

**LEAGUE OF WOMEN VOTERS
ORANGE DURHAM AND CHATHAM COUNTIES, INC.
BYLAWS**

ARTICLE I. Name

Section 1. *Name.* The name of this organization shall be the League of Women Voters Orange Durham and Chatham Counties, Inc. 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. The term “League” as used herein shall mean LWVUS, LWVNC, and/or LWVODC.

ARTICLE II. Purposes and Policy

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

Section 2. *Political Policy.* 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. Any person 16 or older may become an active and voting member of the LWVODC, the LWVNC, and of the LWVUS;

(1) individuals who live within an area of the LWVODC county units may join LWVODC or any other local League;

(2) those who reside outside the area of the LWVODC county units may join a local League or may be LWVNC members-at-large;

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

b. Associate members. All others who join LWVODC shall be associate members.

ARTICLE IV. Officers

Section 1. *Election, Qualifications and Term.* The officers of LWVODC shall be a President, or co-presidents and a Vice President, a Secretary, and a Treasurer. Additional Vice President(s) may be elected as necessary to carry out functions of the Board. They shall be voting members of the League and shall serve for a term of one year or until their successors have been elected.

Section 2. *The President.* The President shall refer to the president or a co-president. The President shall preside at all meetings of the organization and of the Board of Directors 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 3. *The Vice President(s).* The Vice President 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 shall elect one of its members to fill the vacancy. If the Vice President is unable to serve as President, the Board shall fill the vacancy from any additional Vice Presidents that may have been elected, or if no additional Vice President(s) have been elected, from among the membership. The Vice President(s) shall perform such other duties as the President and Board shall designate.

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Section 4. *The Secretary.* The Secretary shall keep minutes of the meetings of LWVODC at which decisions are made and of meetings of the Board of Directors. 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 duties as the president and board shall direct.

Section 5. *The Treasurer.* The Treasurer shall perform such duties as customarily pertain to the office and, at the direction of the board, maintain deposits in authorized financial institutions. The Board of Directors shall arrange for an annual audit or a review of the books.

ARTICLE V. Board of Directors

Section 1. *Number, Manner of Selection and Term of Office.* The Board of Directors shall consist of the officers of LWVODC, up to four elected Directors and not more than four appointed Directors. Two Directors shall be elected at each Annual Meeting and shall serve for a term of two years or until their successors have been elected. The elected members shall appoint such additional Directors, not exceeding four, as they deem necessary to carry on the work of LWVODC. The terms of office of the appointed Directors shall be one year. 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. The new Board will take office on July 1st.

Section 2. *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 LWVODC.

Section 3. *Vacancies.* Any vacancy occurring in the Board of Directors may be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board of Directors. In the event that the office of the President is vacant and there is no Vice President to assume that office, the Board may appoint an administrative team of Board members to perform the duties of the President until the next Annual Meeting. Three consecutive absences from a Board meeting of any member without a valid reason shall be deemed a resignation. Vacancies other than the presidency may be filled by vote of the remaining members of the board.

Section 4. *Powers and Duties.* The Board of Directors 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 any special committees that it may deem necessary.

Section 5. *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.

Section 6. *Meetings.* There shall be at least seven regular meetings of the Board of Directors annually. The President may call special meetings of the Board of Directors and shall call a special meeting upon the written request of five members of the Board.

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Section 7. *Quorum.* A majority of the members of the Board of Directors shall constitute a quorum.

Section 9. *Conduct of meetings.* The Board may conduct meetings in person, 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 decisions resulting from such business will be recorded in the Board's minutes.

ARTICLE VI. Nominations and Elections

Section 1. *Nominating Committee.* The Nominating Committee shall consist of a Chair elected at the previous Annual meeting and three persons from the membership appointed by the President with one member from each unit, all serving for one year. An additional member from the Board of Directors shall be chosen by the Board. Suggestions for nominations for Officers and Directors may be sent to this Committee by any voting member. The Nominating Committee Chair is a member of the Board.

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 at the Annual Meeting shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE VII Financial Administration

Section 1. *Fiscal Year.* The fiscal year of LWVODC shall commence on the July 1 and end on June 30.

Section 2. *Dues.* Annual per member dues shall be determined by the membership at the Annual Meeting. 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 December 31 of any fiscal year shall be dropped from the membership rolls. The Board shall develop a dues payment policy for new members and members transferring from another League who join the LWVODC after December 31.

Section 3. *Budget.* A budget for the ensuing year shall be submitted by the Board of Directors to the Annual Meeting for adoption. The budget shall include support for the work of the League on all its levels of activity, through per member payments from LWVODC to LWVUS and LWVNC.

Section 4. *Budget Committee.* A Budget Committee shall be appointed by the Board of Directors 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 shall serve as chair of the Budget Committee.

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Section 5. *Distribution of Funds on Dissolution.* In the event of dissolution, for any cause, of LWVODC, all monies and securities which may at the time be owned by or under the absolute control of LWVODC shall be paid to LWVNC after the Board of Directors has paid or made provision for the payment of all the liabilities of 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 LWVODC shall be disposed of by any officer or employee of LWVODC 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 of LWVODC.

ARTICLE. 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. Time and place shall be determined by the Board of Directors

Section 2. *Annual Meeting.* An Annual Meeting shall be held in May or June, the exact date to be determined by the Board of Directors. It shall:

- a. adopt a local Program for the ensuing year;
- b. elect Officers and Directors and the Chair of the Nominating Committee;
- c. adopt an annual budget; and
- d. transact any 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 LWVODC.

ARTICLE IX Program

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

Section 2. *Program.* The Program of 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.
- b. The Board of Directors shall consider these recommendations two months prior to the Annual Meeting and shall formulate a proposed Program.
- c. The proposed Program shall be sent to all members at least one month before the Annual Meeting.
- 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.
- 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.

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Section 4. *Member Action.* Members may act in the name of the League only when authorized to do so by the appropriate Board of Directors or the President.

Section 5. *Local League Action.* LWVODC may act only in conformity with, or not contrary to, the position taken by LWVUS and/or LWVNC as stated in any written LWVUS and/or LWVNC policies, notice of which LWVUS and/or LWVNC has provided to local and state Leagues, as applicable.

ARTICLE X National Convention, State Convention and Council

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

Section 2. *State Convention.* The Board of Directors 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 to LWVODC under the provisions of the bylaws of the LWVNC.

Section 3. *State Council.* The Board of Directors 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 to LWVODC under the provisions of the bylaws of the LWVNC.

ARTICLE 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 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.