

**REVISED BY-LAWS OF THE
JUNIOR LEAGUE OF SAN DIEGO, INC.**

**Adopted May 1948, Amended May 1969, May 1971, May 1972, Jan. and April 1978,
May 1979, May 1980, May 1981, May 1982, May 1983, Jan. and April 1984, Jan.
and April 1985, Jan. 1987 May 1988, Jan. 1989, May 1989, April 1991, Sept. 1991,
Oct. 1991, Jan. 1992, Feb. 1992, March 1992, Feb. 1994, April 1994, April 1995,
March 1996, Sept. 1977, March 1998, April 2003, May 2009, May 2010, May 2011,
May 2014, January and May 2015, January and May 2016, May 2018**

It is the duty of every member of the Junior League of San Diego, Inc. to make herself familiar with these By-Laws and Standing Rules. Ignorance thereof shall never be an excuse for any breach or neglect.

**ARTICLE I
NAME AND AFFILIATION**

The name of this organization shall be “The Junior League of San Diego, Incorporated” (hereafter sometimes called “JLSD”). The JLSD shall be a member of the Association of Junior Leagues International, Inc. (hereafter sometimes called “AJLI”).

**ARTICLE II
PURPOSE**

The JLSD is an organization of women committed to developing the potential of women, promoting voluntarism and improving the community through the effective action and leadership of trained volunteers. Its purpose is exclusively educational and charitable. The Junior League welcomes all women who value our Mission. We are committed to inclusive environments of diverse individuals, organizations and communities.

ARTICLE III MEMBERSHIP

Section 1. Classes of Membership. The classes of membership shall be as follows:

- (A) **Provisional:** Provisional Members are those who are engaged in training to become Active members. They are not eligible to vote or to hold leadership positions.
- (B) **Active:** Active Members are those who have completed the requirements of Provisional Membership and justify their Active Membership by continuing to meet membership participation requirements to remain in good standing. Only active members in good standing can vote and hold leadership.
- (C) **Sustaining:** Active Members in good standing may choose to become Sustaining Members with seven years of Active service (exclusive of leaves of absence). Sustaining Members are not usually eligible to vote or to hold leadership positions. However, the Sustaining Directors on the JLSD Board of Directors are voting members of the Board of Directors.
- (D) **Emeritus:** Sustaining Members who have reached the age of 80 by June 30th may request Emeritus status. Emeritus members shall have all the privileges of Sustaining Members, but shall have no dues requirement

Section 2. Admission to Membership

- (A) **Eligibility:** The JLSD uses only the following criteria for consideration of prospective members:
 - (1) There shall be no deliberative process in the admission system. The JLSD does not discriminate on the basis of race, religion or national origin.
 - (2) A prospective member shall have reached the age of 21 as of June 30th of the year she applies for Provisional membership and shall be a current resident of San Diego County.
 - (3) A prospective member shall be required to attend an orientation meeting, where she shall be informed of the privileges, duties and responsibilities in the JLSD prior to submitting her membership contract.
 - (4) A prospective member shall possess an interest in voluntarism, a commitment to community service, an interest in developing her potential for voluntary community leadership, and a willingness to advance the vision of the JLSD.

Section 3. Resignations: Any member who is not in arrears in dues or in the performance of JLSD membership participation requirements may resign in good standing. A member shall be liable for dues for the coming year unless a written resignation is received by the Membership Council Vice President prior to May 31st.

Section 4. Reinstatement: Any member who has resigned while in good standing may be reinstated by a vote of the Board of Directors. Members who were dropped due to non-payment of fees or failure to complete membership requirements may be reinstated by a vote of the Board of Directors.

Section 5. Suspension and Removal: A member who becomes delinquent in her membership participation requirements, conducts herself in a way which is likely to endanger the welfare, interest or character of the JLSD, or violates the bylaws or rules of the JLSD may be suspended or removed from membership by the Board of Directors after 15 days notice in writing. She shall be notified in writing of the terms and duration of her suspension.

An opportunity for the member to be heard, orally or in writing, by the Board of Directors shall be provided not less than five days before the effective date of the removal from membership.

Section 6. Change in Status: Members in good standing can change their membership status (e.g., from "Active" to "Sustainer," "Sustainer" to "Active" or "Active Independent Placement" to "Active") at the end of the Junior League year for the following year. To change one's status, a member shall provide a written "change of status request" to the Membership Council Vice President prior to May 31st

ARTICLE IV ANNUAL DUES AND FINANCIAL OBLIGATIONS

Section 1. Annual Dues: All JLSD members shall pay annual dues and fundraising obligations as approved by the membership. Any increase in JLSD dues or fundraising obligations shall be subject to membership approval. However, if the per capita dues to AJLI are increased, then the membership dues may be automatically increased by the same amount without requiring approval of the membership.

Section 2. Fundraisers: Profits from JLSD fundraisers are to be used solely to support JLSD projects and programs.

ARTICLE V BOARD OF DIRECTOR

Section 1. Powers: The Board of Directors shall have charge and control of the affairs, funds and property of the JLSD.

Section 2. Number and Composition of Board: The authorized number of directors shall not exceed twenty. The exact number of directors shall be fixed annually by a vote of the Active Members. The Board of Directors may consist of the officers of the JLSD, at-large directors, Executive Vice President, Executive Vice President-Elect, Council Vice Presidents, a Nominating representative, a Sustaining Director and a President-Elect. At least one director who served during the previous year should be returned.

Section 3. Term and Eligibility: The Board of Directors shall be elected annually and shall hold office for a term of one or two years, dependent on position. Term length will be prescribed in the job description of the board position at the time of election. No member of the Board of Directors shall serve for more than two consecutive terms, unless she is elected President, President-Elect, Sustaining Director or is appointed to an Ad-Hoc Chair Position that is selected by the President and President-Elect and reports to the Board of Directors for more than two consecutive years.

Section 4. Meetings: The Board of Directors shall hold regular meetings during the JLSD administrative year. Special meetings may be called by the President or upon the written request of three members of the Board of Directors.

Section 5. Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum.

Section 6. Notice of Meetings: Notice of each meeting of the Board of Directors shall be given to each director not less than 48 hours before the date of the meeting if given personally or by telephone facsimile or other electronic transmission, and not less than 4 days before the meeting if given by first-class mail.

Section 7. Voting Without Meeting: Any vote required or permitted to be taken by the Board of Directors may be taken without a meeting personally, by telephone or any other electronic transmission. Such vote shall be ratified at the next meeting of the Board of Directors.

ARTICLE VI OFFICERS

Section 1. Officers: The officers of the JLSD shall be the President, President Elect, Executive Vice President, Director of Compliance, Recording Secretary and Treasurer.

Section 2. Election of Leadership: The JLSD Board of Directors shall be elected by the Active Membership. The President-Elect shall be elected for a two-year term, the first year as President-Elect and the second year as President.

Section 3. Duties.

- (A) **President:** Subject to the control of the Board of Directors, the President shall be the chief executive officer and general manager of the JLSD. All JLSD contracts must be signed by the President or another officer as designated by the President. The President shall preside at all general membership meetings and board meetings and shall be an ex-officio member of all committees except the Nominating Committee.
- (B) **President-Elect:** The President Elect is in training to assume the office of President. She shall assist the President and shall perform the duties of the President in her absence.
- (C) **Director of Compliance:** The Director of Compliance is responsible for the League's risk management and fiduciary activities and policies.
- (D) **Recording Secretary:** The Recording Secretary shall keep a book of minutes of all General Meetings, Board Meetings and committees of the Board.
- (E) **Treasurer:** The Treasurer shall keep adequate and correct books and accounts of the JLSD. She is the custodian of the funds of the JLSD and shall coordinate and supervise its financial affairs. The Treasurer must report monthly to the Board and annually to the membership regarding the JLSD's finances.

ARTICLE VII COUNCILS

The JLSD shall operate on a Council system. Each Council shall be composed of committees with related functions. A Council may be created, combined or dissolved by the Board of Directors. Each Council shall be composed of a Council Vice President and

the Chairs of committees sitting on the Council. Councils shall hold regular meetings. Councils shall hold regular meetings and keep a groupshare.

ARTICLE VIII MEETINGS OF THE JLSD

Section 1. General Meetings: There shall be General Meetings as determined by the President and Board of Directors.

Section 2. Annual Meeting: There shall be an Annual Meeting as determined by the President and Board of Directors.

Section 3. Special Meetings: A special meeting may be called at any time by the Board of Directors or upon written request to the President, Director of Compliance or Recording Secretary by 5% or more Active Members. Such written request shall state the business to be transacted at the special meeting. Notice of the special meeting shall be given to Active Members within 20 days of receipt of the request. The meeting date shall be at least 35 but no more than 90 days after receipt of the written request. Written request also includes a request made via electronic transmission.

Section 4. Notice of Meetings: Whenever a vote shall be taken at a meeting, written notice of the meeting shall be given at least 10 but no more than 90 days before the meeting date to each Active Member. Written notice includes notice via electronic transmission. If notice is given by electronic transmission, notice shall be sent to each Active Member at the email address appearing on the books of the JLSD. If notice is given by mail, notice shall be mailed to each Active Member at the address appearing on the books of the JLSD. If notice is given by mail, and is not mailed by first-class, registered or certified mail, it shall be given at least 20 days before the meeting. Such notice shall state the place, date and time of the meeting and (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for a regular meeting, those matters which the Board of Directors, at the time notice is given, intends to present for action. The notice of any meeting at which officers and directors are to be elected shall include the names of all those who are nominated for election by the Nominating Committee at the time the notice is given to members. A meeting of members, regardless of the manner of notice, is valid if a quorum is present. Attendance of a member at a meeting waives notice, except when the member objects, at the convening of the meeting.

Section 5. Adjourned Meetings: Any regular or special meeting may be adjourned by the vote of the majority of the Active Members present at the meeting. No meeting may

be adjourned for more than 45 days. When a meeting is adjourned to another time or place, notice is not required if the time and place to which the meeting is adjourned are announced at the time of adjournment. At the adjourned meeting the JLSD may transact any business which might have been transacted at the original meeting.

Section 6. Quorum: One-fifth (1/5) of the Active Members shall constitute a quorum.

Section 7. Voting at Meetings:

- (A) Active Members must be present in person to vote.
- (B) If a quorum is present, the affirmative vote of two-thirds of the Active Members present at the meeting shall be required to (1) increase the annual dues and financial obligations of the membership detailed under Article IV of these By-laws; or (2) amend these Bylaws. The affirmative vote of 85% of the Active Members present at the meeting shall be required to approve JLSD position statements. All other matters shall require an affirmative vote of a majority of the Active Members present at the meeting.

Section 8. Voting by Written Ballot Without Meeting: Any vote which may be taken at any regular or special meeting of members other than the election of leadership may be taken without a meeting if the JLSD distributes a written ballot to every Active Member. The ballot shall provide an opportunity to approve or disapprove the proposed action and provide a reasonable time to return the ballot. Approval by written ballot shall be valid only when the number of votes cast equals or exceeds a quorum of the members, and the number of approvals equals or exceeds the number that would be required if the vote were taken at a meeting. Ballots shall be distributed in accordance with Section 4 of this Article. All ballots distributed in accordance with this section shall (1) indicate the number of responses needed to meet the quorum requirement (2) state the percentage of approvals necessary to pass the measure, and (3) specify the time by which the ballot must be received in order to be counted. A written ballot includes an electronic transmission of a ballot. Votes may be cast via return of ballot by electronic transmission, including voting online via the JLSD website.

**ARTICLE IX
COMMITTEES**

Section 1. Standing Committees: Standing committees are those committees whose activities are permanent in the program of the JLSD. Each standing

committee shall be placed on a Council which has related functions. Standing committees may be created or dissolved by the Board of Directors.

Section 2. Special Committees: Special committees (sometimes referred to as Ad Hoc Committees) shall be created by the President or the Board of Directors which shall designate their powers and term.

ARTICLE X NOMINATING COMMITTEE; ELECTION OF LEADERSHIP

Section 1. Number and Composition: The Nominating Committee shall consist of eight (8) Active Members, one of whom serves as non-voting Chair of the committee. All members must have completed two years of active membership.

Section 2. Terms and Eligibility: The Nominating Committee shall hold office for a two-year term. Each year, four new positions will come up for election, with four members returning from the previous year. From the four returning members, one shall be elected as chair.

Each year the membership shall have a minimum of six and maximum of eighteen candidates to select for the committee. The group of candidates for election to the Nominating Committee shall have at least two members who have served on the Board of Directors or served as a committee chair. The members who received the highest votes at the time the Nominating Committee was elected shall fill any vacancies on the Nominating Committee during the year.

If for some unforeseen reason a nominating member is unable to return for a 2nd term, this open position will be filled with a candidate from the membership. They will be voted on by the membership for a one (1) year position in the spring. Membership shall have at least three (3) candidates to select from for this replacement.

Section 3. Nominations; Election of Leadership: The Nominating Committee shall submit a slate of candidates for the Board of Directors, Executive Management Team, and all committee chairmanships. Additional nominations, with the written consent of the nominee(s), may be submitted by a petition, signed by ten percent (10%) of the Active Membership and delivered to the Nominating Committee Chair at least ten days before the election. The names of the candidates on the petition shall be placed on the ballot along with the names of those candidates named by the Nominating Committee.

Section 4. Limitations on Nominating Committee: A Nominating Committee member, upon completion of her two-year commitment, shall not be eligible for a leadership role in the League unless the leadership slate approved by the membership at the placement fair has an unfilled position. The retiring Nominating Committee member may submit her name for consideration to the incoming Nominating Committee. If approved by the committee and the Board, the member may fill this leadership role in the year following her placement on Nominating. However, no member shall be eligible for a slated voting Board position in the year following her placement on the Nominating Committee but she can be appointed to a non-voting Board position.

Section 5. Vacancies: Any vacancies on the Board of Directors or in committee chairmanships shall be filled by a majority vote of the Board of Directors from a slate submitted by the Nominating Committee.

Section 6. Nomination of Delegates: The Nominating Committee shall appoint delegates to AJLI conferences and meetings.

Section 7. Eligibility for President-Elect: Any Junior League member who has become a Sustainer can submit a Statement of Interest to the Nominating Committee for President-Elect without returning to Active status. If the candidate that is selected to become the President-Elect is a Sustainer, she will reinstate her status to Active Member within 7 days of the vote by Membership to confirm the Nominating Committee's choice.

ARTICLE XI FISCAL POLICIES

Section 1. Fiscal Year: The fiscal year of the JLSD shall be July 1 through June 30.

Section 2. Accounts and Audits: The books and accounts of the JLSD shall be kept in accordance with generally accepted accounting principles and shall be audited or reviewed annually by a certified public accountant at the end of each fiscal year as required by AJLI. A copy of JLSD's federal tax return shall be made available to each member of the JLSD and a copy shall be sent to AJLI as soon as possible. The JLSD shall immediately send to AJLI evidence of any change in its status as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

Section 3. Bonding: The Treasurer and others handling JLSD funds shall be bonded in an amount determined by the Board of Directors.

Section 4. Dissolution: In the event of the dissolution of the JLSD, the Board of Directors shall direct the distribution of its assets to such charitable, religious or educational organizations in the community which are tax exempt for federal income tax purposes.

ARTICLE XII
NONLIABILITY OF DIRECTORS; INDEMNIFICATION
OF DIRECTORS, OFFICERS AND MEMBERS

Section 1. Nonliability of Directors and Officers:

- (A) Pursuant to Section 5239 of the California Corporations Code, there shall be no personal liability to a third party on the part of a Director or Officer of the JLSD caused by the Director's or Officer's negligent act or omission in the performance of that person's duties as a Director or Officer, if all the following conditions are met:
- (1) The act or omission was within the scope of the Director's or Officer's duties;
 - (2) The act or omission was performed in good faith;
 - (3) The act or omission was not reckless, wanton, intentional or grossly negligent;
 - (4) The JLSD has complied with the requirements of subsection (B) below.

This limitation on the personal liability of a Director or Officer does not limit the liability of the JLSD for any damages caused by acts or omissions of a Director or Officer.

- (B) Requirement to Obtain Liability Insurance. In order to obtain the full benefit of the limitation of liability set forth in subsection (A) above, the JLSD and the Directors shall make all reasonable efforts in good faith to obtain liability insurance in the form of a general liability policy for the corporation or a Director's and Officer's liability policy.

Section 2. Indemnity for Litigation: To the fullest extent permitted by law, the JLSD shall indemnify its Directors, Officers, members, employees, agents and other persons described in Section 5238(a) of the California Corporations Code (including persons formerly occupying any such position and persons serving at the request of the JLSD as a Director, Officer, member or agent of another corporation) against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any claim, action, suit, or proceeding or threat thereof made or instituted by reason of the fact that such person is or was a Director, Officer, member employee or agent of the JLSD.

**ARTICLE XIII
BYLAW AMENDMENTS**

If a quorum is present, these bylaws may be amended by the affirmative vote of two-thirds of the Active Members present at the meeting.