

**LEAGUE OF WOMEN VOTERS
OF ORANGE, DURHAM AND CHATHAM COUNTIES**

BYLAWS

As revised May, 2008 with recommended revisions for 2010

Deletions are shown with strikethroughs, additions with underlining.

Revisions committee: Judie Burke, Carol Rist, Ruth Ann Groh, with additional recommendations from the Administrative Team.

ARTICLE I. Name

Section 1. *Name.* The name of this organization shall be the League of Women Voters of Orange, Durham and Chatham Counties, hereinafter referred to in these Bylaws as LWVODC. This local league, consisting of three units representing the three counties, is an integral part of the League of Women Voters of the United States and of the League of Women Voters of North Carolina, hereinafter referred to in these Bylaws as LWVUS and LWVNC respectively.

ARTICLE II. Purposes and Policy

Section I. *Purposes.* The purposes of the LWVODC are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Section 2. *Political Policy.* The LWVODC shall not support or oppose any political party or candidate.

ARTICLE III. Membership

Section I. *Eligibility.* Any person who subscribes to the purpose and policy of the League shall be eligible for membership.

Section 2. *Types of Membership.*

a. Voting members. Citizens at least 18 years of age who join the League shall be voting members of local Leagues, state Leagues and of the LWVUS;

(1) individuals who live within an area of a local League may join that League or any other local League;

(2) those who reside outside the area of any local League may join a local League or shall be state members-at-large;

(3) those who have been members of the League for 50 years or more shall be honorary life members excused from the payment of dues.

b. Associate members. All others who join the League shall be associate members.

ARTICLE IV. Officers

Section 1. ~~*Enumeration and Election of Officers.*~~ *Election, Qualifications and Term.* The officers of the LWVODC shall be a President, or co presidents or a management team as appropriate for the circumstances and a First Vice president, a Second Vice President, a Secretary, and a Treasurer. They shall be voting members of the League and shall serve for a term of one year or until their successors have been elected, who shall be elected by the general membership at the Annual Meeting and take office at the beginning of the fiscal year. Two persons may hold any of these offices. Each person may vote on the issues.

Section 2. ~~*Terms of Office.*~~ All officers shall be elected for one year terms. They may, however, be re-elected to

~~the same or another office after their term of office expires.~~

Section 3. ~~2.~~ *The President.* The President shall refer to the president, a co president or any member of the management team as appropriate. The President shall preside at all meetings of the organization and of the Board of Directors/Administrative Team or designate another person to do so. The President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall have such usual powers of supervision and management as may pertain to the office of the President and perform such other duties as may be designated by the Board.

Section 4. ~~3.~~ *The Vice Presidents.* The Vice Presidents ~~in order of their rank,~~ shall, in the event of absence, disability or death of the President possess all the powers and perform all the duties of the office, until such time as the Board of Directors/Administrative Team shall elect one of its members to fill the vacancy. If ~~neither the~~ Vice President is unable to serve as President, the Board shall fill the vacancy from among the elected Directors membership. The Vice Presidents shall perform such other duties as the President and Board shall designate.

Section 5. ~~4.~~ *The Secretary.* The Secretary shall keep minutes of ~~all general~~ the meetings of the League at which decisions are made and of ~~all~~ meetings of the Board of Directors/Administrative Team. The Secretary shall notify all officers and directors of their election. The Secretary shall sign, with the President, all contracts and other instruments when so authorized by the Board and shall perform such other ~~functions~~ duties as ~~may be incident to the office~~ the president and board shall direct.

Section 6. ~~5.~~ *The Treasurer.* The Treasurer shall ~~collect and receive all monies due. The Treasurer shall be the custodian of these monies, shall deposit them in a bank designated by the Board of Directors, and shall disburse the same only upon order of the President or the Board. The Treasurer shall present financial statements to the Board at its regular meetings and an annual financial report to the Annual Meeting.~~ perform such duties as customarily pertain to the office; arrange for an annual audit of the books; and, at the direction of the board, maintain deposits in authorized financial institutions.

ARTICLE V. Executive Committee

(See Article V, Section 6)

~~Section 1. The executive committee shall consist of the President, First and Second Vice Presidents, Secretary and Treasurer. The Executive Committee shall exercise such power and authority as may be delegated to it by the board and shall report to the board on all actions taken by it between regular meetings of the board.~~

ARTICLE VI. V. Board of Directors/Administrative Team

Section I. *Number, Manner of Selection and Term of Office.* The Board of Directors/Administrative Team shall consist of the officers of the league, ~~six~~ up to four elected Directors and not more than ~~six~~ four appointed Directors. ~~Three~~ Two Directors shall be elected ~~by the general membership~~ at each Annual Meeting and shall serve for a term of two years or until their successors have been elected and qualified. The elected members shall appoint such additional Directors, not exceeding ~~six~~, four as they deem necessary to carry on the work of the league. The terms of the office of the appointed Directors shall be one year and shall expire at the conclusion of the next Annual Meeting. The appointed directors shall have the same rights and responsibilities as the elected directors, and will attend board meetings, and be part of the quorum for voting.

Section 2. The immediate past President shall remain on the Board for the next year following his or her term as an ex-officio Board member. No ex-officio Board member shall be counted for the purpose of staying within the number of board members allowed. An ex-officio board member will be part of the quorum for voting.

Section 3. *Qualifications.* No person shall be elected or appointed or shall continue to serve as an officer or director of this organization unless that person is a voting member of the LWVODC.

Section 4. *Vacancies.* Any vacancy occurring in the Board of Directors/Administrative Team may be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board of Directors/Administrative Team. Three consecutive absences from a Board meeting of any member without a valid reason shall be deemed a resignation. ~~The Chair of the Nominating Committee shall assume the responsibility to fill a vacancy whereupon it shall be voted by the board.~~ Vacancies other than the presidency may be filled by vote of the remaining members of the board.

Section 5. *Powers and Duties.* The Board of Directors/Administrative Team shall have full charge of the property and business of the organization, with full power and authority to manage and conduct same, subject to the instructions of the voting membership. It shall plan and direct the work necessary to carry out the Program as adopted by the national convention, the state convention and the Annual Meeting. The Board shall create and designate such special committees as it may deem necessary.

Section 6. *Executive Committee.* The board may appoint an executive committee consisting of no fewer than three members of the board. The executive committee shall exercise such power and authority as may be delegated to it by the board and shall report to the board on all actions taken by it between regular meetings of the board. (replaces Article V and is taken from Sample Bylaws It makes this an option not mandated.)

Section ~~6~~ 7. *Meetings.* There shall be at least ~~nine~~ seven regular meetings of the Board of Directors/Administrative Team annually. The president may call special meetings of the Board of Directors/Administrative Team and shall call a special meeting upon the written request of five members of the Board.

Section ~~7~~ 8 *Quorum.* A majority of the members of the Board of Directors/Administrative Team shall constitute a quorum.

Section 9. *Conduct of meetings:* The Board may conduct meetings by teleconference or videoconference. Such meetings must be conducted by a technology that allows all persons participating to hear and deliberate simultaneously. The Board and/or committees may conduct business by electronic mail, provided that all asynchronous communication is fully documented. All such business will be entered into the Board's minutes.

ARTICLE ~~VH~~ VI. Nominations and Elections

Section 1. *Nominating Committee.* The nominating Committee shall consist of a Chair nominated by the current Nominating Committee and elected at the Annual meeting and three persons from the membership appointed by the president with one member from each unit. The Nominating Committee Chair should attend board meetings and shall have voting privileges at said meetings. An additional member from the Board of Directors/Administrative Team shall be chosen by the Board. Suggestions for nominations for Officers and Directors may be sent to this Committee by any voting member.

Section 2. *Report of Nominating Committee and Nominations from the Floor.* The report of the Nominating Committee of its nominations for Officers, Directors, and Chair of the succeeding Nominating Committee shall be sent to all members one month before the date of the Annual Meeting. The report of the Nominating Committee shall be presented at the Annual Meeting. Immediately following the presentation of this report, nominations may be made from the floor by any voting member, provided the consent of the nominee shall have been secured.

Section 3. *Elections.* The election shall be by ballot, except that when there is but one nominee for each office, the secretary may be instructed to cast the ballot for each nominee. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE ~~VIII~~. VII Financial Administration

Section 1. *Fiscal Year*. The fiscal year of the LWVODC shall commence on the first day of July. ~~each year, beginning July 1, 1988.~~

Section 2. *Dues*. Annual per member dues shall be determined by the membership. Dues shall be the same for voting members and for associate members. When two or more members reside at the same address in a common household, annual dues for them shall be one and one-half the per member dues. Dues shall be payable by July 1. Any member who fails to pay dues by October 1 of any fiscal year shall be dropped from the membership rolls. A member transferring to the league from another League, which has a different rate of membership renewal, will be assessed a pro-rata share of our membership fee to cover any time elapsed between the end of the membership year of the former League and the beginning of the Orange, Durham and Chatham Counties League's membership year.

Section 3. *Budget*. A budget for the ensuing year shall be submitted by the Board of Directors/Administrative Team to the Annual Meeting for adoption. The budget shall include support for the work of the League of Women Voters on all its levels of activity.

Section 4. *Budget Committee*. A Budget Committee shall be appointed by the Board of Directors/Administrative Team at least two months prior to the Annual Meeting to prepare a budget for the ensuing year. The proposed budget shall be sent to all members one month before the Annual Meeting. The Treasurer ~~or the Finance Chair~~ shall not be eligible to serve as chair of the Budget Committee.

Section 5. *Distribution of Funds on Dissolution*. In the event of dissolution, for any cause, of the LWVODC, all monies and securities which may at the time be owned by or under the absolute control of the LWVODC shall be paid to the LWVNC after the Board of Directors/Administrative Team has paid or made provision for the payment of all the liabilities of the LWVODC. All other property of whatsoever nature, whether real, personal or mixed which may at a the time be owned by or under the control of the LWVODC shall be disposed of by any officer or employee of the organization having possession of same to such person, organization, or corporation, for such public, charitable or educational uses and purposes as may be designated by the then Board of Directors/Administrative Team of LWVODC.

ARTICLE ~~IX~~. VIII Meetings

Section 1. *Membership Meetings*. There shall be at least four meetings of the membership each year, with additional meetings to be called at the discretion of the Board of Directors/Administrative Team. Time and place shall be determined by the Board of Directors/Administrative Team.

Section 2. *Annual Meeting*. An Annual Meeting shall be held during the month of May, the exact date to be determined by the Board of Directors/Administrative Team. It shall:

- a. adopt a local Program for the ensuing year;
- b. elect officers and directors and the chairman of the Nominating Committee;
- c. adopt an adequate budget; and
- d. transact such other business as may properly come before it.

Section 3. *Quorum*. One-tenth of the members shall constitute a quorum at all business meetings of the LWVODC.

ARTICLE ~~X~~. IX Program

Section 1. *Authorization.* The governmental principles adopted by the National Convention, and supported by the League as a whole, constitute the authorization for adoption of Program.

Section 2. *Program.* The Program of the LWVODC shall consist of action to implement the principles and those local governmental issues chosen by the Annual Meeting for concerted study and action.

Section 3. The Annual meeting shall act upon the Program using the following procedures:

a. Voting members may make recommendations for new studies up to two months prior to the Annual Meeting.

~~a. b.~~ The Board of Directors/Administrative Team shall consider ~~the~~ these recommendations ~~sent in by the voting members~~ two months prior to the Annual Meeting and shall formulate a proposed Program.

~~b. c.~~ The proposed Program shall be sent to all members at least one month before the Annual Meeting.

~~e. d.~~ A majority vote of voting members present and voting at the Annual Meeting shall be required for adoption of subjects in the proposed Program as presented to the Annual Meeting by the Board of Directors/Administrative Team.

~~d. e.~~ Recommendations for Program submitted by voting members two months prior to the Annual Meeting but not recommended by the Board of Directors may be considered by the Annual Meeting provided that: ~~the Annual Meeting shall order consideration by a majority vote; the Annual Meeting shall adopt the item by a majority vote.~~

e. Changes in the Program, in the case of altered conditions, may be made provided that:

- (1) Information concerning the proposed changes has been sent to all members at least two weeks prior to a general membership meeting;
- (2) Final action by the membership is taken at a succeeding meeting.

Section 4. *Member Action.* Members may act in the name of the LWV only when authorized to do so by the appropriate Board of Directors/Administrative Team.

Section 5. *Local League Action.* The LWVODC may act only in conformity with, or not contrary to, the position taken by the LWVUS as stated in the principles.

ARTICLE ~~XI~~. X National Convention, State Convention and Council

Section 1. *National Convention.* The Board of Directors/Administrative Team at a meeting before the date on which the names of delegates must be sent to the national office shall select delegates to that convention in the number allotted the LWVODC under the provisions of the bylaws of the LWVUS.

Section 2. *State Convention.* The Board of Directors/Administrative Team at a meeting before the date on which the names of delegates must be sent to the state office shall select delegates to that convention in the number allotted the LWVODC under the provisions of the bylaws of the LWVNC.

Section 3. *State Council.* The Board of Directors/Administrative Team at a meeting before the date on which the names of delegates must be sent to the state office shall select delegates to that council in the number allotted the LWVODC under the provisions of the bylaws of the LWVNC.

ARTICLE ~~XII~~. XI Parliamentary Authority

Section 1. *Parliamentary Authority.* The rules contained in Roberts Rules of Order Revised shall govern the

organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE ~~XIII~~. XII Amendments

Section 1. *Amendments*. These Bylaws may be amended at any Annual meeting using the following procedures:

- a. All recommendations shall be submitted to the membership in writing at least one month before the Annual Meeting.
- b. A two-thirds vote of all voting members present and voting shall be required for adoption of amendments.