

League of Women Voters of Lane County Bylaws

ARTICLE I Name

The name of this organization is 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. Notwithstanding any other provisions of these Articles, the LWVLC will not carry on any other activities not permitted 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 will attempt to influence legislation.

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

Sec. 3. **Diversity, Equity and Inclusion Policy.** The League is fully committed to ensure compliance, in principle and practice, with the LWVUS Diversity, Equity and Inclusion Policy:

Diversity, equity, and inclusion are central to the organization's current and future success in engaging all individuals, households, communities, and policy makers in creating a more perfect democracy.

There shall be no barriers to full participation in this organization on the basis of gender, gender identity, ethnicity, race, native or indigenous origin, age, generation, sexual orientation, culture, religion, belief system, marital status, parental status, socioeconomic status, language, accent, ability status, mental health, educational level or background, geography, nationality, work style, work experience, job role function, thinking style, personality type, physical appearance, political perspective or affiliation and/or any other characteristic that can be identified as recognizing or illustrating diversity.

ARTICLE III Membership

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

Sec. 2. **Voting Members.** Persons at least 16 years of age who join the League may become 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 be state-members-at-large; and (3) those who have been members of the League for 50 years or more become life members excused from the payment of dues.

ARTICLE IV Officers

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

Sec. 2. **President.** The president has powers of supervision and management as customarily pertain to the office; presides at all meetings of the organization and the board or designates another person to do so; is an ex-officio member of all committees except the nominating committee; may sign or endorse checks, drafts, and notes; and may perform other duties per board direction.

In the event of absence, disability, resignation or death of a president, the vice president will assume the office if no other president already serves. 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 may perform other duties per president and board direction. The vice president also is expected to step into the role of president when that office becomes vacant. (See above, Sec. 2.)

Sec. 4. **Secretary.** The secretary keeps minutes of the meetings of the membership and of the board. The secretary notifies all officers and directors of their election; may sign or endorse checks, drafts, notes; signs, with the president, all contracts and other instruments when authorized by the board or in the absence or disability of the president; and performs other duties per president and/or board direction.

Sec. 5. **Treasurer.** The treasurer performs the duties that customarily pertain to the office. The treasurer directs collection and receipt of all moneys due and deposits it in banks or insured financial institutions designated by the board. The treasurer or designee acknowledges in writing all contributions that qualify as a charitable contribution. The treasurer prepares checks for payment of all bills in accordance with the approved budget and obtains required signatures.

Expenditures exceeding or not included in the budget requires the prior approval of the board. The treasurer presents statements to the board at its regular meetings and a year-to-date report at the annual meeting, and may present the proposed budget on behalf of the Budget Committee.

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 will include the secretary, 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 consists of the officers of the LWVLC, up to seven directors elected by members at the annual meeting, and additional directors appointed by the elected members of the board to serve for the current board year. The number of appointed directors may not exceed the number of elected directors. A maximum of four directors may be elected in odd-numbered years and of three directors elected in even numbered years. All directors are voting members of the League. Directors elected by members assume office July 1 following the annual meeting and serve for a term of two years until June 30. 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 manages and supervises the business affairs and activities of the LWVLC, subject to instructions from the annual meeting. It selects delegates to state convention and council and to national convention. It may accept responsibility for other matters as the national or state board may delegate.. It may create ongoing and special committees, designate chairs and off-board chairs, and perform other duties specified in these bylaws.

Sec. 3. **Meetings.** At least nine regular meetings of the board will be held annually. The president may call special meetings, as well as schedule a special meeting upon the written request of five board members. Any one or more members of the board may participate in a meeting by means of conference telephone, virtual meeting technology or other communication equipment allowing all persons participating to hear one another at the same time.

Sec. 4. **Quorum.** A majority of the members of the board constitutes a quorum.

Sec. 5. **Voting by Electronic Means.** Board members may use conference telephone, email, remote meeting technology and other electronic means to conduct voting during and between meetings when the president, or designee, determines such an approach is appropriate and equitable.

Sec. 6. **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. 7. Indemnification of Officers, Directors and Employees. The LWVLC indemnifies 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. 8. Limitations of Liability. The civil liability of directors, officers, or employees shall be limited as specified under the Oregon Nonprofit Corporation Act.

ARTICLE VI Meetings

Sec. 1. Annual Members Meeting. An annual meeting will be held each year, ordinarily in the spring, the time and place determined by the board. Members attending the annual meeting 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 other business properly before them. The board, with at least 21 days' advance notice to members, may employ alternative 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 is not 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 10 percent of the voting members.

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

Sec. 4. Unit Meetings. A minimum of four unit meetings are held each year. The board approves appropriate times and places.

ARTICLE VII Nominations and Elections

Sec. 1. Nominating Committee. The nominating committee consists of five members. The chair and two members, who are not members of the board, are elected by members at the annual meeting. Immediately following the annual meeting, the board appoints two of its members to the committee. The term of office for the chair and members of the nominating committee is one year, with vacancies filled by board appointment.

Sec. 2. Report of the Nominating Committee. The report of the nominating committee

containing nominations for officers, directors, and the chair and two members of the next nominating committee will be sent to the members at least 21 days before the annual members meeting. The report of the nominating committee is presented at the annual meeting. Nominations may be made from the floor immediately thereafter, with consent of the nominees.

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

Sec. 4. **Interim Appointments.** The Nominating Committee is charged with continuous recruitment of LWVLC officers and board members and with making recommendations for appointment to board vacancies between annual 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 consists of action to implement the Principles and those governmental issues chosen at the annual meeting for concerted study and action as follows: Members are 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, outside of unit meetings, at least two months before the annual meeting. The board considers these recommendations and formulates a proposed program, which will be sent to members at least 21 days before the annual meeting. Members at the annual meeting adopt a program by a majority vote on each item presented.

Non-recommended program topics submitted by members may be considered at the annual meeting, provided that (1) the board received the recommendation(s) at least 60 days before the annual meeting, and (2) those in attendance at the annual meeting agree to their inclusion by a simple majority 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 prior to a special meeting at which the changes are discussed and (2) final action takes place at the meeting with those in attendance agreeing to inclusion by a simple majority vote.

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 commences on the first of July of each year.

Sec. 2. **Dues.** All members shall pay membership dues except those exempted from paying

dues in Article III. Net revenue collected through membership dues will be shared by LWVUS, the member's state League, and, if applicable, the member's local League or member-at-large unit. Allocation to LWVUS shall not exceed one-third.

Sec. 3. **Budget Committee.** The budget will be prepared by a committee appointed by the board at least four months before the annual meeting. The treasurer is an ex-officio member of the committee but is not eligible to serve as chair. The board will consider the proposed budget and recommend a budget, which will be sent to members at least 21 days before the annual meeting.

Sec. 4. **Financial Review.** The board will appoint a person or persons annually to conduct a financial review of the books. The review shall be completed no later than December 31.

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 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 must 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 will appoint a board member to chair a bylaws review committee. The chair will appoint at least two other members to review the bylaws and submit any revisions to the board.

3. All such proposed amendments together with the recommendations of the LWVLC board will be sent to the full membership in writing at least 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

Amended 5-2023

Amended 5-2025