

WISPPA BYLAWS

ARTICLE I

Organization

Section 1.1 Name. The name of this organization shall be Women Involved in South Pasadena Political Action, hereinafter referred to in these bylaws as “WISPPA.”

Section 1.2 Purpose. The purpose of WISPPA is to push for accountability, integrity, and transparency in our city government, and to actively encourage strong, well-qualified candidates, and especially women, to run for City Council and to serve on City Commissions. WISPPA also seeks to offer opinions and advocate for positions concerning the well-being of the City of South Pasadena, and to provide information to the electorate regarding City Council candidates and city issues.

Section 1.3 Limitations. WISPPA shall not support, endorse or oppose any political party or any candidate.

ARTICLE 2

Membership

Section 2.1 Eligibility. Any person who subscribes to the purposes and policy of WISPPA and conducts him- or herself in harmony with the goals and objectives of WISPPA shall be eligible for membership.

Section 2.2 Admission. Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant.

Section 2.3 Good Standing. A member who has paid the required dues within 30 days of the due date and who is not on a leave of absence shall be a member in good standing.

Section 2.4 Leave of Absence. Any member may take a leave of absence from WISPPA upon written request to the Executive Committee. During the leave of absence, the member shall not be an active member and therefore shall not have the right to vote. The member shall be reinstated in good standing upon written notice to the Executive Committee if he or she is current on dues.

Section 2.5 Termination of Membership.

- (a) Any member may resign from WISPPA upon written request to the Executive Committee.

- (b) A member may be terminated by the Executive Committee, by a majority vote, for non-payment of dues not less than 60 days after the dues date, unless otherwise extended by the Executive Committee for good cause.
- (c) A member may be terminated by the Executive Committee, by a majority vote, for conduct materially and seriously prejudicial to the purposes and interests of WISPPA. The member shall be given fifteen (15) days prior notice of the proposed termination and the reasons for the proposed termination. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed termination. The decision of the Executive Committee shall be final.

ARTICLE 3

Meetings of Members

Section 3.1 Annual Meetings. An annual meeting of members shall be held at a date, time and place designated by the Executive Committee. At this meeting, officers and other members of the Executive Committee shall be elected, the budget proposed by the Executive Committee shall be reviewed and approved, and any other proper business may be transacted.

Section 3.2 General Meetings. There shall be at least eight (8) general meetings scheduled per calendar year.

Section 3.3 Special Meetings. Special meetings of members may be called by the Executive Committee not less than one week in advance of the meeting, provided however that if exigent circumstances preclude such advance notice, a special meeting may be called upon not less than three (3) days advance notice. No business other than that identified in the Special meeting notice may be conducted at such meeting.

Section 3.4 Notices of Meetings.

- (a) All general meeting dates for a given calendar year shall be established at its commencement and posted on the WISPPA website. In the case of a Special meeting, the notice shall also specify the nature of the business to be transacted.
- (b) Meeting notices shall include an agenda and delivered by e-mail addressed to the member at the address provided, by delivery in person, or by U.S. mail.

Section 3.5 Quorum. The presence of ten voting members in good standing shall constitute a quorum for the transaction of business at the meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum provided the action taken is approved by a majority of the remaining members present.

Section 3.6 Voting. Each member in good standing shall have one vote on each matter submitted to a vote. A majority vote of members in attendance is necessary for approval of any action or matter under consideration.

Section 3.7 Conflict of Interest. If any member has a financial interest in any matter being considered at a meeting, that member shall disclose such interest, and shall recuse him- or herself from discussion and voting on said matter.

Section 3.8 Action Without Meeting. Any action, including the election of Executive Committee members, which may be taken at any regular or special meeting of members, may be taken without a meeting if:

- (a) The written consent of every member is solicited,
- (b) If the required number of signed approvals setting forth the actions so taken is received and the number of consents cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action,
- (c) The number of approvals equals or exceeds the number of votes which would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by consent.
- (d) All such solicitations shall indicate the number of responses needed to meet the quorum requirement, the time by which the consents must be received in order to be counted, and with respect to consents other than for election of Executive Committee members, the percentage of approvals necessary to pass the measure submitted.
- (e) Any written consent in accordance with this Section shall be filed with the minutes of the proceedings of WISPPA and shall have the same force and effect as if taken at a meeting of the members.

ARTICLE 4

Officers & Executive Committee

Section 4.1 WISPPA Officers. The officers of WISPPA shall be a President, President-Elect (or Co-Presidents or Co-Presidents-Elect), Immediate Past-President(s), a Treasurer, and a Secretary. The Executive Committee shall have the discretion to approve a recommendation of the Nominating Committee to create additional offices in accordance with these Bylaws. No person may hold more than one office.

- (a) **President.** The President shall have such powers of supervision and management as customarily pertain to the office; shall preside at all WISPPA meetings and the Executive Committee or designate another person to do so;

shall be, ex officio, a member of all committees except the Nominating Committee; may assign or endorse checks, drafts and notes in the absence of the Treasurer; and shall perform such other duties as the Executive Committee may direct. In the event of the absence, disability, resignation or death of the president, the President-Elect shall assume the office. If the President-Elect is unable to serve as president, the Executive Committee shall fill the vacancy from among its members, subject to ratification by a vote of WISPPA members at the next general meeting.

The positions of President and President-Elect may each be shared among two members. In that event, Co-Presidents and Co-President-Elects shall indicate at the first meeting of the Executive Committee subsequent to their taking office how they propose to divide their responsibilities. In the event a Co-President resigns, the remaining Co-President shall become the President.

- (b) **President-Elect & Immediate Past-President.** The President-Elect and Immediate Past-President shall perform such duties as the President and the Executive Committee shall direct.
- (c) **Secretary.** The Secretary shall keep minutes of the meetings of the membership and, as appropriate, the Executive Committee. The Secretary shall notify all officers and Executive Committee members of their election and shall sign with the president all contracts and other instruments when so authorized by the Executive Committee and shall perform such other duties as the President and the Executive Committee shall direct.
- (d) **Treasurer.** The Treasurer shall perform such duties as customarily pertain to the office; and at the direction of the Executive Committee, maintain such deposits in authorized financial institutions.

Section 4.2 Executive Committee. The Executive Committee shall be comprised of the Officers and the Chairs of all Standing Committees. The Executive Committee may, in its discretion, add one or more Member-at-Large positions. Such Members-at-Large shall serve on the Executive Committee and may be assigned such responsibilities as the Executive Committee may determine.

Section 4.3 Election and Removal of Executive Committee Members. WISPPA Officers and Executive Committee members shall be nominated by the Nominating Committee and elected by WISPPA members at the annual meeting. They shall each serve for a one-year term. The Executive Committee at any time may remove any of its members, with or without cause, by two-thirds vote of its members present.

Section 4.4 Resignation of Executive Committee Members. Any member of the Executive Committee may resign his or her position at any time by giving written notice to the Executive Committee. The resignation shall take effect as of the date the notice is received or at any later

time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 4.5 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by appointment of the Executive Committee, subject to ratification by a vote of WISPPA members at the next general meeting.

Section 4.6 Executive Committee Meetings.

- (a) The Executive Committee shall meet on an ad hoc basis as determined by the President, but not less than three times per year. Except in exigent circumstances, the President shall provide at least 72 hour advance notice of such meetings.
- (b) A majority of the Executive Committee is a quorum for the transaction of business, and actions shall require a majority vote of those Executive Committee members present except as otherwise provided herein.
- (c) An action taken by the Executive Committee regarding WISPPA policy shall be considered advisory until it is subsequently considered at a general or annual meeting. However, in exigent circumstances the Executive Committee may approve an action regarding policy that shall be binding upon WISPPA until subsequently ratified or rejected at a general or annual meeting.
- (d) Three consecutive, unexcused absences from meetings of the Executive Committee shall constitute a resignation.

Section 4.7 Conflict of Interest. If any Executive Committee member has a financial interest in any matter being considered at a meeting, that member shall disclose such interest, and shall recuse him- or herself from discussion of and voting on said matter.

Section 4.8 Action Without a Meeting. Any action of the Executive Committee may be taken without a meeting if a majority of the members of the Executive Committee consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Executive Committee. All such consents shall be filed with the minutes of the proceedings of the Executive Committee.

Section 4.9 Compensation and Reimbursement. Executive Committee members shall receive no compensation for their services, but may receive reimbursement of expenses as the Executive Committee may determine by resolution to be just and reasonable.

ARTICLE 5

Committees

Section 5.1 Standing Committees.

- (a) Standing Committees, their purposes and goals shall be established by the Executive Committee. Standing Committees include, but are not limited to, Events Committee, and City Council Liaison Committee.
- (b) The Chair of each Standing Committee shall be elected at the annual meeting. Any WISPPA member may join a Standing Committee. The Chair of a Standing Committee shall determine when to call a meeting of the Standing Committee.

Section 5.2 Ad Hoc Committees. An Ad Hoc Committee may be established by vote of WISPPA members. Such a committee is distinguished from a Standing Committee in that it typically exists for a particular, short-term purpose. The President shall appoint the Chair of a Standing Committee, and the Chair shall determine when to call its meetings.

Section 5.3 Nominating Committee. The Chair of the Nominating Committee shall be the Immediate Past President, and the balance of its members appointed by the President from the voting membership of WISPPA. Subsequent to obtaining the consent of intended nominees, the Nominating Committee shall report its recommendations for Officers and other Executive Committee members to WISPPA members at least one month before the Annual Meeting. At the Annual Meeting, nominations for Executive Committee members may be made from the floor, provided the consent of the nominee has been obtained.

Section 5.4 Committee Funds. Committees must have prior approval of the Executive Committee before raising or disbursing money, or planning self-funding events. All funds collected or expended for such events must be deposited into or paid from WISPPA's general fund.

ARTICLE 6

Finances

Section 6.1 Fiscal Year. The fiscal year of WISPPA shall commence on the first of January each year.

Section 6.2 Dues. Annual dues shall be payable at a time determined by the Executive Committee. The Executive Committee may recommend changes to the annual dues, which will not become effective unless approved at a general meeting. Any member who fails to pay dues within thirty days after the due date shall no longer be considered a member in good standing unless the time for payment is extended by the Executive Committee.

Section 6.3 Funds. All monies paid to WISPPA shall be placed in a general operating fund, except that money subscribed or contributed for a special purpose shall be placed in a separate account for that purpose.

Section 6.4 Budget. The Executive Committee shall adopt a budget for the coming fiscal year and submit the budget to the members for approval at the Annual Meeting. The budget will be used for planning purposes only and may be amended as needed by vote of WISPPA members.

Section 6.5 Disbursements. The Executive Committee shall propose a resolution for consideration by WISPPA members at the Annual Meeting that establishes the respective disbursement authority of the Treasurer and the Executive Committee. Any expenditure above the pre-authorized amounts so approved shall necessitate approval by WISPPA members. All checks shall be signed by the Treasurer or by such other officer who has been authorized by the Executive Committee.

ARTICLE 7

Miscellaneous

Section 7.1 Limitation of Authority. No action by any member, committee, or Officer shall be binding upon, or constitute an expression of the policy of WISPPA, except as permitted under Section 4.6.

Section 7.2 No Personal, Financial Gain. No WISPPA member shall utilize WISPPA, or any information regarding WISPPA, including members' information, for personal financial gain.

Section 7.3 Amendment of Bylaws. These Bylaws may be amended at any time, upon a two-thirds (2/3) vote of WISPPA members present and voting. Any proposed amendment to the Bylaws shall be submitted to WISPPA members at least thirty days in advance of the vote on the amendment.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Women Involved in South Pasadena Political Action, that the above Bylaws, consisting of 7 pages, are the Bylaws of this organization as adopted by its members on June 1, 2013, and that they have not been amended or modified since that date.

Executed on _____, 2013 at South Pasadena, California.

Secretary