



# LEAGUE OF WOMEN VOTERS OF THE ROGUE VALLEY, INC.

## BYLAWS

### ARTICLE I

#### Name

Sec. 1 **Name.** The name of this organization shall be the League of Women Voters of the Rogue Valley, Inc.; hereinafter referred to in these bylaws as LWVRV 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 these bylaws as LWVUS, and of the League of Women Voters of Oregon.

### 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. LWVRV 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, LWVRV 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 LWVRV shall be attempting to influence legislation.

Sec. 2. **Political Policy.** The LWVRV shall not support or oppose any political party or any candidate.

Sec. 3. **Diversity, Equity & Inclusion Policy.** The LWVRV is fully committed to ensure compliance – in principle and in practice – with LWVRV’s Diversity, Equity & Inclusion Policy.

### 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.** Persons at least 16 years of age who join the LWVRV shall be voting members of the local League, State League and of the LWVUS. Those who have been members of the League for 50 years or more shall be life members, excused from paying dues.

(1) Individuals who live within an area of a local League may join the 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 a state Members-at-large;

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

### ARTICLE IV

#### Officers and Board of Directors

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

Sec. 2. **Enumeration of the Board Members.** The LWVRV Board of Directors shall



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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 or co-presidents, and the first vice-president, secretary or co-secretaries, and treasurer or co-treasurers 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<sup>st</sup>.

Sec. 4. **Executive Committee.** In place of a president, an executive committee, consisting of no fewer than three members selected by the nominating committee and placed on the slate to be elected 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**

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 may be a member of the board a year after she/he serves as president to preserve continuity and help the new president or executive committee.

Sec. 8. **The Vice President.** The vice-president shall, in the event of the absence, resignation, disability, or death of the president, possess all the powers and perform all the duties as president.

Sec. 9. **The Secretary or Co-Secretaries.** The secretary or co-secretaries shall keep minutes of the meetings of the LWVRV Board of Directors and the Annual Meeting, shall notify all officers and director 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 or Co-Treasurer.** The treasurer or co-treasurers shall collect and receive all monies, shall be custodian of these monies, 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 the 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-thirds (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 the program. The LWVRV board shall have authority where circumstances require, to make reasonable and prudent adjustments in the existing budget approved at the Annual Meeting 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 Valley.
- c. The Board of Directors approves, by a majority vote, of the board member's activity.
- d. Any board member who has material interest in a specific issue shall not vote on matters relating to that issue.

Sec. 3. **Regular Board Meetings.** There shall be at least eight (8) regular meetings of the LWVRV Board of Directors annually. The president shall notify each member of the board of all regular meetings. No action taken at any regular LWVRV board meeting attended by a majority 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 LWVRV 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, 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 LWVRV 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



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LWVRV 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 General Meetings.** The LWVRV Board of Directors shall determine the times and place of membership general meetings.

Sec. 6. **Annual Meeting.** The board of the LWVRV shall call an Annual Meeting before May 31, the exact date to be determined by the board. If circumstances do not allow for in-person attendance, remote communications (such as vote-by-mail, telephone, video- and teleconferencing) may be utilized to conduct the Annual Meeting. 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 LWVRV Board of Directors shall constitute a quorum. Twenty-five present (25%) of the current membership shall constitute a quorum at all membership meetings of the LWVRV.

### ARTICLE VI

#### Financial Administration

Sec. 1. **The Fiscal Year.** The fiscal year of the LWVRV shall commence on the first day of July each year.

Sec. 2. **Dues.** The amount of the dues of the LWVRV 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 or co-treasurers shall be, ex-officio members 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.

### 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 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 Nominating Committee of its nominations for Officers, Directors, and 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, providing the consent of the nominee shall have been secured.

Sec. 3. **Elections**. The elections 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 members present 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, constitute 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 majority vote, of those present and voting, and



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- 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:
  - 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 LWVRV Board of Directors.

**ARTICLE IX**

**National Convention, State Convention and Council**

Sec. 1. **National Convention.** The LWVRV 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 Convention in the number allotted the LWVRV under the provisions of the bylaws of the LWVUS.

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

Sec. 3. **State Council.** The LWVRV 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 LWVRV 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 bylaw.

**ARTICLE XI**

**Amendments**

These bylaws may be amended by 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.

**ARTICLE XII**

**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 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 designated tax provisions.

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