

League of Women Voters of Lane County Bylaws

ARTICLE I

Name

Sec. 1. **Name.** The name of this organization shall be the League of Women Voters of Lane County, hereinafter referred to in these bylaws as LWVLC or as the League. This local League is an integral part of the League of Women Voters of Oregon, hereinafter referred to as LWVOR, and the League of Women Voters of the United States, hereinafter referred to as LWVUS.

ARTICLE II

Purposes and Policy

Sec. 1. **Purposes.** The purposes of the LWVLC are to promote political responsibility through informed and active participation in government and to act on selected governmental issues. LWVLC is organized and operated primarily for charitable, educational and advocacy purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provisions of these Articles, LWVLC shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the activities of the corporation shall be attempting to influence legislation.

Sec. 2. **Political Policy.** The LWVLC shall not support or oppose any political party or any candidate.

ARTICLE III

Membership

Sec. 1. **Eligibility.** Any person who subscribes to the purposes and policy of the League of Women Voters shall be eligible for membership.

Sec. 2. Types of Membership.

- a. **Voting Members.** Persons at least 16 years of age who join the League shall be voting members of the local League, state League, and of the LWVUS; (1) those 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 life members excused from the payment of dues.
- b. **Associates.** All others who join the League shall be associates

ARTICLE IV

Officers

Sec. 1. **Election, Qualifications and Terms.** Officers of the LWVLC shall be one or more presidents, vice-presidents, secretaries, and treasurers. They shall be voting members of the League. The president(s) and the secretary(ies) shall be elected in the odd-numbered years. The vice-president(s) and the treasurer(s) shall be elected in the even-numbered years. Except for the treasurer(s), they shall assume office June 1 following the annual meeting and shall serve for a term of two years until May 31. The treasurer(s) shall assume office on July 1 following the annual meeting and shall serve for a term of two years through June 30.

Sec. 2. **President.** The president shall have such powers of supervision and management as customarily pertain to the office; shall preside at all meetings of the organization and the board or designate another person to do so; shall be, ex-officio, a member of all committees except the nominating committee; may sign or endorse checks, drafts, and notes; and shall perform such other duties as the board may direct. In the event of absence, disability, resignation, or death of a president, the vice-president shall assume the office. If the vice-president is unable to serve in this capacity, the board may designate one of its members to fill the presidential vacancy until the next annual meeting.

Sec. 3. **Vice-President.** The vice-president may sign and endorse checks, drafts, and notes and shall perform such duties as the president and board shall direct.

Sec. 4. **Secretary.** The secretary shall keep minutes of the meetings of the membership and of the board. The secretary shall notify all officers and directors of their election; may sign or endorse checks, drafts, notes; shall sign with the president all contracts and other instruments when so authorized by the board or in the absence or disability of the president and shall perform such other duties as the president and board shall direct.

Sec. 5. **Treasurer.** The treasurer shall perform such duties as customarily pertain to the office. The treasurer shall collect and receive all moneys due; shall deposit them in a bank or insured financial institutions designated by the board. The treasurer shall acknowledge in writing all contributions that qualify as a charitable contribution. The treasurer shall prepare checks for payment of all bills in accordance with the adopted budget and obtain signatures. Expenditures exceeding or not included in the budget shall require the prior approval of the board. The treasurer shall present statements to the board at its regular meetings and a year-to-date report to the annual meeting.

Sec. 6. **Executive Committee.** Notwithstanding the officers, and their powers and duties, specified by this Article, in Sections 1, 2, 3, 4 and 5 above, the LWVLC through a majority vote of members at the annual meeting or by a majority vote of the board between annual meetings, may establish an Executive Committee of no fewer than three members to execute the responsibilities otherwise assigned to board officers. The Executive Committee shall include the secretary and treasurer, and at least one other elected director, such as the Vice President, and may be established in the event a full slate of officers cannot be elected or maintained.

ARTICLE V

Board of Directors

Sec. 1. Selection, Qualifications and Terms. The board of directors shall consist of the officers of the LWVLC, up to seven directors elected by members at the annual meeting, and not more than the same number as elected directors of additional directors appointed by the elected members of the board to serve for the current board year. A maximum of four directors shall be elected in the odd-numbered years, and maximum of three directors shall be elected in the even-numbered years. All directors shall be voting members of the League. Directors elected by members shall assume office June 1 following the annual meeting and shall serve for a term of two years until May 31. Vacancies other than the presidency may be filled by vote of the remaining members of the board. The position of president may be filled on an interim basis by board election, from among board members, until the next annual meeting.

Sec. 2. Powers. The board shall manage and supervise the business, affairs, and activities of the LWVLC, subject to the instructions of the annual meeting. It shall select delegates to state convention and council and to national convention. It shall accept responsibility for such other matters as the national or state board may from time to time delegate to it. It shall have the power to create ongoing committees and special committees and designate chairs and off-board chairs as it deems necessary and shall perform such other duties as are specified in these bylaws.

Sec. 3. Meetings. At least nine regular meetings of the board shall be held annually. The president may call special meetings and shall call a special meeting upon the written request of five members of the board.

Sec. 4. Quorum. A majority of the members of the board shall constitute a quorum.

Sec. 5. Resignation and Removal of Officers and Directors. Three consecutive absences from a board meeting by any member without valid reason, as determined by the board, shall constitute a resignation. Any officer or board member may be removed for cause, as determined by the board, by a 2/3 vote of the board.

Sec. 6. Indemnification of Officers, Directors and Employees. The LWVLC shall indemnify to the fullest extent not prohibited by law any director, officer, member of any committee, or employee who was or is a party or is threatened to be made a party to any proceeding because such person was or is a director, officer, member of any committee, or employee of LWVLC, including any threatened, pending, or completed action, suit, or proceeding, whether brought in the name of LWVLC or otherwise and whether of a civil, criminal, administrative, or investigative nature, against all expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the indemnified person in connection with such a proceeding. Any indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under these bylaws, agreements, statutes, policies of insurance, or otherwise.

Sec. 7. Limitations of Liability. The civil liability of directors, officers, or employees shall be limited as specified under the Oregon Nonprofit Corporation Act of 1989.

ARTICLE VI Meetings

Sec. 1. **Annual Members Meeting.** An annual meeting shall be held each year, ordinarily in the spring, the time and place determined by the board. Members attending the annual meeting shall adopt a local program for the ensuing year; elect officers and directors, the chair and two members of the nominating committee; adopt a budget; and transact such other business as may properly come before it. The board, with at least 21 days advance notice to members, may employ alternate meeting formats to conduct required business, including conference call, video streaming and/or mail-in ballots, in the event meeting in person is impractical. Proxy voting shall not be permitted.

Sec. 2. **Special Meetings.** Special meetings of the members may be called by the president, the board of directors or upon written request of ten percent of the voting members.

Sec. 3. **Quorum.** Ten percent of the voting members shall constitute a quorum at all business meetings of the LWVLC. Written notice of a meeting shall be sent to the membership at least three weeks in advance.

Sec. 4. **Unit Meetings.** A minimum of four unit meetings shall be held each year. The board will designate appropriate times and places.

ARTICLE VII Nominations and Elections

Sec. 1. **Nominating Committee.** The nominating committee shall consist of five members. The chair and two members, who shall not be members of the board, shall be elected by the annual meeting. Immediately following the annual meeting, the board shall appoint two of its members to the committee. The term of office for the chair and members of the nominating committee shall be one year. Vacancies shall be filled by appointment by the board.

Sec. 2. **Report of the Nominating Committee.** The report of the nominating committee containing its nominations for officers, directors, and the chair and two members of the next nominating committee shall be sent to the members at least twenty-one (21) days before the annual members meeting. The report of the nominating committee shall be presented to the annual meeting. Nominations may be made from the floor immediately thereafter, provided the consent of the nominees has been obtained.

Sec. 3. **Election.** Election shall be by ballot except that if there is only one nominee for an office, it may be by voice vote. A majority vote shall constitute election.

Sec. 4. **Interim Appointments.** The Nominating Committee shall be charged with continuous recruitment of LWVLC officers and board members, and with making recommendations for appointment to board vacancies, where appropriate, between annual members meetings.

ARTICLE VIII

Principles and Program

Sec. 1. **Principles.** The Principles are concepts of government adopted by the LWVUS convention and supported by the League as a whole. They are the authorization for the adoption of national, state, and local program.

Sec. 2. **Program.** The program of the LWVLC shall consist of action to implement the Principles and those governmental issues chosen by the annual members meeting for concerted study and action as follows: Members shall be asked to review and offer input in unit meetings set aside for program discussion, with responses compiled as feedback to the board. Voting members also may make recommendations to the board two months before the annual meeting. The board shall consider these recommendations and formulate a proposed program, which shall be sent to the members at least twenty-one (21) days before the annual meeting. Members at the annual meeting shall adopt a program by a majority vote on each item presented to them. Recommendations for program submitted by members but not included in the program recommended by the board may be considered by the annual meeting, provided that (1) they were submitted two months before the annual meeting, (2) the annual meeting shall order consideration by a majority vote, (3) and the annual meeting shall adopt the item by a three-fifths vote.

Sec. 3. **Changes in Program.** 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 special meeting at which the changes are discussed and (2) final action takes place at the meeting according to the voting procedure for non-recommended items.

Sec. 4. **Program Action.** Members may act in the name of the LWVLC only when authorized to do so by the appropriate board. They may act only in conformity with, and not contrary to, a position taken by the LWVLC, the LWVOR and the LWVUS.

ARTICLE IX

Financial Administration

Sec. 1. **Fiscal Year.** The fiscal year of the LWVLC shall commence on the first of July of each year.

Sec. 2. **Dues.** Annual dues established by members at an annual meeting shall remain in effect until changed by majority vote at a subsequent annual meeting, with the effective date of a dues change July 1 following the meeting. A notice of a proposed dues change shall be mailed to members at least twenty-one (21) days before the annual meeting. Annual dues shall be payable by the 15th day of July of each year. Any member who fails to pay these dues within three months after they become payable shall be dropped from the membership roll. For anyone joining as a new member after February 1, the dues charge will be one-half the usual cost. The board shall have the authority to make adjustments in dues for individuals in special circumstances.

Sec. 3. **Budget Committee.** The budget shall be prepared by a committee appointed by the board for that purpose at least four months before the annual meeting. The treasurer shall be, ex-officio, a member of the budget committee but shall not be eligible to serve as chair. The board shall consider the proposed budget and recommend a budget, which shall be sent to the members at least twenty-one days before the annual meeting.

Sec. 4. Financial Review. The board shall appoint a person or persons annually to conduct a financial review of the books. The review shall be completed no later than September 30.

Sec. 5. Distribution of Funds on Dissolution. In the event of the merger or dissolution of the corporation for any reason, all money and securities or other property of whatsoever nature which may at the time be owned or under the absolute control of the corporation shall be distributed at the discretion of the board, or such other persons as shall be charged by law with the liquidation or winding up of the corporation and its affairs, to any member organization of the League of Women Voters national organization which is exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or if none of these organizations are then in existence or exempt under those tax provisions, then at the discretion of the board, to another organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under such designated tax provisions.

Article X **Emergency Provisions**

Officers and members of the LWVLC will strive to follow guidelines contained in these bylaws, except in situations where doing so is not possible or is inadvisable. This includes the loss or unavailability of responsible LWVLC individuals or in the event of a local, regional or national emergency declared by public officials. In these circumstances, communications with members and adequate time for review and response, as dictated by bylaws, will remain in effect, while alternate timing and formats may be considered.

ARTICLE XI **Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the organization in all cases to which they are applicable and not inconsistent with these bylaws.

ARTICLE XII **Amendments**

These bylaws may be amended by a two-thirds vote of the voting members ~~present and~~ voting at the annual meeting or at a special membership meeting called for the purpose of amending bylaws, provided the following procedures are used:

1. Proposals for change shall be submitted by any LWVLC member to the LWVLC board of directors two months prior to the annual meeting.
2. On a periodic basis, the board of directors shall appoint a board member to chair a bylaws review committee. The chair will appoint two other league members to review the bylaws and submit any revisions to the board of directors.

3. All such proposed amendments together with the recommendations of the LWVLC board shall be sent to the full membership in writing at least twenty-one (21) days in advance of the annual meeting or the special membership meeting called for the purpose of amending bylaws.

Adopted 1984
Amended 1-1997
Amended 4-2001
Amended 4-2003
Amended 4-2008
Amended 4-2010
Amended 4-2011
Amended 4-2016
Amended 4-2017
Amended 5-2020