

**BYLAWS  
OF  
ASSISTANCE LEAGUE® OF CAPISTRANO VALLEY**  
a nonprofit public benefit corporation

**Article 1 Name and Headquarters**

- 1.01 Name.** The name of this corporation is Assistance League® of Capistrano Valley, a chartered chapter of National Assistance League®.
- 1.02 Principal Office.** The mailing address of this organization is Post Office Box 133, San Juan Capistrano, California 92693.

**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 section 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 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 fifteen (15) 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 obligation 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 chairs, the Chapter Liaison to Assisteens®, and the Voting Representative of Las Felices Auxiliary. 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 on June 1st, the beginning of the fiscal year. No member shall be eligible to serve more than two (2) consecutive terms in the same office. Except the Treasurer and Assistant Treasurer who are eligible to serve three (3) consecutive terms in the same office.
- 4.06 Meetings.** Regular meetings of the Board shall be held on the first (1st) Thursday of the month September through June, unless otherwise directed by the Board
- 4.07 Conduct of Meetings.** Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, including but not limited to electronic meetings, so long as all members participating in such meetings 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 five (5) members of the Board, provided notice of such special meetings shall have been given to each Board member at least three (3) days 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 President-Elect 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; five (5) 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 November, the Nominating Committee shall be elected. Two (2) members and one (1) alternate shall be elected by and from the Board and a minimum of three (3) members and one (1) alternate elected by and from the voting membership. The chair and vice chair 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 March, 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-Elect, First Vice President Membership, Second Vice President Philanthropic Programs, Third Vice President Resource Development, Fourth Vice President Marketing/Communications, Recording Secretary, Treasurer, Assistant Treasurer, Thrift Store Chair, Strategic Planning Chair, Chapter Liaison to Assisteens, and the Voting Representative of Las Felices Auxiliary.
- 5.03 Notice.** The Nominating Committee Chair 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 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 any year.
- 5.05 Election Meeting.** The Board shall be elected at the election meeting in April.
- 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 chairs of Appointive Standing Committee, unless otherwise provided in these bylaws;
- (d) Appoint special committees by direction of the Board or membership;
- (e) Appoint a Parliamentarian;
- (f) May appoint an Assistant Treasurer, 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 Recording Secretary and Treasurer;
- (i) Be authorized to sign checks with the Treasurer, Assistant Treasurer, and/or Recording Secretary, and be listed as a signatory on all chapter, Assisteens® and Las Felices accounts;
- (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 corporation's fiscal year end;
- (m) Submit appropriate Chapter Hub updates to the Board Roster within thirty (30) days following the election and for any changes throughout the year;
- (n) Serve as delegate to the annual and special meetings of National Assistance League;

**6.02 President-Elect.** The President-Elect shall:

- (a) Serve as President the year following the term of office as President-Elect and shall not be a member of the Nominating Committee;
- (b) Be Chair of the Finance Committee;
- (c) Be Chair of Education Committee;
- (d) Serve as the second delegate to the annual and special meetings of National Assistance League;
- (e) Be ex officio, a member of all committees except the Nominating Committee;

- (f) In the absence of the President fulfill the duties of the office of the President; and
- (g) Be a member of the Executive Committee.

**6.03 First Vice President Membership.** The First Vice President Membership shall:

- (a) Be chair of the Membership Committee;
- (b) Serve as the third delegate to the annual and special meetings of National Assistance League; and
- (c) Report at each board meeting all membership changes and give written records to the treasurer;
- (d) Be responsible for custody and management of the following chapter policies:
  - Conflict of Interest Policy
  - Whistle Blower Policy
  - Self-Dealing Policy
  - Annual Policy Notification Signature Form
  - Membership Privacy Policy
  - Gift Acceptance Policy
  - Ethics Policy; and
- (e) Be a member of the Executive Committee

**6.04 Second Vice President Philanthropic Programs.** The Second Vice President Philanthropic Programs shall:

- (a) Be chair of the Philanthropic Programs Committee;
- (b) Be a member of the Finance Committee;
- (c) Serve as the first alternate/delegate to the annual and special meetings of National Assistance League;
- (d) Provide oversight and coordinate with the chairs of the individual philanthropic programs; and
- (e) Be a member of the Executive Committee.

**6.05 Third Vice President Resource Development.** The Third Vice President Resource Development shall:

- (a) Be chair of the Resource Development / Fundraising Committee;
- (b) Be a member of the Finance Committee;
- (c) Serve as the second alternate/delegate to the annual and special meetings of National Assistance League;
- (d) Provide oversight and coordinate with the chairs of the individual fundraising activities; and
- (e) Be a member of the Executive Committee.

**6.06 Fourth Vice President Marketing Communications.** The Fourth Vice President Marketing Communications shall:

- (a) Be Chair of the Marketing Communications Committee;
- (b) Provide oversight and coordinate public relations, marketing, technology, website, community affairs and Constant Contact;
- (c) Be a member of the Executive Committee.
- (d) Be chair of Make a Difference Day.

**6.07 Presiding Officer of Meetings.** In the absence of the President and the President-Elect, the Vice Presidents shall serve in the order of their office.

**6.08 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 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 all chapter financial institutions with the President and Treasurer;
- (e) Sign checks with the President, Treasurer and/or the Assistant Treasurer; and be listed as a signatory on all chapter, Assisteens® and Las Felices accounts; and



- (f) 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; and
- (g) Be a member of the Executive Committee.

**6.09 Treasurer.** The Treasurer shall:

- (a) Be chief financial officer of the corporation;
- (b) Be responsible for monitoring the collection and disbursement of 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 a signatory on all chapter, Assisteens®, and Auxiliary accounts, and be authorized to sign checks with the President or Recording Secretary.
- (f) Be responsible for the filing of required tax forms and arrange and work with a Certified Public Accountant who will audit or review the financial statements annually;
- (g) Be a member of the Finance Committee;
- (h) Confirm that appropriate Chapter Hub updates have been made to the membership records by June 1 and throughout the year;
- (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) Keep an accurate record of receipts and disbursements;
- (k) Present a statement of accounts at meetings of the Board and Membership;
- (l) Be responsible for implementing and updating the Donor Privacy Policy and Forms;
- (m) Be responsible for implementing and updating the Donor Record Policy;
- (n) Be a member of the Executive Committee.

**6.10 Assistant Treasurer.** The Assistant Treasurer shall:

- (a) Be authorized to sign checks with the President or Recording Secretary.
- (b) Be a member of the Budget and Finance Committee;
- (c) Assist the Treasurer with maintaining the financial records of the corporation; and
- (d) Serve as the Assisteens and Las Felices Financial Advisor; and
- (e) Be a member of the Executive Committee.

**6.11 Thrift Store Chair.** The Thrift Store Chair shall:

- (a) Be responsible for oversight of the Thrift Store and supervision of paid staff.
- (b) Collaborate with Third Vice President Resource Development.
- (c) Coordinate with Scheduler to ensure optimal Thrift Store staffing

**6.12 Strategic Planning.** The Strategic Planning Chair shall:

- (a) Form a committee every five years to create and to update plan according to the goals of the chapter. Every year this committee will review and update the plan.

**6.13 Chapter Liaison Assisteens.** The Chapter Liaison Assisteens shall:

- (a) Inform the Board and Membership of the auxiliaries' financial status, membership and activities.

**6.14 Voting Representative of Las Felices.** The Voting Representative of Las Felices shall:

- (a) Inform the Board and Membership of the auxiliaries' financial status, membership and activities.

## **Article 7 Indemnification**

**7.01 Indemnification of Officers, Directors, Employees and Agents.** To the extent allowed by state law, the Board of Assistance League of Capistrano Valley 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 attorney's fees paid or incurred by such person 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.** The Committees shall be open to any interested member unless otherwise provided in these bylaws. Ex Officio members of committees are voting members of the committee.

**8.02 Elective Standing Committees.**

**(a) Education Committee.** The President Elect shall be chair of this committee, which shall be composed of the chair, the Chapter Liaison to Las Felices Auxiliary, Chapter Liaison to Assisteens, the Orientation Chair and as many members as deemed necessary.

This committee shall:

- (1) Establish education programs for the chapter membership and maintain resource information and material for their use;
- (2) Coordinate chapter educational programs with national educational programs and conference information; and
- (3) Review and update Board job descriptions and procedure books annually.

**(b) Finance Committee.** The President-Elect shall be chair of this committee, which shall be composed of the chair, the President, Treasurer, Assistant Treasurer, Second Vice President Philanthropic Programs, Third Vice President Resource Development, the Thrift Shop Chair, and as many members as deemed necessary.

This committee shall:

- (1) Be responsible for the overall financial planning of the chapter;

- (2) Recommend finance policies to the Board;
- (3) Review insurance policies and financial statements and recommend to the Board, suggestions for appropriate changes; and
- (4) Prepare the annual budget of income and expenses for Board and membership approval.

Annual corporate (including auxiliaries) budgets (operating 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 Budget and Finance Committee to be included in the annual corporate budgets.

- (c) **Las Felices Auxiliary Chair.** The Las Felices Auxiliary Chair shall be elected by and from the auxiliary and shall be the auxiliary's voting representative on chapter Board.
- (d) **Marketing Communications Committee.** The Fourth Vice President Marketing Communications shall be chair of this committee, which shall be composed of as many members as deemed necessary.

The committee shall:

- (1) Be responsible for branding our chapter through advertising and public relations;
- (2) Interface with Technology, Website Administrator, Public Relations, and Constant Contact Administrator;
- (3) Produce data sheets, flyers, posters and other marketing pieces for Resource Development campaigns and events.

- (e) **Membership Committee.** The First Vice President Membership shall be chair of this committee. The committee shall be composed of the chair, the Orientation Chair, and as many more members as deemed.

This committee shall:

- (1) Prepare plans for the satisfaction, growth and retention of members;
- (2) Maintain current membership files and records;
- (3) Maintain member information, including auxiliaries, on Chapter Hub. Submit to the Treasurer and First Vice President Membership updated membership reports on or before June 1] and throughout the fiscal year as necessary. Update chapter Board positions within 30-days of their election.

(4) Be responsible for custody and management of chapter policies: and

(5) Maintain a current membership file and keep current records.

(f) **Philanthropic Programs Committee.** The Second Vice President Philanthropic Programs shall be chair of this committee which shall consist of a chair, the Chair Operation School Bell®, Chair Chapters for Children, Chair of Hands on Literacy Program, Chair of Kids on the Block™, Chair of Links to Learning, Chair of Waste Not Program, Chair of Scholarships for Marine Families, Chair of (INSPIRE) Independence for Needy Single Parents Instilled via a Responsible Education Scholarship, and as many members as deemed necessary.

(g) **Resource Development / Fundraising Committee.** The Third Vice President Resource Development shall be chair of this committee, which shall be composed of as many members as deemed necessary.

The committee shall:

(1) Conduct fundraising activities that conform to National Assistance League standards.

(h) **Bargain Box Committee.** This committee shall be composed of a chair and as many members as deemed necessary.

(1) The committee shall be responsible for the management of the Bargain Box and shall report to the membership at monthly meetings.

(2) The chair shall be a member of the Finance Committee.

(i) **Strategic Planning Committee.** The Strategic Planning Chair shall be chair of this committee. This committee shall be composed of the chair and as many members as deemed necessary.

This committee shall:

(1) Review existing programs and activities and develop plans to ensure that chapter fulfills its goals, its purpose and its mission; and

(2) With the approval of the Board and membership this committee shall plan and conduct the chapter's annual evaluation meeting.

### 8.03 Appointive Standing Committees.

(a) **Assisteens Coordinator** shall assist the Chapter Liaison to Assisteens and shall be a nonvoting member of the auxiliary.

**(b) Bylaws Committee.** This committee shall be composed of a chair, the Parliamentarian, and as many members as deemed necessary.

- (1) This committee shall review chapter bylaws, standing rules and auxiliary policies and keep current approved copies of such documents on file with the National Consultant.

**(c) Chapter Liaison to Las Felices Auxiliary** shall be a nonvoting member of the auxiliary governing body.

**(d) Historian Committee.** This committee shall be composed of a chair and as many members as deemed necessary.

- (1) The committee shall be responsible for compiling a narrative and pictorial account of the chapter's activities. The chair shall present this book to the retiring President at the annual meeting.

**(e) Newsletter Committee.** This committee shall be composed of a chair and as many members as deemed necessary.

- (1) The committee shall prepare, edit and publish the monthly newsletter.

**(f) Orientation Committee.** This committee shall be composed of a chair and as many members as deemed necessary.

- (1) The committee shall provide an orientation program for new members to include information about the chapter and the national organization.

**(g) Philanthropic Programs Committees:**

- (1) **Operations School Bell®.** To provide new clothing, shoes and supplies to school age children in need.
- (2) **Hands on Literacy Program.** To provide reading assistance in the classroom to elementary students.
- (3) **Links to Learning.** To provide grants to qualify middle school personnel to enrich classroom instruction.
- (4) **Waste Not Program.** To provide an expanded community service emphasis to oversee distribution of unusable items donated to, or purchased for use by the Thrift Shop, Operation School Bell, or any other Assistance League Capistrano Valley program to other 501(c)(3) organizations.
- (5) **Scholarships to Military Families.** To provide scholarships to graduating students of military families attending high schools in the Camp Pendleton area.
- (6) **Chapters for Children.** To provide assistance to children in need of military families at Camp Pendleton military families.
- (7) **INSPIRE – Independence for Needy Single Parents Instilled via a Responsible Education Scholarship.** To provide college scholarships to meet the needs of single parents and their children.

(h) **Social Committee.** This committee shall be composed of the chair and as many members as deemed necessary. This committee shall make arrangements for regular meeting luncheons, social functions approved by the membership, the Christmas luncheon and the annual meeting in May.

(i) **Technology Committee.** This committee shall be composed of a chair and as many members as deemed necessary.

**8.04 Special Committees.** This committee shall have a chair appointed by the President, and as many members as deemed necessary. The President shall appoint special committees, by the 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 August, unless otherwise directed by the Board, with membership approval,

**9.02 Election and Annual Meetings.** The regular meeting in April 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 Boards, governing bodies and committees, except for the Nominating Committee, may participate in a meeting through use of conference telephone or similar communications equipment, 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 a 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.** A majority of the voting members shall constitute a quorum.

#### **Article 10 Finance**

**10.01 Fiscal Year.** The fiscal year of this organization shall be from June first (1st) through May thirty-first (31st).

**10.02 Dues and Fees.** Annual dues shall be payable on or before April first (1st) and delinquent on April fifteenth (15th). Members will be assessed a Ten (\$10) dollar late fee for dues received after April fifteenth (15th). Members holding membership in more than one (1) chapter shall pay National Assistance League dues only to the primary chapter.

**Voting Members:**

- |   |                             |
|---|-----------------------------|
| (a) Voting                                    | Seventy-five Dollars (\$75) |
| (b) Voting Limited Service                    | Seventy-five Dollars (\$75) |
| (c) Voting Sustaining                         | Seventy-five Dollars (\$75) |
| (d) Voting Professional                       | Seventy-five Dollars (\$75) |
| (e) Voting Professional Assisteens® Associate | Ninety Dollars (\$90)       |

**Nonvoting Members:**

- |   |                                     |
|---|-------------------------------------|
| (a) Nonvoting Sustaining                    | One hundred Dollars (\$100)         |
| (b) Nonvoting Associate                     | One hundred fifteen Dollars (\$115) |
| (c) Nonvoting Community Associate           | One hundred sixty Dollars (\$160)   |
| (d) Nonvoting Assisteens® Associate         | Ninety Dollars (\$90)               |
| (e) Nonvoting Las Felices Auxiliary         | Seventy Dollars (\$70)              |
| (f) Nonvoting Assisteens® Auxiliary         | Thirty-five Dollars (\$35)          |
| (g) Nonvoting Dual (Sustaining/Las Felices) | One hundred thirty Dollars (\$130). |

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) and five dollars (\$5) for Assisteens. Dues for new members joining between March 1 and May 31 shall be ten dollars (\$10), and five dollars (\$5) for Assisteens.

**10.03 National Assistance League Dues.** Annually, the corporation shall pay to National Assistance League per capita dues of forty (\$40) and ten dollars (\$10) per capita for Assisteens. The corporation shall pay to National Assistance League per capita pro rata dues of twenty dollars (\$20) (and five dollars (\$5) per capita Assisteens) 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 three hundred dollars (\$300) 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 their 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 bylaws, 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 or 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.

**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 the 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 Capistrano Valley." Members may be in seventh (7th) through twelfth (12th) grades. It shall be represented on the Board by the Chapter Liaison to Auxiliary, and the Chapter Liaison to Assisteens® shall be ex officio a member of the Assisteens governing body and all Assisteens® committees.

- 11.05 Las Felices Auxiliary.** The name of the auxiliary shall include the words, "an auxiliary of Assistance League of Capistrano Valley." Auxiliary members may work on chapter activities. The auxiliary voting representative shall represent the auxiliary on chapter Board, and the Chapter Liaison to the Las Felices Auxiliary shall be a nonvoting member of the auxiliary governing body.

### **Article 12 Advisory Council**

- 12.01** 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 Board at its second Board meeting of the year. 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 Secretary of National Assistance League 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 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 decision of this body shall be final. In the event of any 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 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.