**BYLAWS OF CAPITOL NETWORK**

**A California Public Benefit Corporation**

**ARTICLE I. NAME**
The name of this corporation is California Capitol Network.

**ARTICLE II. OFFICE**

SECTION 2.01. PRINCIPAL OFFICE.

The corporation's principal office shall be located in Sacramento County, California, at such place as the Board of Directors (the "Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another within the county.

**ARTICLE III. PURPOSES AND LIMITATIONS**

SECTION 3.01. GENERAL PURPOSES.

This corporation is a nonprofit public benefit corporation organized under the California Nonprofit Public Benefit Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. The purposes for which this corporation is formed are overcoming the historical exclusion of women in politics and governmental relations, supporting charitable women's and children's issues and causes, and promoting the education of, and interaction among, persons interested in the legislative process. Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

SECTION 3.02. SPECIFIC PURPOSES.

Within the context of the foregoing general purposes, the corporation's specific purposes are to:

(a) Promote the education of and development of women working within and around the Legislature and state government with the goal of promoting the inclusion of women in politics and governmental relations; and

(b) Fundraising for charitable organizations which serve the needs of women and children in California.

SECTION 3.03. LIMITATIONS.

No part of the net earnings of the corporation shall inure to the benefit of any director, member or private shareholder, as defined for purposes of Section 501(c)(3) of the Internal Revenue Code of 1954.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these bylaws, this corporation shall not engage in any activities or exercise any powers that would cause it or any of its members to violate the Fair Political Practices Act.

**ARTICLE IV. MEMBERSHIP**

SECTION 4.01. CLASSIFICATION OF MEMBERS.

Membership shall be granted to all persons who have paid annual membership dues as an individual at the assigned fee level or through a formal designation in a membership group package provided by their employer. The membership classification levels and respective dues schedule shall be determined by a two-thirds vote of Board of Directors.

SECTION 4.02. PRIVILEGES.

Members shall enjoy the privileges of voting, serving on the Board, and eligibility to become chair(s) of standing committees. Members who fail to be in good standing, as set forth in Section 4.04, shall not be entitled to vote on any matter.

SECTION 4.03. VOTING MEMBERS.

Members in good standing shall have the right to vote, as set forth in Section 5.06, on the election of directors, on the financial disposition of the corporation, on a merger and on a dissolution. In the event of a dissolution of the corporation, such members shall receive a pro rata distribution of all assets, exclusive of those held in charitable trust, remaining after payment of, or provision, for the obligations and debts of the corporation and the provision for any other payment required under applicable law. Additionally, members shall have all of the rights afforded members under the California Nonprofit Public Benefit Corporation Law.

SECTION 4.04. DUES. GOOD STANDING.

Annual dues shall be in amounts to be fixed from time to time upon recommendation by two-thirds of the Board. Any change in dues shall become effective no sooner than 180 days following Board approval. Different dues may be set for each class, but dues shall be equal for all members of each class. Late fees may be assessed at the discretion of the Board.

SECTION 4.05. TERMINATION OF MEMBERSHIP.

A membership shall terminate on occurrence of any of the following events:

a) resignation of a member, upon reasonable notice to the corporation;

b) expiration of the period of membership, unless membership is renewed;

c) failure of a member to pay dues; or

d) expulsion by the Board for conduct that the Board shall deem inimical to the best interest of the corporation, including, without limitation, flagrant violation of any provisions of these bylaws.

The Board shall give the member who is the subject of the proposed expulsion prior notice of the proposed expulsion and the reasons therefore. Prior to the effective date of the proposed expulsion, the Board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein of the proposed expulsion.

**ARTICLE V. MEETING OF MEMBERS**

SECTION 5.01. LOCATION OF MEETINGS.

Meetings of the members shall be held at any place designated by the Board.

SECTION 5.02. ANNUAL AND OTHER REGULAR MEETINGS.

Meetings of the members shall be held at least once a year. The annual meeting of the members shall be held no later than the month of December for the following year, unless the Board fixes another date and so notifies the members as provided in Section 5.04. In any year in which directors are elected, the election shall be held at the annual meeting. Any other proper business may be transacted at the meeting, subject to Sections 5.04 and 5.05.

SECTION 5.03. SPECIAL MEETINGS.

A special meeting of the members may be called for any lawful purpose by an Executive Officer or more than 5% of the Board Members. Notice and voting privileges at special meetings shall be carried out pursuant to Section 5.04.

SECTION 5.04. NOTICE REQUIREMENTS FOR THE MEETINGS OF MEMBERS.

Written, email, or other means of electronic notification shall be given not less than ten (10) nor to each member entitled to notice. Notice shall state the place, date and hour of the meeting and, (a) in the case of a special meeting, the general nature of the business to be transacted, or (b) in the case of the annual meeting, those matters that the Board, at the time of the mailing of the notice, intends to present for action by the members, but, subject to the provisions of applicable law, any proper matter may be presented at the meeting for such action. The notice of the meeting at which written ballots for directors may be cast shall include the names of all persons who are nominees at the time notice is given.

SECTION 5.05. QUORUM.

A quorum need not be established for action on any business during a regular or annual meeting of the members unless called for to be established by a member in good standing, pursuant to Section 4.03. A quorum shall be constituted by 20 members in good standing. Once a quorum has been called for and established, members may continue to conduct business until adjournment. Any action taken shall be approved by a majority of the present members eligible to vote.

SECTION 5.06. VOTING.

Subject to provisions of the California Nonprofit Public Benefit Corporation Law, persons entitled to vote at any meeting of members shall be members in good standing. Voting may be voice or ballot; provided however, that any election of directors where there are multiple candidates for a single seat then that contest must be by voted on through a written ballot. Election of directors may be taken as a block vote with the consent of the membership.

Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Pursuant to Section 5.05, the affirmative vote of the majority of the voting power represented at the meeting, shall be the act of the members, unless a greater number is required by the California Nonprofit Public Benefit Corporation Law.

SECTION 5.07. ACTION BY WRITTEN BALLOT WITHOUT A MEETING.

Any action that may be taken at any meeting of the members may be taken without a meeting upon compliance with the provisions of this section. Written or electronic ballots shall be delivered in the manner required by Section 5.04 to all voting members. All solicitation of votes and distributions by ballots shall:

a) Indicate the number of responses needed to meet the quorum requirements;

b) With respect to ballots other than for election of directors and officers, state the percentage of approvals necessary to pass the measure(s);

c) With respect to ballots for election of directors and officers, state the name of each candidate and the office to which nominated;

d) Specify the time by which the ballot must be received in order to be counted;

e) Set forth the proposed action;

f) Provide the members an opportunity to specify the approval or disapproval of any proposal;

g) Provide a reasonable time within which to return the ballot to the corporation, specifying the email address or mailing address to which the ballot is to be sent.

The written ballot shall provide, subject to reasonable specified conditions, that where the person solicited specified a choice with respect to any such matter, the vote shall be cast in accordance therewith. In any election of directors, a written ballot that is marked by a member "withhold" or is otherwise marked in a manner indicating that the authority to vote is withheld, shall not be voted.

Approval by written or electronic ballot shall be valid only when the number of votes cast by ballot, within the time specified, equals or exceeds that quorum required to be present at a meeting authorizing the action.

A written or electronic ballot may not be revoked. All written or electronic ballots shall be filed with the secretary of the corporation and retained in the corporate records for a period of two (2) years.

**ARTICLE VI. ELECTION OF DIRECTORS AND EXECUTIVE OFFICERS.**

SECTION 6.01. NOMINATIONS BY COMMITTEE.

The Nominating Committee shall propose qualified candidates for election to the Board of Directors. The Nominating Committee shall inform prospective candidates of the duties and responsibilities of directors and describe the election process. The nominating Committee shall also propose qualified candidates for positions as officers. More than one candidate may be nominated for an office. The Chair of the Nominating Committee shall report to the Board at the Board meeting prior to the annual meeting and to the members at the annual meeting to slate of candidates for the proceeding year.

SECTION 6.02. NOMINATIONS FROM THE FLOOR. At the annual meeting, any active member in good standing may place names in nomination.

SECTION 6.03. SOCIALIZATIONS OF VOTES.

If more than one candidate is nominated for a position with at least 14 business days in advance of the annual meeting, the board shall formulate procedures that allow a:

a) Reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and reasons for candidacy;

b) Reasonable opportunity for all nominees to solicit votes; and

c) Reasonable opportunity for all members to choose among the nominees.

**ARTICLE VII. BOARD OF DIRECTORS**

SECTION 7.01. POWERS.

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws and any limitation in the articles of incorporation and these bylaws relating to action required to be approved by the members, the activities and affairs of the corporation shall be managed, and all corporate power shall be exercised, by or under the direction of the Board. The Board has the power to appoint and remove officers. The Board has the power to determine the charitable beneficiaries of the corporation's fundraising activities.

SECTION 7.02. NUMBER AND QUALIFICATIONS OF DIRECTORS.

The authorized number of directors shall be up to fourteen (14). Directors shall be members in good standing. Those directors who are officers must have been members for the previous twelve (12) months. The board shall consist of Executive Officers, pursuant to Article IX, four at-large members, and the chair of each Committee. In the instance of Committee Co-Chairs, each Committee will be represented by one vote. In addition, the Board shall include up to two (2) non-voting honorary members of the Legislature as selected by the other directors.

SECTION 7.03. EXECUTIVE OFFICERS.

Executive Officers shall consist of the President, Vice President (or Co-President), Treasurer, and Secretary.

SECTION 7.04. ELECTION AND TERM OF THE OFFICE OF DIRECTORS.

The Executive Officers and At-Large Members shall be elected by the membership at the annual meeting pursuant to Article VI. The term of office is one (1) year. The President shall assume to the position of Immediate Past President without election.

SECTION 7.05. VACANCIES.

A vacancy or vacancies on the Board shall exist on the occurrence of any of the following:

a) Failure of any director to attend three (3) board meetings without providing notice to an Executive Officer;

b) Death or resignation of any director;

c) Vote of the members to remove any director;

d) An increase of the authorized number of directors; or

e) Any other even causing a vacancy under the California Nonprofit Public Benefit Corporation Law.

Any director may resign effective upon giving written notice to the President or the Secretary of the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a later time, a successor may be elected to take office when the resignation becomes effective.

Vacancies on the Board of Directors may be filled by through appointment for the duration of the term confirmed by two-thirds vote of the Board, whether or not by less than a quorum

SECTION 7.06. LOCATION OF BOARD MEETINGS.

Meetings of the Board shall be held at any place that has been designated by the resolution of the Board in notice of the meetings. Any meeting may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

SECTION 7.07. REGULAR BOARD MEETINGS.

Regular meetings of the Board shall be held not less than every three months at such time, place and dates as may be fixed by the Board with notification provided no less than three (3) days prior to the meeting

SECTION 7.08. SPECIAL MEETINGS.

Special meetings of the Board for any purpose may be called at any time by the president or the secretary or by any two directors with notice providing the time and place, place and purposed of meeting with no less than twelve (12) hours notice.

SECTION 7.08. QUORUM.

A majority of the authorized number of voting directors shall constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of these bylaws or the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, until the adjournment of that meeting.

SECTION 7.09. WAIVER OF NOTICE.

Meeting notice need not be given to any director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the secretary as part of the minutes of the meetings. Notice of a meeting waiver need not be given to any other attending director unless a request is made the attending director is provided before or after the meeting.

SECTION 7.10. ACTION WITHOUT MEETING.

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such an action. Such consent or consents shall have the same force and effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

**ARTICLE VIII. COMMITTEES**

SECTION 8.01. NOMINATING COMMITTEE.

The nominating committee, chaired by the outgoing president, shall nominate officers and directors from the list of members in good standing who have been members for at least twelve (12) consecutive months prior to their nomination. Members of the Nominating Committee may be nominated, and more than one (1) person may be nominated for an office. The Committee shall submit its nominations to the members at the annual meeting.

SECTION 8.02. EXECUTIVE COMMITTEE.

The corporation shall have an executive committee that shall be composed of the Executive Officers pursuant to Section 7.03 and the Immediate Past President. The executive committee shall have and may exercise the authority of the Board in the management of the affairs and activities of the corporation between meetings of the Board, subject to such limitation or restrictions as the Board may from time to time impose. Meetings and action of the executive committee shall be governed by, held, and taken in accordance with the provisions of Article VII of these bylaws, concerning meetings and other action of the Board except that the time for regular meetings and the calling of special meetings may be determined either by resolution of the Board or, in the absence of a Board resolution, by resolution of the committee.

SECTION 8.03. MEMBERSHIP COMMITTEE.

 The membership committee shall develop programs to enhance and encourage membership, coordinate events to foster this purpose, and provide communications about corporation activities, and other duties as approved by the Board.

SECTION 8.04. CHARITABLE GIVING COMMITTEE.

The charitable giving committee shall develop application materials for charitable contributions, conduct annual solicitations of applications, and review applications and make recommendations to the Board for charitable donations, and other duties as approved by the Board.

SECTION 8.05. GOLF COMMITTEE.

The Golf Committee shall coordinate and carry-out the golf tournament fundraiser and other duties as approved by the Board.

SECTION 8.06 MENTORSHIP COMMITTEE.

The Mentorship Committee shall develop and review applications from mentors and mentees, create mentorship pairings, conduct events for participants in the mentorship program, and other duties as approved by the Board.

SECTION 8.07. EVENTS COMMITTEE.

The Events Committee shall provide professional development and networking opportunities in support of the corporation’s purpose and other duties as approved by the Board.

SECTION 8.05. OTHER COMMITTEES. The Board may from time to time appoint such other committees with such qualifications for membership, powers and duties as the Board shall determine.

**ARTICLE IX. EXECUTIVE OFFICERS**

SECTION 9.01. PRESIDENT.

The President shall, subject to the control of the Board, be the general manager of the corporation and generally supervise, direct and control the activities and affairs of the corporation. The president shall preside at all meetings of the members and at all meetings of the Board. The president shall have such other powers and duties as may be prescribed by the Board or the bylaws.

SECTION 9.02. VICE PRESIDENT.

In the absence or disability of the president, the vice president shall perform all the duties of the president and, when so acting, shall have all the powers of, and subject to all the restrictions upon, the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the bylaws.

SECTION 9.03. SECRETARY.

The secretary shall keep a record of minutes of all meetings and actions of the Board, of the executive committee, and of members, with the time and place of holding, whether annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at the Board and executive committee meetings, the number of members present at the member's meetings. The secretary shall keep a copy of articles of incorporation and bylaws, as amended to date.

The secretary shall keep, or cause to be kept at a place determined by resolution of the Board, a record of the corporation's members, showing the names of all members, their contact information, and the type of membership.

The secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and to the executive committee required by those laws to be given. The secretary shall be responsible for the correspondence of the corporation and shall be the historian of the corporation. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.

SECTION 9.04. TREASURER.

The treasurer shall project a budget, shall keep and maintain adequate and correct books and accounts of the properties and transactions of the Association, and shall send or cause to be sent to the members and directors such financial statements and reports as are required by law or these bylaws to be given. The books of the account shall be open to inspection by any director at all reasonable times.

The treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be ordered by the Board, shall disburse the funds of the corporation as may be ordered by the Board, shall render to the president and Board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation. The treasurer shall have other powers and perform such other duties as may be prescribed by the Board.

**ARTICLE X. MISCELLANEOUS**

SECTION 10.01. ANNUAL REPORTS. The corporation make available upon request a report of the corporations’ membership activities and financial standing within 90 days of the request being submitted.

SECTION 10.02. CONSTRUCTION. Unless the context otherwise requires, the general provisions, rules of construction, and definitions of the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws.

**ARTICLE XI. AMENDMENTS TO BYLAWS**

SECTION 11.01. NEW OR AMNEDED BYLAWS.

New bylaws may be adopted or these bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of the Board or two-thirds (2/3) of the voting members. If amendments are submitted by the membership, they must also be accompanied by a written petition signed by no less than 5% of the voting members. The application or effect of any bylaws may be suspended or waived by the affirmative vote of two-thirds (2/3) of the Board or two-thirds (2/3) of the voting members.

SECTION 11.02. AMENDMENTS APPROVAL.

Notwithstanding Section 11.01, members must approve any action that would:

a) Materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer of membership;

b) Increase or decrease the number of membership authorized in total or for any class;

c) Effect an exchange, reclassification, or cancellation of all or any part of the membership;

d) Authorize a new class of membership; or

e) Specify or change a fixed number of directors or the maximum number of directors or change from a fixed variable number of directors or vice versa.

Date of last change: September 12, 2008

Date of proposed amendments: November 17, 2017