

League of Women Voters of Toledo-Lucas County Bylaws

(As Revised by Annual Meeting, May 22, 2014)

Article I Name

The name of this organization shall be the League of Women Voters of Toledo-Lucas County (hereinafter "LWV-TLC"). LWV-TLC is a local League and is an integral part of the League of Women Voters of Ohio (hereinafter "LWVO") and the League of Women Voters of the United States (hereinafter "LWVUS").

Article II Purposes and Policy

Section 1. Purposes

The purposes of LWV-TLC are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Section 2. Political Policy

LWV-TLC shall not support or oppose any political party or any candidate.

Article III Membership

Section 1. Eligibility

Any person who subscribes to the purposes and policy of LWV-TLC shall be eligible for membership in LWV-TLC, and thereby in LWVO and LWVUS.

Section 2. Types of Membership

The membership of LWV-TLC shall be composed of voting members and associate/non-voting members.

A. Voting Members

Citizens at least 18 years of age who join LWV-TLC, and thereby join LWVO and LWVUS, shall be voting members. As voting members of LWV-TLC, they shall not vote in local Leagues other than LWV-TLC or state Leagues other than LWVO.

Those members of LWV-TLC, who have been members for 50 years or more in any local League, any state League, or LWVUS, shall be honorary life members and shall be voting members. As voting members of LWV-TLC, they shall not vote in local Leagues other than LWV-TLC or state Leagues other than LWVO.

B. Associate/Non-voting Members

All other persons who join LWV-TLC shall be associate/non-voting members and shall not have the right to vote.

Article IV Officers

Section 1. Enumeration and Election of Officers

The officers of LWV-TLC shall be a President with two Vice-Presidents, or two Co-Presidents with one Vice-President, a Secretary, and a Treasurer, who shall be elected for terms of two years by the general membership at an Annual Meeting and take office on the first day in July after election.

The President(s) and the Vice President(s) shall be elected in odd-numbered years, and the Secretary and the Treasurer shall be elected in even-numbered years.

Section 2. President(s)

The President shall preside at all meetings of LWV-TLC (including the Board of Directors and the Executive Committee, but not including other committees), and shall have the deciding vote in the event of ties. The President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes. The President shall be, ex officio, a 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 performs such other duties as may be designated by the Board of Directors. When there are Co-Presidents duties shall be equally shared.

Section 3. Vice-President(s)

The Vice-President(s) shall perform such duties as the President(s) and the Board of Directors shall direct. In the event of the absence, disability, resignation, or death of the President(s) the Vice-President (designated by the Board as "First Vice President") shall possess all the powers to perform duties of the office of the President. In the event that a Vice-President is unable to serve in this capacity the Board shall fill the vacancy from among the Directors.

Section 4. Secretary

The Secretary shall keep minutes of all business meetings of the general membership of LWV-TLC, of the Board of Directors, and of the Executive Committee. The Secretary shall notify Officers and Directors of their election. The Secretary shall sign, with the President, all contracts and other instruments so authorized by the Board and shall perform such other functions as may be incident to this office.

Section 5. Treasurer

The Treasurer shall collect and receive all monies due. The Treasurer shall be the custodian of these monies and deposit them in the bank designated by the Board of Directors. Expenses contained in the budget shall be paid by the Treasurer upon presentation of itemized bills. Expenses not contained in the budget shall be paid by the Treasurer only upon orders of the Board of directors or the Executive Committee. The Treasurer shall present statements to the Board at their regular meetings and an annual report to the Annual Meeting. The books of the Treasurer shall be audited annually, one time internally rotating the next year externally.

Article V Board of Directors

Section 1. Number, Manner of Selection, and Terms of Office

The Board of Directors shall consist of the 5 (five) Officers of LWV-TLC, 6 (six) elected Directors and not more than 4 (four) appointed Directors. One-half of the elected 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 Officers and elected Directors shall appoint such additional Directors, not exceeding 4 (four), as they deem necessary to carry on the work of LWV-TLC. The terms of office of the appointed Directors shall expire at the conclusion of the next Annual Meeting.

Section 2. Qualifications

No person shall be elected or appointed or shall continue to serve as an Officer or Director of LWV-TLC unless such person is a voting member of LWV-TLC.

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 (including appointed Directors). Three consecutive absences from a board meeting by any member without a reason acceptable to the Board of Directors shall be deemed a resignation.

Section 4. Powers and Duties

The Board of Directors shall have full charge of the property and business of LWV-TLC, with full power and authority to manage and conduct same, subject to the instructions of the general membership. It shall plan and carry out the Program as adopted by the National Convention, the State Convention, and the Annual Meeting of LWV-TLC. The Board shall create and designate such special committees, as it may deem necessary.

Section 5. Legal Liability

In the exercise of any of the powers herein conferred, the Officers and Directors shall be free and wholly exonerated from legal liability to LWV-TLC or its members on account of any honest error or judgment or by reason of acts or things done, suffered, or omitted in good faith and without willful default or neglect.

Section 6. Executive Committee

The Board of Directors may appoint an Executive Committee consisting of no fewer than 4 (four) 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 7. Meetings

There shall be at least 6 (six) 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 5 (five) members of the Board.

Section 8. Quorum

A majority of the members of the Board of Directors shall constitute a quorum. Any one or more members of the Board may participate in a meeting by means of conference telephone or other similar equipment allowing all persons participating in the meeting to hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

Article VI Meetings

Section 1. Membership Meetings

There shall be at least 3 (three) meetings of the general membership of LWV-TLC each year in addition to the Annual Meeting. The time and place shall be determined by the Board of Directors.

Section 2. Annual Meeting

An Annual Meeting shall be held each year between the first of March and the thirty-first of May, the exact date to be determined by the Board of Directors. The Annual Meeting shall:

- A. Adopt a local Program for the ensuing year in accordance with Article VIII;
- B. Elect Officers, Directors, and members of the succeeding Nominating Committee;
- C. Adopt a budget; and
- D. Transact such other business as may properly come before it.

Section 3. Quorum

Thirty voting members or 20% of the most recent membership count reported to LWVUS, whichever number is smaller, shall constitute a quorum at the Annual Meeting and all other business meetings of the general membership of LWV-TLC.

Article VII Nomination and Elections

Section 1. Nominating Committee

The Nominating Committee shall consist of 5 (five) members. The Chairman and two members, all of whom shall not be members of the Board of Directors, shall be elected at the Annual Meeting. Nominations for these offices shall be made by the current Nominating Committee. The two other members of the Committee, who shall be members of the Board of Directors, shall be appointed by the Board following the Annual Meeting. Any vacancy on the Nominating Committee shall be filled by the Board of Directors. Suggestions for nominations for Officers and Directors may be sent to the Chairman of this Committee by any voting member.

Section 2. Report of the Nominating Committee and Nominations from the Floor

The report of the Nominating Committee of its nominations for Officers, Directors, and members of the succeeding Nominating Committee shall be sent to all members one month before the date of 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 secret ballot for any contested office, provided that when there is but one nominee for each office, the Secretary may be instructed to cast the ballot for every 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 Program

Section 1. Principles

“Principles” are concepts of government adopted by the National Convention of LWVUS.

Section 2. Program

The Program of LWV-TLC shall consist of:

- A. Action to implement principles adopted by LWVUS;
- B. Action to implement positions adopted by LWVO;
- C. Action to implement previous positions adopted by LWV-TLC that are still in effect; and
- D. Identification of those local governmental issues chosen for concerted study and action by LWV-TLC.

Section 3. Action by the Annual Meeting

The Annual Meeting shall act upon the Program using the following procedures:

- A. A general membership meeting shall be held between 1 (one) month and 2 (two) months before the Annual Meeting. That general membership meeting shall determine by majority vote the proposed Program to be submitted to the Annual Meeting by the Board of Directors.

- B. The proposed Program shall be sent to all members by the Board of Directors 1 (one) month before the Annual Meeting.
- C. A majority vote of voting members present and voting at the Annual Meeting shall be required for adoption of each item in the proposed Program as presented to the Annual Meeting by the Board of Directors to be adopted as part of the final program for the year ending at the next Annual Meeting.
- D. Proposals of additional items to be included in the proposed Program shall be considered by the Annual Meeting provided that:
 - (1) The proponent must be a voting member of LWV-TLC and the Annual Meeting shall order consideration of the item by a majority vote; and
 - (2) The Annual Meeting shall adopt the item by an additional majority vote.

Section 4. Changes in the Program between Annual Meetings

Changes in the Program may be made during the time between Annual Meetings provided that:

- A. Information concerning the proposed changes has been sent to all members at least two weeks prior to a general membership meeting at which the changes are to be discussed, and
- B. At the determination of the presiding officer, final action by the membership may be taken at that general membership meeting or at a succeeding general membership meeting.

Section 5. New Positions

New positions resulting from a consensus or concurrence at a general membership meeting become effective immediately upon adoption.

Section 6. Member Action

Members, other than the President(s), may act in the name of LWV-TLC only when authorized to do so by the Board of Directors. All members, including the President(s), when they act in the name of LWV-TLC, must act only in conformity with, and never contrary to, a position taken by LWV-TLC, LWVO, or LWVUS.

Article IX

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 the national office, shall select delegates to that LWVUS National Convention in the number allotted LWV-TLC under the Bylaws of 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 LWVO State Convention in the number allotted LWV-TLC under the Bylaws of LWVO.

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 LWVO State Council in the number allotted LWV-TLC under the Bylaws of LWVO.

Article X

Financial Administration

Section 1. Fiscal Year

The fiscal year of LWV-TLC shall commence on the first day of July each year.

Section 2. Dues

Annual dues shall be payable on or before the due date. Each member shall be sent a reminder from Membership Chairman. Any member who fails to pay dues within one month after they become payable shall be dropped from the membership rolls. The amount of dues to be collected shall be voted upon at the Annual Meeting in conjunction with the approval of the budget.

When two or more members reside at the same address in a common household, the payment determined by the Annual Meeting shall be made for the first member, a payment equal to one half of that amount shall be paid for each other member.

Those members of LWV-TLC, who are honorary life members of LWV-TLC as defined in Article III, Section 2, shall be excused from the payment of dues.

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 per member payments (PMPs) to LWVO and LWVUS.

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 not be eligible to serve as chairman of the Budget Committee.

Section 5. Financial Support of LWVO and LWVUS

LWV-TLC shall make an annual per member payment (PMP) to LWVO and to LWVUS, the amount of such payment to be determined by a three-fifths vote of the delegates voting at the Conventions of LWVO and LWVUS.

Section 6. Distribution of Funds on Dissolution

In the event of dissolution of LWV-TLC, for any cause, all monies and securities which may at the time be owned by or under the absolute control of LWV-TLC shall be paid to LWVO. All other property of whatsoever nature, whether real, personal, or mixed, which at the time be owned by or under the control of LWV-TLC shall be disposed of by any officers or employees of LWV-TLC 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 LWV-TLC.

Article XI Parliamentary Authority

The rules contained in the most recent edition of *Robert's Rules of Order* shall govern LWV-TLC in all cases to which they are applicable and in which they are 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, provided the proposed amendments are submitted to the membership in writing at least one month in advance of the Annual Meeting.