

BYLAWS OF THE OLDER WOMEN'S LEAGUE OF CALIFORNIA
OWL-CA

ARTICLE I: NAME

1. The name of this state organization shall be: THE OLDER WOMEN'S LEAGUE OF CALIFORNIA and shall hereinafter be referred to as OWL-CA or "state organization" and the Older Women's League shall hereinafter be referred to as OWL or "national organization."

ARTICLE II: AUTHORITY

1. Charter. The Charter authorizing the organization of OWL-CA shall be granted by the Board of Directors of OWL, hereinafter referred to as the Board of Directors.

2. Bylaws. The OWL-CA state organization shall be subject to the bylaws of OWL, a copy of which is attached. The bylaws of OWL, by virtue of their attachment, become part and parcel of OWL-CA Bylaws as if reiterated herein.

ARTICLE III: PURPOSE AND SCOPE

1. Support of OWL. The purpose of OWL-CA shall be to support the national mission of OWL; to identify and address issues of concern to older women; and to educate on these issues. Under no circumstances shall this organization fund, endorse, or contribute to the election campaign of a candidate for public office, or act in any way as to jeopardize the status of OWL or OWL-CA as a tax exempt organization under Internal Revenue Code section 501(c)(3)

2. Limits. The state organization shall take no action or position in conflict to the stated positions of OWL on national issues. The state organization shall take no legal action without prior approval of the Board of Directors. State fundraising shall be conducted consistent with the policies set by the Board of Directors.

3. Logo. The OWL-CA logo (consisting of an owl within a woman's symbol in the "O" of the National OWL logo) shall be used in place of the National logo. The National logo may not be reproduced by the state organization for private gain. Use of the National logo by OWL-CA is permitted for incorporation in materials to be sold for fundraising purposes, letterhead, publicity, and for whatever other purposes that are consistent with national objectives and authorized by OWL.

ARTICLE IV: MEMBERS

1. Membership. Any member of the national organization who is a resident of the State of California is eligible for membership in OWL-CA.

2. Dues. OWL-CA may set and collect state dues, which in no event shall exceed the

amount charged by OWL. Eligibility to vote on candidates and issues before the OWL-CA Council at the Annual Membership Meeting is a privilege reserved for members in good standing as evidenced by payment of OWL-CA dues for the current year.

3. Membership Meetings. All OWL-CA meetings shall be open to all members of OWL. All members of OWL residing in California shall be notified of the time, place, and agenda of the OWL-CA Annual Membership Meeting at least thirty days prior to the meeting. Information on all OWL-CA meetings shall be publicized to OWL-CA members.

4. Annual Membership Meeting.

A. OWL-CA shall convene a meeting of members each October to be designated “Annual Membership Meeting” alternating between northern, central and southern California for the convenience of members.

B. All members of OWL residing in California shall be notified of the time, place, and agenda of the Annual Membership Meeting at least 30 days prior to the Meeting.

C. Each OWL-CA member in good standing shall be entitled to exercise one vote at the Annual Membership Meeting.

D. The Annual Membership Meeting agenda may include presentation of candidates and election of OWL-CA officers and at-large members; presentation of reports and voting on a budget, resolutions, bylaw amendments, and proposals for action by the Council submitted to OWL-CA by Council Committees, Chapters, Chapter members, and at-large members; presentation of awards and other appropriate business.

E. The OWL-CA President/Co-President shall appoint, with Council approval, all necessary committees to nominate a slate of candidates for each office and for at-large Council membership; to revise, consolidate, and organize for presentation and vote, the proposed resolutions, bylaw amendments budget and other proposals for presentation at the Annual Membership Meeting sufficiently in advance so that they may be included in the meeting notice.

Standing committees shall include but not be limited to, Finance, Resolutions, Membership/Chapter Development, Public Policy, Communications, and Policy Review. Ad hoc committees shall include Bylaws, Nominating, and Education/Research with other ad hoc committees to be created as needed. Each committee shall include one or more Council members and all committee members shall be members in good standing of OWL-CA. Ad hoc committees shall be established

with the approval of the President/Co-President.

ARTICLE V: GOVERNANCE

1. Governing Body. OWL-CA shall be governed by the OWL-CA State Council made up of elected OWL-CA officers and of the chapter presidents/co-presidents and two elected representatives or elected alternates, of each OWL chapter in California and no less than two nor more than five elected representatives of the at-large membership of California. While both elected chapter representatives and alternates may participate in the Council deliberations, an alternate chapter representative may vote only when a chapter representative is not present. The immediate past-president(s) of OWL-CA and members of the OWL Board who reside in California shall be members of the Council with voting privileges.

1.5. Executive Committee. The Executive Committee shall consist of all elected officers, the Associate Treasurer, the Parliamentarian, committee chairs and those representatives to the National Board who reside in California.

Urgent decisions will be made by a minimum of three of the elected officers.

2. Terms of State Council Members. Terms of elected Chapter Representatives and their alternates to the Council shall be for 2 years except when, to preserve the present staggered election of approximately half the Chapter Representatives being elected in even years and half in odd years, a new chapter may be asked to make the initial election of Chapter Representatives and alternates for 1 year. No Council member shall be elected for more than three successive terms.

3. Election of State Council Members.

A. The election process for Chapter Representatives and alternates shall be governed by local bylaws and/or chapter boards.

B. A slate of two but not more than five at-large members for election to the Council shall be presented by the Nominating Committee for election at the Annual Membership Meeting. Their names and counties of residence shall be included in the Annual Membership Meeting Notice.

C. The Nominating Committee shall present a slate of officers, including at-large delegates, for election at the Annual Membership Meeting. This slate of officers and delegates shall be included in the Annual Membership Meeting Notice. Additional nominations can be made at the Annual Meeting with the written or oral acceptance by the nominee. All nominees must be members in good standing of OWL-CA.

D. No paid staff person at any level of the OWL organization shall serve on the

Council.

4. Officers. OWL-CA officers shall include: President/Co-President, Vice President-North, Vice President-South, Recording Secretary, Corresponding Secretary, and Treasurer. Officers shall be elected at the Annual Membership Meeting for one-year terms and may serve no more than three terms in the same office. Those elected shall take office on January 1 following the Annual Membership Meeting.

A. Vacancies of elected officers shall be filled by appointment by the Executive Committee subject to approval of the Council at its next regular meeting following the vacancy.

5. Meetings.

A. The OWL-CA Council shall hold a minimum of two meetings per year, after written notice to Council members at least ten days prior to the meeting.

B. A meeting of the Council shall be convened immediately following the Annual Membership Meeting to deal with recommendations from the membership and to establish the Council's meeting schedule for the year.

C. Minutes of Council meetings shall be recorded and maintained by the Recording Secretary or a designated substitute. A copy of the minutes of every Council meeting must be sent to the President/Co-President of each local chapter as well as to each Council member no later than a month after each meeting.

D. Special meetings may be called by the OWL-CA President/Co-President or by 25% of the Council members.

E. A winning vote on any issue at any meeting shall be by a simple majority.

F. All meetings of OWL-CA shall be conducted in a manner consistent with Robert's Rules of Order under the auspices of the Parliamentarian who is appointed by the president(s) and approved by the Council members.

6. Quorum. A quorum shall consist of one-third of the Council membership.

7. Vacancies. Any vacancy on the Council shall be filled by appointment by the board of the chapter to which the vacant seat belonged except that such appointment shall not include automatically any Council office to which the person vacating the seat had been elected by the Council.

8. Treasury.

- A. The officers of the OWL-CA Council shall establish a bank account for the OWL-CA treasury. Funds received for OWL-CA shall be maintained according to standard principles of bookkeeping and accounting.
- B. The fiscal year for OWL-CA shall be established by the Council.
- C. The Treasurer, or designated substitute, shall present to each Council meeting a written treasurer's report of actual income and expenses for the year until the current meeting.
- D. The Treasurer shall present an annual report of the status of the General Endowment Fund.
- E. Financial assistance for OWL-CA meetings or meetings of other groups for OWL-CA appointed delegates shall have a cap as determined by the OWL-CA Council. Special or emergency circumstances shall be reviewed by the President/ Co-President on an individual basis with final decisions made by the entire Executive Committee.

8.5 General Endowment Fund.

A. Purpose. The purpose of the General Endowment Fund is to provide financial stability for OWL-CA and, when it has grown to an appropriate size, to provide funds for new programs or the expansion of existing programs. It will provide a vehicle through which members and friends, through their estates, can memorialize their regard for OWL-CA.

B. Growth and Disbursements. Until the principle of the Fund reaches \$25,000 but less than \$50,000, disbursements of the revenues, but not the principal, nor contributions, may be made by the Council on the recommendation of the Endowment Management Committee for emergencies -- needs that could not be anticipated. When the principal of the Fund exceeds \$50,000, the Council, on the recommendation of the Endowment Management Committee, may transfer the Dividends, interest or other revenues to the general fund or make other disbursements for important purposes. However, in consideration of the purposes of the Fund, efforts shall be made to keep a portion of the revenues in the Fund.

CA C. Management. The OWL-CA Executive Committee shall appoint the Endowment Management Committee consisting of four persons and the OWL-CA Treasurer as ex-officio member. The Endowment Management Committee shall designate the Committee chair. One of the appointees may be a non-member of OWL-CA. The Committee shall:

1. Invest the Fund in accordance with good practices for a nonprofit organization;
2. Establish and carry out procedures to safeguard the Fund; and
3. Make recommendations to the OWL-CA Council concerning disbursement of funds as provided in this article or otherwise.

D. Education. OWL-CA Council shall carry out a program to educate and inform members and friends of OWL-CA about the Fund and the opportunities it presents for estate planning. This program is not the responsibility of the Endowment Management Committee but its members are not precluded from participating in the program.

9. Voting. Each member of the OWL-CA Council can exercise one vote at any OWL-CA Council meeting.

10. Delegation. Standing or ad hoc committees may be appointed by the Council from among the general membership of OWL-CA as necessary. The Council may delegate duties to whatever committees and individuals it designates, except that such committees and individuals must serve under the authority and at the pleasure of the Council. The Council may, if it wishes, appoint an Executive Committee and/or Executive Director to carry out the day-to-day business of OWL-CA.

ARTICLE VI: LIAISON WITH OWL

1. Annual Reports. On or before March 1 of each year OWL-CA shall submit an annual report, including a financial report, to the OWL Board of Directors.

2. Audits.

- A. OWL-CA shall conduct an annual audit of OWL-CA's financial records.
- B. OWL-CA may conduct an audit of OWL-CA's financial records whenever the OWL-CA treasury reaches \$10,000 or at any time thereafter.
- C. The summary findings of any and all audits conducted by OWL or any outside agency shall be made available to each OWL chapter President/Co-President as well as to each Council member.

ARTICLE VII: AMENDMENTS

1. Proposed amendments to these bylaws shall be made by two-thirds majority vote of the OWL-CA Council. No proposed amendment shall be final until ratified by the Board of Directors of OWL.

ARTICLE VIII: DISSOLUTION

1. The OWL-CA State organization can be dissolved by a two-thirds majority of the OWL-CA Council at a special meeting held for that purpose after a notice of this potential action is sent to all OWL members residing in the State of California at least 30 days prior to the meeting. Alternatively, the Board of Directors may dissolve a state organization pursuant to the OWL bylaws. Upon dissolution of OWL-CA, the officers of the Council shall, after paying or making provisions for payment of all liabilities of OWL-CA, remit all remaining assets to OWL.

Adopted 7/9/88

Amended 10/18/91, 11/16/93, 10/29/94, 6/3/95, 2/3/01, 6//2/01, 10/6/02, 10/12/03,
6/3/07, 10/19/08

