

League of Women Voters of Lane County

Bylaws

(501(c)(3) Bylaws amended by the April 29, 2017 Annual Meeting)

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 in these bylaws as LWVOR, and of the League of Women Voters of the United States, hereinafter referred to in these by-laws 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 provision 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 LWVUS 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 local Leagues, state Leagues 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

ARTICLE V Board of Directors

Sec. 1. Selection, Qualifications and Terms. The board of directors shall consist of the officers of the LWVLC, seven directors elected by the annual meeting, and not more than seven directors appointed by the elected members of the board. Four directors shall be elected in the odd-numbered years, and three directors shall be elected in the even-numbered years. All directors shall be voting members of the League. They 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.

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 such special committees 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.

Sec.2. **Program.** The program of the LWVLC shall consist of action to implement the Principles and those governmental issues chosen by the annual meeting for concerted study and action as follows: Voting members 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 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 twenty-one (21) days before the annual meeting. Annual dues shall be payable by the 15th day of July of each year. Any voting or associate 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

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