 1.

(a) **Voting Members** shall pay annual dues of seventy-five dollars (\$75) and an annual luncheon fee of thirty-five dollars (\$35).

New Members shall pay annual dues and the luncheon fee plus an orientation fee of forty dollars (\$40).

(b) **Nonvoting Members** (sustaining and associate) shall pay annual dues of ninety dollars (\$90).

(c) Dues for new members joining after December 1 shall be reduced by one-half (1/2) and shall include National Assistance League pro rata per capita dues of twenty dollars (\$20).

(d) Dues for new members joining between March 1 and May 31 shall be thirty dollars (\$30.00), subject to section 10.03

(e) 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). Annually, the corporation shall pay to National Assistance League per capita pro rata dues of twenty dollars (\$20) for members joining after December 1. Per capita dues shall be waived for all new members joining between March 1 and May 31.

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 and may send its alternate to the annual meeting and special meetings of National Assistance League.

10.06 Proposed Expenditures. Proposed unbudgeted expenditures in excess of five hundred dollars (\$500) 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 Advisory Council

11.01 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 two (2) 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 12 National Assistance League

12.01 Determining Delegates. 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.

12.02 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.

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

Article 13 Bylaws and Amendments

13.01 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. Conflicts unresolved by a standing committee to be determined by the National Board shall be referred to the National Board for resolution, and the decision of this body shall be final. In the event of any conflict, the laws of the state shall prevail.

13.02 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.

13.03 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 **13.02** of this Article.

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

Article 14 Parliamentary Authority

14.01 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.

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