

May 2004
Revised Date

March 2009
Amended Date

BYLAWS
OF
ASSISTANCE LEAGUE® OF ORANGE

a nonprofit public benefit corporation

Article 1 Name and Headquarters

1.01 Name. The name of this corporation is Assistance League of Orange, a chartered chapter of National Assistance League®.

1.02 Principal Office. The principal office for the transaction of business of this organization is hereby fixed and located at 124 South Orange Street, Orange, CA 92866.

Article 2 Purpose and Policies

2.01 Purpose. The purpose of this organization shall be as stated in its Articles of Incorporation: to administer, carry on and control at least one (1) program of philanthropic work in the community.

2.02 Policies.

- (a) This organization is a tax-exempt, charitable corporation, exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and shall be nonprofit, nonsectarian and nonpolitical in all its policies and activities and not organized for the private gain of any individual or entity.
- (b) This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by corporation contributions which are deductible under Section

170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

- (c) This organization shall provide in its Articles of Incorporation that its income, assets and property are irrevocably dedicated to charitable purposes and no part of the net income, assets or property of the chapter shall ever inure to the benefit of any member thereof, or to the benefit of any private persons.
- (d) Upon the dissolution and winding up of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section.
- (e) No substantial part of the activities of this organization shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the organization participate or intervene in any political campaign including publishing or distribution of statements on behalf of or in opposition to any candidate for public office.
- (f) This organization shall be subject to the following limitations and restrictions:

 - (1) This organization shall distribute its income for each taxable year at a time and in a manner that will not subject the corporation to the tax on undistributed income 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 expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.
- (g) This organization shall support the purpose of National Assistance League and comply with its bylaws, policies, procedures and standards.
- (h) The activities of this organization shall be conducted without financial benefit to any member.

Article 3 Membership

3.01 Composition. This organization shall have members that shall be called voting members and may also have nonvoting members. Membership as a voting or nonvoting member is open without discrimination to all individuals as long as they comply with the responsibilities of membership.

3.02 Responsibilities and Standards. 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 conflict of interest and disclosure policy. The Board of Directors, hereinafter referred to as the Board, has the right in its sole and absolute discretion to revoke the membership of any member who, after allowing the member to be heard, the Board determines has not complied with the responsibilities and standards of membership.

3.03 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.

3.04 Leave of Absence. The Board 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.

3.05 Dues and Penalties. Any member who is more than sixty (60) days delinquent in any chapter obligation, without reasons deemed sufficient by the Board, shall, by action of the Board, forthwith be suspended from all privileges of the chapter. The Recording Secretary shall notify such member, in writing, of the suspension. Upon satisfactory discharge of the delinquent chapter obligations within thirty (30) days after notice of suspension, all privileges of chapter membership shall be restored. If delinquent chapter obligations are not met within thirty (30) days after notice of suspension, the membership of such member shall be revoked.

3.06 Dual Membership. Chapter members may hold membership in more than one (1) chapter and/or auxiliary.

Article 4 Board

4.01 Governing Body. The Board shall be the governing body of this organization. It shall be composed of the officers and the Elective Standing Committee chairmen, the Chapter Liaison to Orange Blossoms Auxiliary and the Representative from Professional Auxiliary. Only elected members of the Board shall 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 at the close of the annual meeting. No member shall be eligible to serve more than two (2) consecutive terms in the same office, except if appointed by the Board and elected by the membership.

4.06 Meetings. Unless otherwise directed by the Board, regular meetings of the Board shall be held on the Monday preceding the first Friday of the month.

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 meeting can communicate with one another. 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 two (2) 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-Nominee and the Board shall fill the vacancy thus created.

4.11 Executive Committee. The Executive Committee shall be composed of the officers of the Board. This committee shall have the power of the Board between meetings of the Board. Four (4) members shall constitute a quorum. The Parliamentarian shall attend Executive Committee meetings in a nonvoting capacity.

Article 5 Nominations and Elections

5.01 Nominating Committee. In January, 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 chairman and vice chairman shall be elected by and from the Nominating Committee. No member shall be eligible to serve two (2) consecutive years. The Parliamentarian 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. These offices are: President, President-Nominee, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Treasurer, Assisteens[®] Coordinator, Professional Auxiliary Representative to Chapter, Chapter Liaison to Orange Blossoms Auxiliary, and the following Elected Standing Committee Chairmen: Chapter Center, Public Relations, Strategic Planning and Thrift Shop. It shall also include a minimum of three (3) delegates and two (2) alternates to represent the chapter at the annual meeting and special meetings of National Assistance League.

5.03 Notice. The committee chairman shall submit a copy of the slate of nominees to the Recording Secretary and to each voting member at least one (1) month prior to the election meeting or at the previous regular meeting.

5.04 Petition Process. Ten percent (10%) or more of chapter members eligible to vote may nominate, by signed petition, an additional nominee for an office on the Board, or for a delegate or alternate by mailing such petition together with the written consent of the nominee to the Recording Secretary at least ten (10) days prior to the election meeting. No member shall sign more than one (1) nominating petition in a year.

5.05 Election Meeting. The Board shall be elected at the election meeting in 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 chairmen of Appointive Standing Committees;
- (d) Appoint special committees by direction of the Board or membership;
- (e) Appoint a Parliamentarian;

- (f) Appoint an Assistant Treasurer;
- (g) Sign legal documents with the Recording Secretary;
- (h) Be authorized to sign checks with the Treasurer and Recording Secretary;
- (i) Be, ex officio, a member of all committees except the Nominating Committee;
- (j) Present an annual report of corporate activities to the membership;
- (k) Submit to the national office the annual report of corporate activities within thirty (30) days following the corporation's annual meeting;
- (l) Appoint two (2) or more members to serve on the Bylaws Committee;
- (m) Appoint three (3) or more members to serve on the Finance Committee;
- (n) Appoint two (2) or more committee members to the Archive Committee;
- (o) Appoint one (1) member to serve a five (5) year term on the Restoration Committee;
- (p) Be a delegate to the National Assistance League Annual and special meetings;
- (q) Following the year of the Presidency shall serve as Chairman of the Endowment Fund Committee; and
- (r) Select member(s) to be approved by the Board for the Advisory Council as needed to comply with Section 12.01.

6.02 President-Nominee. The President-Nominee shall:

- (a) Perform the duties of the President in her absence and assume the office of the President should a vacancy occur; be the Nominating Committee's nominee for President the year following the term of office as President-Nominee; recommended to have served on the Board one (1) year previously;
- (b) Be ex officio, a member of all committees except the Nominating Committee;
- (c) Become familiar with the duties of the President and with the activities of the chapter;

- (d) Be a delegate or alternate, if needed, to the National Assistance League Annual and special meetings; and
- (e) Serve as chairman of the Advisory Council, Chapter/Auxiliary Relations and Education Committees.

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

- (a) Perform the duties of the President in the absence of the President and the President-Nominee;
- (b) Be chairman of the Membership Committee;
- (c) Be responsible for orientation and training and membership records;
- (d) Appoint one (1) member of the Membership committee to supervise the hour's book;
- (e) Appoint one (1) member of the Membership Committee to serve as New Member Orientation Chairman;
- (f) Be a member of the Chapter/Auxiliary Relations Committee and the Education Committee; and
- (g) Be a delegate, if needed, to the National Assistance League Annual and special meetings.

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

- (a) Perform the duties of the President in the absence of the President, President-Nominee and the First Vice President;
- (b) Be chairman of the Philanthropic Programs Committee and be a member of the Chapter/Auxiliary Relations Committee; and
- (c) Be a delegate or alternate, if needed, to the National Assistance League Annual and special meetings.

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

- (a) Perform the duties of the President in the absence of the President, President Nominee, First Vice President and Second Vice President;
- (b) Be chairman of the Resource Development Committee and a member of the Chapters Auxiliary Relations Committee and the Budget Committee;
- (c) Appoint one (1) member to be responsible for maintaining the records of the corporation's Privacy Policy; and

- (d) Be a delegate or alternate, if needed, to the National Assistance League Annual and special meetings.

6.06 Conduct of Meetings. In the absence of the President, the President Nominee or the Vice Presidents shall serve in the order of their offices.

6.07 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, but excluding financial records;
- (c) Sign legal documents with the President;
- (d) Certify, immediately following receipt of the call to the annual or special meetings of National Assistance League, the names of the chapter delegate(s) and alternate(s) to the National Secretary;
- (e) May sign checks with the President or the Treasurer;
- (f) Maintain in a safe deposit box a permanent file of records of value to the chapter and its officers, to be transferred to a successor at the close of the term of office;
- (g) Shall be a member of the Endowment Fund Committee; and
- (h) Shall be responsible for overseeing the duties of the Corresponding Secretary.

6.09 Treasurer. The Treasurer shall:

- (a) Be chief financial officer of the corporation;
- (b) Be responsible for the collection and disbursement of funds;
- (c) Be responsible for the financial records of the corporation;
- (d) Be authorized to sign checks with the President and Recording Secretary;
- (e) Be responsible for the filing of required tax forms;
- (f) Be chairman of the Budget Committee and the Finance Committee;
- (g) Submit to National Assistance League office per capita dues including Assisteens, Professional Auxiliary and Orange Blossoms Auxiliary to arrive at the national office on or before June 1;

- (h) Submit to National Assistance League office within four and one-half (4 1/2) months following the end of the fiscal year, the required documents, in compliance with National Policies for Chapters;
- (i) Be a member of the Endowment Fund Committee and the Restoration Committee;
- (j) Keep a record of receipts and disbursements and give a report at each meeting;
- (k) Transfer to a successor books, records and papers, file a receipt for same in chapter files;
- (l) Have a Certified Public Accountant audit or review the books annually; and
- (m) Be responsible for overseeing the duties of the Assistant Treasurer.

Article 7 Indemnifications

7.01 Indemnification of Officers, Directors, Employees and Agents. To the extent allowed by California law, the Board of Assistance League of Orange 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 Assistance League of Orange, 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 of Assistance League of Orange on the basis of each such occurrence. Indemnification shall not include reasonable attorneys' fees paid or incurred by such persons if the Board agrees to and does provide an attorney to defend such action at the expense of Assistance League of Orange.

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

Committee Appointments. Unless otherwise provided in these bylaws, members of each committee shall be appointed by the President with approval of the Board.

8.01 Elective Standing Committees.

- (a) Assisteens Auxiliary Coordinator.** The Assisteens Auxiliary Coordinator shall advise, direct and supervise the activities of Assisteens Auxiliary; Shall attend chapter Board meetings in a voting capacity; Appoint two (2) or more Assisteens Assistant Coordinators to serve on the committee, one (1) from chapter and one (1) from Professional Auxiliary; Submit Assisteens proposed financial budget to the Board for approval; and be a member of the Budget Committee and the Chapter/Auxiliary Relations Committee.
- (b) Budget Committee.** The Treasurer shall be chairman of this committee. This committee shall be composed of the following chairmen: Assistant Treasurer, Assisteens Auxiliary Coordinator, Boutique Noël, Chapter Center, Dental Health Center, Philanthropic Programs, Resource Development; and Thrift Shop. The immediate past Treasurer shall also serve on this committee as an advisor. Two (2) additional members may be appointed by the Board to serve for a one (1) year term when special financial needs exist. The duty of this committee shall be to prepare an annual budget and present it to the membership for approval at the regular meeting in April. Annual corporate, including Assisteens, Orange Blossoms and Professional Auxiliary budgets 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 Committee to be included in the annual corporate budget.
- (c) Chapter/Auxiliary Relations Committee.** The President-Nominee shall be chairman of this committee. This committee is composed of the following: First Vice President; Second Vice President, Chapter Liaison to Orange Blossoms, Assisteens Coordinator, Professional Auxiliary Chairman, Chairman-Elect, First Vice Chairman, Second Vice Chairman and Representative to Chapter, Orange Blossoms Auxiliary Chairman, Chairman-Nominee, First Vice President and Second Vice Chairman. The committee shall assist chapter and auxiliaries in achieving and maintaining standards as prescribed by National Assistance League, chapters and auxiliaries. The committee shall act as the communication and

coordination center between chapter and auxiliaries regarding bylaws and policies.

- (d) **Chapter Center Committee.** The Chapter Center Chairman shall be chairman of this committee. This committee shall be composed of one (1) representative of the Thrift Shop and Dental Center Committees, designated by the chairmen of these two (2) committees to oversee their respective buildings, and additional members, as needed, to perform the duties of these committees. The Chapter Center Chairman shall be a member of both the Budget and Restoration Committees. The Chapter Center Committee shall manage and maintain the real and personal property of the chapter and present plans for any additions, alterations or acquisitions of additional real and personal property to the Board for approval by the membership.
- (e) **Chapter Liaison to Orange Blossoms.** The Chapter Liaison to Orange Blossoms shall advise, direct and supervise the activities of the Orange Blossoms Auxiliary, attend chapter Board meetings in a voting capacity and report on the activities of the auxiliary and bring forward to the Board for its consideration motions from the auxiliary, attend chapter regular meetings, and, when asked by the President to do so, report on the activities of the auxiliary, report to the auxiliary membership, when requested by the Chairman, on information from the chapter, submit auxiliary proposed financial budget to the Board for approval, and be a member of the Chapter/Auxiliary Relations Committee.
- (f) **Education Committee.** The President-Nominee shall be the chairman of the Education Committee. This committee shall be composed of a minimum of five (5) members, including the Membership Chairman and the New Member Orientation Chairman. This committee shall disseminate to the specific areas called for, any material from National Assistance League sent to the chapter President and it shall be responsible for chapter representatives attending annual and special meetings of National Assistance League. This committee shall also establish training and education programs for the Board, committee chairmen and members and to maintain resource information and material for their use.
- (g) **Finance Committee.** The Treasurer shall be chairman of the Finance Committee. This committee shall be composed of the Assistant Treasurer, the immediate past President and members of the corporation, including one (1) member from Orange Blossoms Auxiliary and one (1) member of Professional Auxiliary. The duty of this committee shall be to maintain an ongoing review of the overall financial position of the Corporation, including insurance coverage, employee compensation, short-term investments and Certified Public Accountant prepared financial statements.

- (h) **Membership Committee.** The First Vice President shall be chairman of the Membership Committee. This committee shall be composed of the New Member Orientation Chairman, Hours Book Chairman, Archives Chairman, Keys Chairman, Social Outings Chairman and additional members deemed necessary to carry out the work of the committee. This committee shall be responsible for orientation and training of new voting members, soliciting prospective members and addressing the needs of the membership commitments.
- (i) **Professional Auxiliary Representative.** The Professional Auxiliary Representative shall attend Board meetings in a voting capacity, Report on the activities of the auxiliary and bring forward to the Board for its consideration motions from the auxiliary, attend chapter regular meetings, and, when asked by the President to do so, report on the activities of the auxiliary, report to the auxiliary membership, when requested by the Chairman, on information from the chapter, submit auxiliary proposed financial budget to the Board for approval, and be a member of the Chapter/Auxiliary Relations Committee.
- (j) **Public Relations Committee.** The Public Relations Chairman shall be the chairman of this committee. This committee shall be composed of those with the following responsibilities: President's Album Editor; Mailing Labels; Yearbook Editor; Limelight Editor; Limelight Mailing; Web Site; Electronic Communication Chairman; and Chapter Historian. The chairman shall be responsible for the management of the web site of Assistance League of Orange. This committee shall conduct all phases of the chapter's public relations, including press releases, Speakers Bureau, chapter brochures, printing of the yearbook and chapter newsletter, Limelight, and to maintain the chapter's scrapbook. Brochures shall have National Assistance League approval.
- (k) **Philanthropic Programs Committee** The Second Vice President shall be chairman of this committee. The committee shall be composed of the following chairmen: Dental Health Center, HALOS, Humor, Happiness and Health, Links to Learning, Operation School Bell[®], Orangewood Children's Home, Scholarships, Special Assistance and The Kids on the Block[®]. The chairman shall be a member of the Budget Committee. This committee shall investigate and activate philanthropic programs. Following approval of the voting membership and submission of appropriate Program Selection Reports to National Assistance League, this committee shall supervise new and existing philanthropic programs. In addition, the chairman shall oversee the auxiliary's philanthropic programs documentation.
- (l) **Resource Development Committee.** The Third Vice President shall be chairman of the Resource Development Committee. This committee shall be composed of members who shall supervise all fundraising activities,

except Thrift Shop, and shall plan and execute at least one (1) annual Embrace Orange® fundraising event. The chairman shall be a member of the Budget Committee.

- (m) **Strategic Planning Committee.** The Strategic Planning Chairman shall be chairman of this committee. This committee shall be composed of the Grants Committee Chairman and representatives from chapter, Assisteens, Orange Blossoms and Professional Auxiliaries and additional members as deemed necessary. The chairman shall be a member of the Grants Committee. The Strategic Planning Committee shall be responsible for developing a five (5) year ongoing plan to guide the growth of Assistance League of Orange. The term of each committee member shall be on a rotation basis with each serving a two (2) year term.
- (n) **Thrift Shop Committee.** The Thrift Shop Chairman shall be chairman of this committee. This committee shall be composed of chapter members in addition to the chairman. The chairman shall be a member of the Budget Committee. The chairman shall designate one (1) member from the Thrift Shop Committee to oversee the respective Thrift Shop building and report to both the Thrift Shop Chairman and the Chapter Center Chairman. This committee shall be responsible for the operation and maintenance of the Thrift Shop, a fundraising activity.

8.03 Appointive Standing Committees.

- (a) **Archives Committee.** This committee shall be composed of two (2) members in addition to the chairman. The chairman shall be a member of the Membership Committee. This committee shall record the yearly chapter activities of each voting and nonvoting member and input the information into the computer each year.
- (b) **Assistant Treasurer.** The Assistant Treasurer shall be appointed by the President, and in the absence of the Treasurer may attend Board meetings in a nonvoting capacity. Shall serve on the Budget and the Finance Committees and other duties as shall be determined by the Treasurer.
- (c) **Bylaws Committee.** The Parliamentarian shall serve as chairman of the Bylaws Committee. Within thirty (30) days after their adoption, the Bylaws Chairman shall mail to National Assistance League Bylaws Consultant, for approval, four (4) copies of amendments to the bylaws. When bylaws have been revised, the Bylaws Chairman shall mail to the Bylaws Consultant four (4) copies of the revision, together with four (4) copies of the standing rules. This committee shall be composed of members whose duty shall be to prepare amendments and/or revisions to the bylaws and standing rules when so directed by the Board or membership. The

chairman shall be a member of the Electronic Communications Committee.

- (d) **Corresponding Secretary.** The Corresponding Secretary shall be in charge of the official correspondence of the chapter, Keep an accurate list of the names and addresses of members of the chapter, Mail to National Assistance League thirty (30) days after their election, the list of names and mailing addresses of Board members, Mail to National Assistance League within thirty (30) days after the chapter's annual meeting, a list of names and mailing addresses of members, Mail to National Assistance League membership additions, deletions and changes of name and mailing addresses immediately following notification and be a member of the Electronic Communications Committee.
- (e) **Dental Health Center Committee.** This committee shall be composed of chapter members in addition to the chairman. The chairman shall be a member of the Budget Committee. The chairman shall designate one (1) member from this committee to serve on the Chapter Center Committee to oversee the prospective dental building and report to both the Dental Center Chairman and the Chapter Center Chairman. The chairman shall report to the Second Vice President, Philanthropic Programs, This committee shall be responsible for the administration, operation and maintenance of the Dental Health Center philanthropic program.
- (f) **Electronic Communications Committee.** This committee shall be composed of the Public Relations Chairman, Corresponding Secretary, Bylaws Chairman, Yearbook Editor, and Labels Mailer in addition to the chairman. The chairman shall be a member of the Public Relations Committee. This committee shall provide communication services through an up-to-date online database for all committees and members of Assistance League of Orange in the areas of chapter wide announcements, individual committee information and member-requested assistance.
- (g) **Endowment Fund Committee.** The immediate past President shall serve as chairman of the Endowment Fund Committee. This committee shall consist of the President, President-Nominee, Recording Secretary and Treasurer. The duties of this committee shall be to oversee the financial investments in the Endowment Fund and report semiannually to the Board and membership.
- (h) **Grants Committee.** This committee shall be composed of the Strategic Planning Chairman, Second Vice President, Philanthropic Programs and representatives of the membership, in addition to the chairman, as deemed necessary. The chairman shall report to the Board. The chairman shall be a member of the Strategic Planning Committee. The Grants Committee shall apply to foundations or other sources, for grants to meet

specific needs of the chapter, and it shall be responsible for submitting the applications for awards when directed by the Board. Committee members shall serve on a rotation basis with each member serving a minimum of a two (2) year term.

- (i) **Hospitality Committee.** This committee shall be composed of chapter members in addition to the chairman. The chairman shall report to the First Vice President, Membership. This committee shall supervise social functions, select monthly luncheon committees and perform social amenities for the chapter. Assistance League of Orange Angels shall be a part of this committee and the Angels may assist with meals for members who are ill or have a family emergency.
- (j) **Noëls Committee.** This committee shall be composed of crafters, in addition to the chairman. The chairman shall be a member of the Boutique Noël Committee and shall coordinate with the Boutique Noël Chairman to insure that all craft items are suitable for sale at the Boutique and that vendor duplication does not occur. This committee shall design and prepare items to be sold at the annual Boutique Noël. The chairman shall report to the Boutique Noël Chairman.
- (k) **Parliamentarian.** The Parliamentarian shall be appointed by the President to advise the President when requested. The Parliamentarian shall attend Board meetings in a non-voting capacity and shall serve as chairman of the Bylaws Committee. The Parliamentarian shall notify the Archives Chairman of any bylaws and standing rules amendments and shall call the first meeting of the Nominating Committee.
- (l) **Restoration Committee.** This committee is composed of the Chapter Center Chairman and Treasurer. There shall be five (5) additional representatives from chapter who shall serve a five (5) year term on a rotation basis. The committee shall elect a chairman who reports to the Board. This committee shall work to preserve and maintain the integrity of the chapter's historical buildings.

8.04 Special Committees. By direction of the Board or membership, the President shall appoint special committees.

Article 9 Meetings

9.01 Regular Meetings. Unless otherwise directed by the Board, with membership approval, regular meetings shall be held on the first (1st) Friday of each month, except for the months of July and August.

9.02 Election and Annual Meetings. The regular meeting in April shall be known as the election meeting, and the regular meeting in June shall be known as the annual meeting.

9.03 Conduct of Meetings. Members of Board, governing bodies and committees 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. Such participation shall constitute personal presence at the meeting.

9.04 Special Meetings. Special meetings may be called by the President and shall be called upon the written request of 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. Fifty-one (51) percent 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 1 through May 31.

10.02 Dues and Fees. Annual dues shall be payable on or before May 1 and delinquent on May 31.

Voting Members	\$85.00
Nonvoting Members	\$85.00
Nonvoting Associate Members after 2009	\$150.00
Voting/Nonvoting Life Members	\$600.00 (one time)
Voting Assisteens Members	\$285.00
Voting Orange Blossoms Auxiliary Members	\$85.00
Voting Professional Auxiliary Members	\$85.00
Nonvoting Professional Auxiliary Sustaining	\$85.00
Nonvoting Professional Auxiliary Associate	\$100.00

10.03 National Assistance League Dues. Annually, the corporation shall pay to National Assistance League per capita dues of thirty-five dollars (\$35), grandfathered Life Members prior to June 1, 2003, and ten dollars (\$10) per capita for Assisteens members.

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.

10.05 Delegates and Alternates. The chapter, at its own expense, shall send its delegates and may send its alternates to the annual meeting and special meetings of National Assistance League.

10.06 Proposed Expenditures. Proposed expenditures of unbudgeted funds in excess of five hundred dollars (\$500.00) 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 Property. The corporation may raise funds to purchase or rent property to house a program or activity, which funds shall become part of its philanthropic program.

10.09 Fundraising Agent. The corporation shall not act as a fundraising agent for individuals or other organizations.

Article 11 Auxiliaries

11.01 Formation. The chapter may form auxiliaries. Auxiliaries shall support chapter programs and activities.

11.02 Operation.

- (a) For administrative purposes, auxiliaries shall have their own governing body. They shall be governed by the bylaws of the corporation. Their policies and standards shall be consistent with the policies, procedures and standards of National Assistance League and the chapter.
- (b) The 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** and **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 **Policies for Adult Auxiliaries** and **Policies for Assisteens Auxiliaries** shall be kept on file with the chapter Recording Secretary.

11.03 Organization. An auxiliary name shall identify the auxiliary as an auxiliary of the chapter. Each auxiliary shall have a voting representative on the Board, elected by and from the auxiliary, or its Chapter Liaison to Auxiliary shall be the voting representative. The chapter may have a representative, elected by and from the chapter, on the auxiliary governing body, whose voting privileges shall be determined by the chapter.

11.04 Assisteens Auxiliary. The National Board shall approve the use of the name "Assisteens Auxiliary" and it shall include the words, "an auxiliary of Assistance League of Orange." Members may be in seventh (7th) through twelfth (12th) grades. They shall be represented on the Board by the Assisteens Coordinator or by the Chapter Liaison to Auxiliary, and the Assisteens Coordinator shall be, ex officio, a member of the Assisteens governing body.

- (a) The purpose of this auxiliary shall be to assist in some phase of the philanthropic programs of the chapter and, with the approval of the chapter, may also have their own philanthropic programs.
- (b) Funds of the auxiliary may be administered by the auxiliary under the supervision of the Assisteens Coordinator or by the Chapter Liaison to Auxiliary and shall be included in the chapter audit or review. The Coordinator shall be elected by Assistance League of Orange and with the committee shall supervise, direct and advise the activities of Assisteens Auxiliary.

11.05 Orange Blossoms Auxiliary, The purpose of this auxiliary shall be to carry on a program of philanthropic work in the community and to administer and direct at least one (1) philanthropic program.

- (a) Orange Blossoms Auxiliary, an auxiliary of Assistance League of Orange, shall be composed of young women. The auxiliary shall have voting and nonvoting members.
- (b) The governing body of Orange Blossoms Auxiliary shall be composed of elected officers and the Elective Standing Committee Chairmen.
- (c) Orange Blossoms Auxiliary shall cooperate with the chapter in their philanthropic programs. Proposed philanthropic programs of its own shall be submitted to the Board and National Assistance League for approval.
- (d) Funds of Orange Blossoms Auxiliary shall be included in the annual audit or review of the chapter.
- (e) Orange Blossoms Auxiliary shall have policies in conformity with the bylaws of the chapter and National Assistance League. Amendments or revisions to the policies shall be submitted to the chapter Bylaws Chairman for approval by the Board. When amendments of these policies shall become necessary by action of the chapter and/or National Assistance League, the Policies Committee of the auxiliary is authorized to conform these policies in accordance therewith.

11.06 Professional Auxiliary. The purpose of this auxiliary shall be to carry on a program of philanthropic work in the community and to administer and direct at least one (1) philanthropic program.

- (a) Professional Auxiliary, an auxiliary of Assistance League of Orange shall be composed of women employed a minimum of twenty (20) hours per week or enrolled in a minimum of nine (9) units at school, or an equivalent or combination of both. The Membership Committee of the auxiliary and the Chapter/Auxiliary Relations Committee shall evaluate such combinations. Members who have a change in working or educational status may maintain auxiliary membership as long as auxiliary obligations are met. The auxiliary shall have voting and nonvoting members.
- (b) The governing body of Professional Auxiliary shall be composed of the elected officers and the Elective Standing Committee chairmen. Professional Auxiliary Representative to chapter shall serve as representative to the Board as a voting member.
- (c) Professional Auxiliary shall cooperate with the chapter in their philanthropic programs. Proposed philanthropic programs of its own shall be submitted to the Board and National Assistance League for approval.

- (d) Funds of Professional Auxiliary shall be included in the annual audit or review of the chapter.

- (e) Professional Auxiliary shall have policies in conformity with the bylaws of the chapter and National Assistance League. Amendments or revisions to the policies shall be submitted to the chapter Bylaws Chairman for approval by the Board. When amendments of these policies shall become necessary by action of the chapter and/or National Assistance League, the Policies Committee of the auxiliary is authorized to conform these policies in accordance therewith.

Article 12 Advisory Council

12.01 Advisory Council. An Advisory Council, composed of a minimum of five (5) representative members of the community, including an attorney, shall serve the corporation in an advisory capacity. Members shall serve for a five (5) year term on a rotation basis. Members of this committee shall be elected by the Board at its April meeting. Vacancies on this council shall be filled by vote of the Board. The Mayor of the City of Orange shall be invited to serve as an honorary member. The President Nominee shall be chairman of the Advisory Committee.

Article 13 National Assistance League

13.01 Determining Delegates. The chapter shall elect at its election meeting, to serve for one (1) year, a voting delegate, and an alternate thereto, for up to one hundred (100) of the chapter's membership (but not less than one (1) voting delegate and with the membership rounded off to the next highest hundred for such determination), to represent the chapter at annual and special meetings of National Assistance League. Additional delegates/alternates shall be elected for each one hundred (100) additional members, and if there are additional members in excess of those divisible by one hundred (100), one additional delegate/alternate shall be elected if there are fifty-one (51) or more additional members.

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

14.02 Amendments and Revisions. These bylaws may be amended or new bylaws adopted 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 the provisions of 14.02 of this Article.

14.04 Filing. Current bylaws and standing rules shall be on file at the national office.

Article 15 Parliamentary Authority

15.01 Rules of Order. The current edition of *Robert's Rules of Order Newly Revised*, as amended from time to time, shall govern the meetings of the chapter insofar as those rules are not inconsistent with or in conflict with these bylaws, the Articles of Incorporation, the **Bylaws of National Assistance League**, the law, the laws of the State of California or rules governing agenda, motions and related matters.