



# League of Women Voters Austin Area

Bylaws

May 20, 2017

# League of Women Voters Austin Area Bylaws

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# BYLAWS, LEAGUE OF WOMEN VOTERS AUSTIN AREA<sup>1</sup>

## ARTICLE I: NAME

**Section 1. Name.** The name of this organization shall be the League of Women Voters Austin Area, hereinafter referred to in these bylaws as LWV-AA or as the League. This local League is an integral part of the League of Women Voters of the United States, hereinafter referred to in the bylaws as LWVUS, and the League of Women Voters of Texas, hereinafter referred to in the bylaws as LWV-TX.

## ARTICLE II: PURPOSES AND POLITICAL POLICY

**Section 1. Purposes.** The purposes of the League are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

**Section 2. Political Policy.** The League shall not support or oppose any political party or candidate.

## ARTICLE III: MEMBERSHIPS

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

### Section 2. Types of Membership.

A. Voting members. Persons at least 16<sup>2</sup> years of age who join the League shall be voting members of the local and state Leagues of their place of joining 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; and
- (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 the League shall be associate members.

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<sup>1</sup> Changes adopted at 2000, 2007, 2011, 2012, 2013, 2016 annual meetings and concurrence with 2016 LWVUS Change in Art. III

<sup>2</sup> The membership age changed from 18 to 16 at the LWVUS Convention in 2016, requiring LWV-AA Board conformance taken September 5, 2016

## ARTICLE IV: BOARD OF DIRECTORS

**Section 1. Number, Manner of Selection, and Term of Office.** The Board of Directors shall consist of the officers of the LWV-AA, enumerated in Article V, Section 1, and six (6) elected Directors, and not more than six (6) Directors appointed by the Board. Six (6) Directors shall be elected by the general membership at each annual meeting and shall serve for a term of one year, or until their successors have been elected and qualified. The President with the advice and consent of the elected members of the Board shall appoint additional Directors, not exceeding six (6), as is deemed necessary to carry on the work of the League. Appointed Directors shall serve from the time of appointment until the next annual meeting.

**Section 2. Qualifications.** No person shall be appointed or elected or shall continue to serve as an officer or director of this organization unless that person is a voting member of the LWV-AA.

**Section 3. Vacancies.** In the event of the absence, disability, disqualification, or death of the president, the nominating committee shall be directed to find a candidate and submit the name to the Board for election by a majority vote of the Board. All other vacancies occurring in the Board of Directors may be filled by presidential appointment for the remaining portion of the year with a majority vote of the remaining members of the Board of Directors. Any Board member who is absent from three consecutive Board meetings without valid reason shall be considered to have resigned.

**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 general 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 such special committees as it may deem necessary. Any committee with the authority to carry out the powers exclusive to the Board in the management of the League must have at least two committee members and a majority of those members must be Directors.<sup>3</sup>

**Section 5. Meetings.** There shall be at least nine 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 written request of five (5) members of the Board.

**Section 6. Quorum.** A majority of the members of the Board of Directors shall constitute a quorum. All votes taken at such meetings shall be ratified at the next regular meeting of the Board of Directors.

**Section 7. Executive Committee.** The Board executive committee will consist of the president, vice presidents, treasurer and secretary.<sup>4</sup> The executive committee may transact emergency business between meetings of the Board of Directors. The proceedings of the executive committee shall be reported to the Board at its next meeting for ratification.

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<sup>3</sup> Change adopted at 2017 Annual Meeting – legal requirement for 501(c)(3) organizations

<sup>4</sup> Change adopted at 2017 Annual Meeting to clarify composition of the Executive Committee

**Section 8. Actions Without a Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a majority of all Directors individually and collectively consent in writing. Written consents must be dated and signed by each Director and must state the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board. Prompt follow-up notice of the action consented to must be given to each Director who did not provide consent in writing. All such actions approved by written consent shall be ratified at the next regular meeting of the Board of Directors.<sup>5</sup>

**Section 9. Participation in Meetings.** Any one or more members of the Board may participate in a meeting by means of electronic communications equipment, so long as all participants in the meeting can simultaneously hear each other. Participation by such means shall constitute presence at said meeting.<sup>6</sup>

**Section 10. Proxy.** Proxies shall not be allowed.

**Section 11. Removal of Board Members.** Any Board Member may be removed with cause, at any time by a majority of the entire Board of Directors, at a regular or special meeting called for that purpose. Any Board member under consideration for removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

**Section 12. Compensation.** Directors and Officers shall not receive any salaries or other compensation for their services as Board members or Officers. The League shall not loan money or property to, or guarantee the obligation of any Director or Officer. Board members may however, be reimbursed for actual expenses incurred in fulfilling their Board responsibilities.

## ARTICLE V: OFFICERS

**Section 1. Enumeration and Election of Officers.** The officers of the LWV-AA shall be a president<sup>7</sup>, a first vice president, a second vice president, a third vice president, a fourth vice president, a secretary, and a treasurer who shall be elected for terms of two years by the general membership at an Annual Meeting. The president, the first vice president, the fourth vice president, and the secretary shall be elected in even-numbered years. The second vice president, the third vice president, and the treasurer shall be elected in odd-numbered years. The same person may not hold both the offices of President and Secretary.<sup>8</sup>

**Section 2. The President.** The president shall preside at all meetings of the organization and of the Board of Directors; may, in the absence or disability of the treasurer, sign or endorse checks,

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<sup>5</sup> Change adopted at 2017 Annual Meeting - Clarification of process for actions taken without a meeting

<sup>6</sup> Change adopted at 2017 Annual - Clarification that remote participation in meetings is allowed

<sup>7</sup> Provision for co-presidents was removed at the 2016 annual meeting

<sup>8</sup> Change adopted at 2017 Annual Meeting - The positions of President and Secretary must be held by different people in order to comply with legal requirements for 501(c)(3) organizations

drafts and notes; shall be, ex officio, a member of all committees except the nominating committee; shall have such usual power 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. The president or other officers when so authorized by the Board may sign contracts and other instruments.

**Section 3. Vice Presidents.** The vice presidents shall perform such duties as the president and Board may designate. It shall be the duty of each vice president to supervise and coordinate the activities of the chairs assigned to her/his jurisdiction.

**Section 4. The Secretary.** The secretary shall keep the minutes of the annual meetings of the League and all other meetings of the Board of Directors; notify all officers and Directors of their election; and perform such other functions as may be incident to the office.

**Section 5. The Treasurer.** The treasurer shall collect and receive all monies due; be custodian of the monies and deposit them in a bank designated by the Board of Directors, and disburse the same only upon order of the Board; present statements to the Board at its regular meetings, and an annual report to the annual meeting.

## ARTICLE VI: FINANCIAL ADMINISTRATION

**Section 1. Fiscal Year.** The fiscal year of the LWV-AA shall begin on the first day of June, ending on May 31 of the following year.

**Section 2. Dues.** Annual dues shall be determined by the Board of Directors and approved as part of the budget adopted by the members attending the annual meeting. Dues shall be payable on the anniversary of the month the member joins. Any continuing member who fails to pay her/his dues within three months of the first of the anniversary month shall be dropped from the membership rolls. All dues paid to the LWV-AA will be paid to and maintained by the LWV-AA member organization recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code.<sup>9</sup>

**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 as a whole.

**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 committee must have at least two committee members and a majority of those members must be Directors. The treasurer shall be, ex officio, a member of the budget committee, but shall not be eligible to serve as chairman.

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<sup>9</sup> Change adopted at 2017 Annual Meeting – Dues payments will be tax deductible in accordance with Internal Revenue Service guidelines.



**Section 5.**<sup>10</sup> **Tax Exemption.** The League is organized and operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code and the Texas Tax Code, Section 11.18. Notwithstanding any other provision of these Articles, the League 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 League shall be attempting to influence legislation.

## ARTICLE VII: MEETINGS

**Section 1. Membership Meetings.** There shall be at least four meetings of the general membership each year. The time and place shall be determined by the Board of Directors.

**Section 2. Annual Meeting.** An annual meeting shall be held during 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;
- B. elect officers and Directors and a nominating committee chair;
- C. adopt a budget;
- D. transact such other business as may properly come before it.

**Section 3. Quorum.** A quorum shall consist of ten percent (10%) of the members eligible to vote as of January 1 of the current year.

**Section 4. Voting.** Each member shall be entitled to one vote at any meeting of the members. Absentee or proxy voting shall not be permitted. The Board may, in its discretion, facilitate a vote of the members via mail, fax, email, or any combination of those methods. Unless otherwise specifically provided in these bylaws, the affirmative vote of a majority of a quorum of members shall pass an action voted upon.

## ARTICLE VIII: NOMINATIONS AND ELECTIONS

**Section 1. Nominating Committee.** The nominating committee shall consist of a chair, two members from the Board, and two non-Board members. The chair, who shall not be a member of the Board and the two non-Board members shall be elected at the annual meeting; the Board of Directors shall appoint the members from the Board. Vacancies on the committee during the year shall be filled in the same manner. Nominations for officers, Directors and nominating committee chair may be sent to this committee by any voting member.

**Section 2. Office Sharing.** Two members may be nominated and elected to share a single office. They will divide the duties of the office by mutual agreement. Each member shall have a vote on the Board.

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<sup>10</sup> Change adopted at 2017 Annual Meeting – Previous Section 5 related to fiduciary management of the Education Fund which will no longer exist since all funds will be combined into one 501(c)(3) Fund. The new Section 5 specifies that the League is to be operated according to Internal Revenue Service requirements as a 501(c)(3) fund.

**Section 3. Report of the Nominating Committee and Nominations from the Floor.** The report of the nominating committee of its nominations for officers and Directors shall be sent to all members at least 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 be secured.

**Section 4. Elections.** The election shall be by secret ballot, except when there is only one nominee the election may be by voice vote. The election of co-nominees for a single office shall be considered a single nomination. A majority of those qualified members present and voting shall constitute an election. Absentee or proxy voting shall not be permitted. The new Board members shall assume their duties June 1.

## ARTICLE IX: PROGRAM

**Section 1. Authorization.** The governmental principles adopted by the national convention, and supported by the League as a whole, constitute the authorization for the adoption of the program.

**Section 2. Program.** The program of the LWV-AA shall be chosen for study or action at the annual meeting and may include action to implement the principles of the League of Women Voters.

**Section 3. The Annual Meeting.** The annual meeting shall act upon the program using the following procedures:

- A. The Board of Directors shall consider the recommendations sent in by the voting members two months prior to the annual meeting and shall formulate a proposed program.
- B. The proposed program shall be sent to all members one month before the annual meeting, together with not-recommended items and reasons for their rejection by the Board.
- C. A majority vote of voting members present and voting at the annual meeting shall be required for adoption of items in the proposed program as presented to the annual meeting by the Board of Directors.
- D. Any not-recommended program item(s) may be moved for consideration following the presentation of the recommended program. A majority vote shall place a not-recommended item before the annual meeting. Adoption of a not-recommended item requires a two-thirds vote. The program votes shall take place in the order in which items were considered.
- E. Suggestions for program at the annual meeting from the floor must meet the following criteria:
  1. the suggestion must have been presented to and approved by the president at least 24 hours prior to the annual meeting.
  2. the annual meeting shall order consideration by a two-thirds vote.
  3. the annual meeting shall adopt the item by a two-thirds vote.
- F. Changes in the program, not considered at the annual meeting, may be made provided that:
  1. information concerning the proposed change has been sent to all members at least two weeks prior to a general membership meeting at which the change is to be discussed.
  2. final action by the membership is taken at the succeeding meeting.

**Section 4. Member Action.** Members may act in the name of the League of Women Voters only when authorized to do so under the policy established by the Board of Directors. They act only in conformity with, and not contrary to, a position taken by the LWV-AA, the LWV-TX, and the LWVUS.

## ARTICLE X: VOTER SERVICE

**Section 1. Voter Service.** Activities of the LWV-AA shall include making available to the citizens in the community information on elections and other democratic processes.

## ARTICLE XI: NATIONAL CONVENTION, STATE CONVENTION AND COUNCIL

**Section 1. National Convention.** Delegates from the LWV- AA shall be selected by the Board of Directors under the provisions of the bylaws of the LWVUS.

**Section 2. State Convention/Council.** Delegates from the LWV-AA shall be selected by the Board of Directors under the provisions of the bylaws of the LWV-TX.

## ARTICLE XII: PARLIAMENTARY AUTHORITY

**Section 1. Parliamentary Authority.** The rules in “Roberts Rules of Order Newly Revised” shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

## ARTICLE XIII: AMENDMENTS

**Section 1. Amendments.** These bylaws may be amended by a two-thirds vote of the voting members present at the annual meeting or a membership meeting, provided that the amendments were submitted to the membership in writing at least one month in advance of the meeting.

## ARTICLE XIV: INDEMNIFICATION<sup>11</sup>

**Section 1. Indemnification.** The League is empowered to indemnify the officers, Directors, and agent to the extent provided and within the limitations imposed by law.

## ARTICLE XV: REGISTERED OFFICE AND REGISTERED AGENT<sup>12</sup>

**Section 1. Registered Office and Registered Agent.** The League shall maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the principal office in Texas. The Board of Directors may change the registered office and the registered agent as needed.

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<sup>11</sup> Change adopted at 2017 Annual Meeting – Indemnification Article recommended by legal counsel

<sup>12</sup> Change adopted at 2017 Annual Meeting –New Article recommended by legal counsel

## ARTICLE XVI: DISSOLUTION<sup>13</sup>

**Section 1. Dissolution.** In the event of the dissolution of the LWV-AA all monies and securities which may at the time be owned by or under the control of the LWV-AA shall be paid to the Texas member organization of the League of Women Voters that 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.

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<sup>13</sup> Change adopted at 2017 Annual Meeting – This is a legal requirement for 501(c)(3) corporations and the wording also complies with LWVUS and LWV-TX requirements.