



# League Women Voter Rogue Valley

## BYLAWS

### ARTICLE I

#### Name

Sec. 1. **Name.** The name of this corporation shall be the League of Women Voters of Rogue Valley, Oregon, United States (LWVUS) and of the League of Women Voters of Oregon (LWVOR).

### ARTICLE II

#### Purposes and Policy

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

Sec. 2. **Political Policy.** The LWVRV 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 LWVRV shall be eligible to be a voting member or an associate member.

Sec. 2. **Types of Membership.**

**Voting Members.** Citizens at least 18 years of age residing within Oregon who join the LWVRV shall be voting members of the local League, State League and of the LWVUS:

- (1) Individuals 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 Active Life Members excused from the payment of dues.

**Associate Members.** All others who join the LWVRV shall be associates.

### ARTICLE IV

#### Officers and Board of Directors

Sec. 1. **Enumeration of Officers.** The officers of the LWVRV shall be a president or co-presidents, a first vice-president, a second vice-president, a secretary and a treasurer. In the absence of a president or co-presidents, an executive committee will hold the office of president.

Sec. 2. **Enumeration of the Board of Directors.** The LWVRV Board of Directors shall consist of the officers of the LWVRV, not more than six elected directors and not more than six appointed directors.

Sec. 3. **Election of Officers and Directors of the Board of Directors.** The officers shall be elected by the general membership for a term of two years at the annual meeting, and shall assume office at the end of the annual meeting. The president, and the first vice-president, shall be elected in odd numbered years. The second vice-president, secretary, and the treasurer shall be elected in even numbered years.

Directors shall be elected by the general membership at each annual meeting and shall serve a term of two years, taking office on June 1.

Sec. 4. **Executive Committee.** The executive committee, which shall consist of no fewer than 3 members. selected by the nominating committee and placed on the slate to be elected by the members at the annual meeting. The newly elected Board may select no more than 2 additional members to serve on the executive committee.. **Revised May 2013**



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The executive committee shall have such usual powers of supervision and management, as may pertain to the office of president and shall perform such other duties as may be designated by the board

Sec. 5. **Number, Selection and Term of Office of Appointed Directors.** The elected officers and directors shall appoint such additional directors, not exceeding six, as they deem necessary to carry on the work of the LWVRV. The term of office of the appointed directors shall expire concurrently with the term of office of the elected directors.

Sec. 6. **Qualifications.** No person shall be elected or appointed or shall continue to serve as an officer or director of this corporation who is not a voting member of the LWVRV.

Sec. 7. **The President.** The president shall preside at all meetings of the corporation and of the LWVRV Board of Directors. 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, and shall have the usual powers of supervision and management, as may pertain to the office of the president, and perform such other duties as may be designated by the LWVRV board. The past president is to be a member of the board the year after she/he serves as president to preserve continuity and help the new president or executive committee.

Sec. 8. **The Vice Presidents.** The two vice-presidents, in order of their rank, shall, in the event of the absence, resignation, disability, or death of the president, possess all the powers and perform all the duties of that office. In the event that neither vice-president is able to serve in this capacity, the LWVRV Board of Directors shall elect one of its members to fill the vacancy. The vice-president shall perform such other duties as the president shall designate.

Sec. 9. **The Secretary.** The secretary shall keep minutes of the meetings of the LWVRV and the LWVRV Board of Directors, shall notify all officers and directors of their election; shall sign with the president all contracts and other instruments so authorized by the LWVRV Board; and shall perform such other functions as may be incident to the office.

Sec. 10. **The Treasurer.** The treasurer shall collect and receive all moneys; shall be custodian of these moneys; shall deposit them in a bank or banks designated by the LWVRV Board of Directors, and shall disburse the same only upon order of the LWVRV board. The treasurer shall present statements to the LWVRV board and membership at regular meetings and an annual report to the annual meeting.

Sec. 11. **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. Failure to observe the procedures outlined in Article V, Sec. 2, when a board member has a conflict of interest with the LWVRV will result in the board member's resignation or removal. Any officer or board member may be removed for cause, as determined by the Board, by a two-third (2/3) vote of the Board of Directors.

## ARTICLE V LWVRV Board of Directors' Operations

Sec. 1. **Powers and Duties.** The LWVRV Board of Directors shall have full charge of the property and business of the corporation with full power and authority to manage and conduct the same, subject to the instructions of the membership. The LWVRV board shall plan and direct the work necessary to carry out the program on national, state and local governmental matters as adopted by the membership. It shall accept responsibility delegated to it by the Board of Directors of the LWVOR for carrying out of program. The LWVRV board shall have authority where circumstances require, to make reasonable and prudent adjustments in the existing budget approved to implement, so far as feasible, the general emphasis of the budget. The LWVRV board shall create and designate special committees, as it deems necessary.

Sec 2. **Conflict of Interest.** A conflict of interest is not cause for a board member's resignation if the following procedure has been observed:

- a. The material facts of the activity have been disclosed to the Board of Directors.
- b. The activity is not contrary to the interests, financial or otherwise, of the League of Women Voters of Rogue



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- c. The Board of Directors approves, by a vote, of the board member's activity.
- d. Any board member who has a material interest in a specific issue shall not vote on matters relating to that issue.

Sec. 3. **Regular Meetings.** There shall be at least eight (8) regular meetings of the LWV RV Board of Directors annually. The president shall notify each member of the board of all regular meetings. No action taken at any regular LWV RV board meeting attended by three-fourths (3/4) of the members of the board shall be invalidated because of the failure of any member or members of the board to receive notice.

Sec. 4. **Special Meetings.** The president may call special meetings of the LWV RV Board of Directors and shall call a special meeting upon the request of five members of the board. Members of the board shall be notified of the time and place of special meetings by telephone, e-mail or letter sent at least six days prior to such meeting.

If an occasion arises which necessitates immediate action, remote communications (e-mail, teleconferencing, telephone) may be utilized to make a decision. In this case, the 6-day requirement for special meetings is waived. All LWV RV board members shall be notified of the meeting and its purpose by e-mail or telephone. Before any decision can be made, all members must be given an opportunity to participate in a remote discussion. A simple majority of all LWV RV board members is required for approval or disapproval. In the case of e-mail, response must be made within 24 hours of the notice. The president shall fully inform all board members of the results before acting on the vote. Results of e-mail or teleconference voting shall be reported at the next regular board meeting and recorded in the minutes.

Sec. 5. **Membership Meetings.** The LWV RV Board of Directors shall determine the times and place of membership meetings.

Sec. 6. **Annual Meeting.** The board of the LWV RV shall call an Annual Meeting before May 30, the exact date to be determined by the board. The Annual Meeting shall:

- a. Adopt a local program for the coming year;
- b. Elect officers, directors, and three members of the Nominating Committee (chair and two members);
- c. Adopt an adequate budget; and
- d. Transact such other business as may properly come before it.

Sec. 7. **Quorum.** A majority of the members of the LWV RV Board of Directors shall constitute a quorum. Twenty-five percent (25%) of the current membership shall constitute a quorum at all membership meetings of the LWV RV.

## ARTICLE VI Financial Administration

Sec. 1. **The Fiscal Year.** The fiscal year of the LWV RV shall commence on the first day of May each year.

Sec. 2. **Dues.** The amount of the dues of the LWV RV shall be determined by a vote of the members at the Annual Meeting, if the board has recommended a dues change.

Sec. 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 be sent to the membership four weeks before the Annual Meeting. The budget shall include support for the work of the League as a whole.

Sec. 4. **Budget Committee.** A Budget Committee shall be appointed by the Board of Directors at least four months prior to the Annual meeting to prepare a budget for the ensuing year. The treasurer shall be, ex-officio, a member of the Budget Committee, but shall not be eligible to serve as chair.

Sec. 5. **Independent Review.** The Board of Directors shall provide for an annual independent review of the books of the treasurer, which shall be made within the two weeks following the end of the fiscal year.



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## ARTICLE VII Nominations and Elections

Sec. 1. **Nominating Committee.** The Nominating Committee shall consist of five members, two of whom shall be members of the LWVRV Board of Directors. The chair and two members, who shall not be members of the LWVRV Board of Directors, shall be elected by the membership at the Annual Meeting for a one-year term. Nominations for these offices shall be made by the current Nominating Committee. The Board of Directors shall appoint the other members for a one-year term, immediately following the Annual Meeting. Any vacancy on the Nominating Committee shall be filled by the Board of Directors. In the event a vacancy occurs in the chair position of the Nominating Committee, the LWVRV Board of Directors shall designate an off-board member to serve in this capacity. Any voting member may send suggestions for nominations for officers and directors to this committee.

Sec. 2. **Report of Nominating Committee and Nominations From the Floor.** The report of the Nominating Committee of its nominations for Officers, Directors and the members of the succeeding Nominating Committee shall be sent to all members four weeks before the date of the Annual Meeting. The report of the Nominating Committee shall be presented to 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.

Sec. 3. **Elections.** The election shall be by ballot, 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.

Sec. 4. **Vacancies.** Any vacancy, other than in the office of the president, may be filled until the next annual meeting by a majority vote of the remaining members of the LWVRV Board of Directors. In filling the vacancy, the LWVRV Board of Directors shall consider names submitted by the Nominating Committee.

## ARTICLE VIII The Program

Sec. 1. **Authorization.** The governmental principles adopted by the national convention and supported by the League as a whole, constitutes the authorization for the adoption of the Program.

Sec. 2. **Program.** The program of the LWVRV shall consist of the following:

- a. Action to protect the right to vote of every citizen:
- b. Those governmental issues chosen for concerted study and action; and
- c. Encouragement of informed and active participation of citizens in government.

Sec. 3. **Adoption.** The Annual Meeting shall act upon the program using the following procedures:

- a. The Board of Directors shall consider the suggestions sent by 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 four weeks before the Annual Meeting along with a list of program items suggested by members but not recommended by the Board of Directors.
- c. A majority vote of voting members present and voting at the Annual Meeting shall be required for adoption of subjects in the proposed program as presented to the Annual Meeting by the Board of Directors. The proposed program may be amended by a majority of those voting at the Annual Meeting.
- d. Suggestions for the program submitted by voting members prior to the Annual Meeting but not recommended by the Board of Directors may be considered by the Annual Meeting provided that:
  1. The Annual Meeting shall order consideration by a majority vote, of those present and voting, and
  2. The Annual Meeting shall adopt the item by two-thirds vote of members present and voting.
- e. Changes in the adopted program may be made provided that:



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1. Information concerning the proposed changes has been sent to all members at least two weeks prior to a general membership meeting at which the change is to be discussed, and
2. Final action by the membership is taken at a succeeding meeting.

Sec. 4. **Member Action.** Members may act in the name of the League of Women Voters only when authorized to do so by the LWV RV Board of Directors.

## ARTICLE IX National Convention, State Convention and Council

Sec. 1. **National Convention.** The LWV RV Board of Directors, at a meeting before the date on which the names of the delegates must be sent to the national office, shall select delegates to that Convention in the number allotted the LWV RV under the provisions of the bylaws of the LWVUS.

Sec. 2. **State Convention.** The LWV RV Board of Directors, at a meeting before the date on which the names of delegates must be sent to the state office, shall elect delegates to that convention in the number allotted the LWV RV under the provisions of the bylaws of the LWVOR.

Sec. 3. **State Council.** The LWV RV Board of Directors, at a meeting before the date on which the names of delegates must be sent to the state office, shall elect delegates to that Council in the number allotted the LWV RV under the provisions of the bylaws of the LWVOR.

## ARTICLE X Parliamentary Authority

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

## ARTICLE XI Amendments

These bylaws may be amended by a two-thirds vote of the voting members present and voting at the Annual Meeting, provided the amendments were submitted to the membership in writing at least two weeks in advance of the meeting.

\_\_\_\_\_  
President

\_\_\_\_\_

Secretary

Dated: \_\_\_\_\_

Dated: \_\_\_\_\_