

League of Women Voters of Washington

2017 Convention

By-law Committee Report to be considered at Convention, June 2-4, 2017, Seattle WA

The Proposed By-Law Amendments are recommended by the LWVWA Board of Directors.

Rationale for all amendments: changes provide for clarity in language, flexibility and/or reflect current practice.

>>> note – formatting inconsistencies will be corrected in the Convention Workbook and only the affected sections will be in the Convention Workbook (not the complete ByLaws). The complete ByLaws are presented here for reference only.

Submitted by: Lunell Haught, RPeggy Smith

Text changes are highlighted – ~~text to be deleted is lined through~~; new text is underlined.

BYLAWS
of the
LEAGUE OF WOMEN VOTERS OF WASHINGTON

As amended July 2016 **June 2017**

EXCERPTS FROM LEAGUE OF WOMEN VOTERS OF WASHINGTON
ARTICLES OF INCORPORATION

We, the undersigned individuals, all citizens of the United States and residents of the State of Washington, desiring to form a nonprofit, non-stock corporation for the purposes herein set forth, under the provisions of Title 24, Chapter 24.08, Revised Code of Washington, do hereby certify as follows:

I .

The name of this corporation shall be LEAGUE OF WOMEN VOTERS OF WASHINGTON.

II .

The term of existence of this corporation shall be perpetual.

III .

The purpose of the corporation shall be educational, including the promotion of political responsibility within the State of Washington through informed and active participation of the citizens in government, the rendering of such other services in the interest of education in citizenship as may be possible in the State of Washington and the doing of every act appropriate or necessary to carry out any of the foregoing objects, provided, however, that the corporation shall not support or oppose any political party or candidate.

IN WITNESS WHEREOF, we have hereunto set our hands, this 22nd day of January, 1955, in the City of Seattle, State of Washington.

Myrtle S. Edwards Mary Fite Black

Marguerite C. Pearson Nora B. Cummins
Muriel W. Chamberlin

ARTICLE I. Name

The name of this organization shall be the League of Women Voters of Washington, hereinafter referred to in these bylaws as LWVWA or as the state League. This state League is an integral part of the League of Women Voters of the United States, hereinafter referred to in these bylaws as LWVUS.

ARTICLE II. Purposes and Policy

Section 1. Purposes. The purposes of the LWVWA 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. Membership

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 years of age who join the League shall be voting members of local Leagues, 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 fifty (50) years or more shall be honorary members excused from the payment of dues.
- b. Associate members. All others who join the League shall be associate members.

ARTICLE IV. Organization

Section 1. Local Leagues.

- a. Local Leagues are those Leagues which have been so recognized by the LWVUS.
- b. The board of directors of the LWVWA, hereinafter referred to as the state board, shall recommend to the board of the LWVUS, hereinafter referred to as the national board, that it recognize as a local League any group of members in any community within the state, provided the group fulfills both state and national recognition requirements.
- c. In the event of recurrent failure of a local League to fulfill state and national recognition requirements, the state board may recommend to the national board that it withdraw recognition from such local League. All funds held by a local League from which recognition has been withdrawn shall be paid to the LWVWA.

Section 2. Member-at-Large Units.

- a. The state board may authorize the establishment of Member-at-Large units, hereinafter referred to as MAL units, in communities in which the establishment of a recognized local League is not feasible. Member-at-large units shall operate within the limitations established by the LWVUS and within guidelines adopted by the state board.
- b. In the event of recurrent failure to adhere to guidelines for member-at-large units or to operate within the limitations established by the LWVUS, the state board may withdraw approval of the member-at-large unit. All funds held by a member-at-large unit from which approval has been withdrawn shall be

paid to the state League.

Section 4. Interleague Organizations. Local Leagues may create interleague organizations, hereinafter referred to as ILOs, in order to promote the purposes of the League to take action on governmental issues of common concern. ILOs may be created and continue to operate only with the consent of the national board and with the advice and assistance of the LWVWA.

Section 5. Organizations. The League of Women Voters of Washington is the sole and only member of the League of Women Voters of Washington Education Fund (LWVWAEF). The Board of the LWVWA shall appoint the officers of the Board of the LWVWAEF immediately after the close of the biennial convention.

ARTICLE V. Officers

Section 1. Election, Qualifications and Term. The officers of the LWVWA shall be a president, a first vice-president, a second vice-president, a secretary, and a treasurer. They shall be voting members of the LWVWA and shall be elected by the convention and shall hold office until the conclusion of the next convention or until their successors have been elected and qualified. Offices may be shared. A president-elect may be designated.

Section 2. The President. The president shall have such powers of supervision and management as customarily pertain to the office; shall be, ex-officio, a member of all committees except the nominating committee; may sign or endorse checks, drafts, and notes in the absence of the treasurer; and shall perform other duties as the state board may direct. In the event of the absence, disability, resignation, or death of the president, the vice-presidents, in order of their rank, shall assume the office. If neither vice-president is able to serve as president, the state board shall fill the vacancy from among the elected directors.

Section 3. The Vice-Presidents. The vice-presidents shall perform such duties as the president and the state board shall direct.

Section 4. The Secretary. The secretary shall perform such duties as customarily pertain to the office; shall sign with the president all contracts and other instruments when so authorized by the state board; and shall perform other duties as the president and state board may designate. The Secretary shall assure meeting minutes are accurately recorded, modified as necessary, accepted, and retained.

Section 5. The Treasurer. The treasurer shall assure the collection and receipt of ~~collect and receive~~ all moneys due, assure depositing and disbursing them as designated by the state board; arrange for an annual review of accounting systems and internal controls, present periodic statements to the state board at its regular meetings and an annual statement to the convention or council; and perform other duties as the president and state board may designate.

Section 6. The consent of the state board and the signatures of two officers shall be necessary to endorse, transfer, and deliver any certificate of stock, bond, note, or other security or property in the name of and in behalf of the LWVWA.

ARTICLE VI. Board of Directors.

Section 1. Selection, Qualifications, and Term. The board of directors shall consist of the officers, not less than five nor more than seven directors elected by the convention, and directors appointed by the elected members of the board, the number not to exceed the number of elected board members. All directors shall be voting members of the LWVWA. The elected directors shall be elected by the convention and shall serve until the conclusion of the next convention or until their successors have been elected and qualified. Members of the LWVWA Board of Directors will also be members of the Board of Directors of the LWVWA Education Fund.

Section 2. Vacancies. Vacancies other than the presidency may be filled by a majority vote of the remaining members of the state board.

Section 3. Powers and Duties

3.1 Powers and Duties. The state board shall manage and supervise the business, affairs, and activities of the LWVWA subject to the instruction of the convention. The board shall plan and direct the work necessary to carry out program on selected governmental issues as adopted by the convention. It shall accept responsibility delegated to it by the national board for the organization and development of local Leagues and state MAL units, for the carrying out of program and for the promotion in the local Leagues of finance programs requisite to furthering the work of the League as a whole, including transmission of funds toward the support of adequate state and national budgets. It shall have the power to create special committees as it deems necessary and shall perform other duties as are specified in these bylaws.

3.2 Consent to Electronic Communication. Each Board Member shall at the start of his/her term provide consent to receive notifications and transmissions electronically and shall advise the president and other members of any e-mail address change. If a board member's e-mail becomes invalid and a valid one is not provided or if a board member is unable to communicate via e-mail, communications shall be made via regular mail, or via telephone with memorialization via regular mail.

Section 4. Executive Committee. The executive committee shall be composed of the president and at least four other elected members of the state board designated by the president and approved by the state board. The executive committee may meet upon call of the president to transact such business as delegated to it by the state board and may act for the state board in an emergency. Three members of the executive committee shall constitute a quorum.

Section 5. Meetings.

5.1 Frequency. At least four regular meetings of the state board shall be held annually at such time and place as the board may determine. The president may call special meetings and upon the written request of five members of the board, shall call a special meeting. Written notice of all regular meetings shall be given at least two weeks before the meeting, and written notice of all special meetings shall be given at least six days before the meeting. However, during a convention or council meeting the president may, or upon request of five members shall, call a special meeting by giving personal notice to each member of the state board.

5.2 Electronic Meetings by Telephone. Members of the board or any committee designated by the board may participate in a meeting of such board or committee by means of a conference telephone or any electronic method which allows for ~~by means of which~~ all persons participating in the meeting to can hear and respond to each other at the same time. Participation by such means shall constitute presence in person at a meeting.

5.3 Action without a Meeting. Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the board of directors (or its committees) may be taken without a meeting, by electronic transmission. Each matter to be voted upon must be responded to similarly by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

Section 6. Quorum. A majority of the members of the state board shall constitute a quorum.

ARTICLE VII. Financial Administration

Section 1. Fiscal Year. The fiscal year of the LWVWA shall be from July 1 to June 30 of the next year.

Section 2. Books and Records. Accurate and complete financial records shall be maintained at the organization's registered office. On an annual basis, accounting systems and internal controls shall be reviewed for adequacy and conformity with generally accepted accounting principles and organizational policies.

Section 3. Financial Support.

- a. Each local League and MAL shall make an annual per member payment to the LWVWA, the amounts to be determined at state convention by a 3/5 vote of those present and voting. When two or more members reside at the same address in a common household, a payment shall be made equal to one plus one-half for each additional member based upon the determined per member payment.
- b. Local Leagues shall be excused from making a per member payment to the LWVWA for honorary members.
- c. The per member payment for a member who is a student shall be equal to one half the per member amount determined by the convention. A student is defined as a member enrolled either full or part time in an accredited institution.

Section 4. Budget. The budget shall be prepared by a committee which shall be appointed by the state board for that purpose at least four months prior to the convention. The treasurer shall be ex-officio a member of the budget committee but shall not be eligible to serve as chair. A proposed budget for the next two fiscal years shall be sent to the presidents of local Leagues and ILOs and chairs of MAL units and posted on ~~the member section of~~ LWVWA website not less than forty days prior to the convention. A budget shall be adopted by a majority vote except that the per member payment shall be approved as provided in Section 3 of this Article.

Section 5. Distribution of Funds. In the event of the dissolution of the LWVWA all moneys and securities which the LWVWA has acquired by gift, bequest or otherwise as well as all unexpended income from said moneys and any other funds that may be owned or under the control of the LWVWA shall be paid to the LWVUS after the state board has made provision for the payment of all liabilities of the LWVWA. Property, real, personal, or mixed, which may be owned or under the control of the LWVWA shall be disposed of to such person, organization, or corporation for such public, charitable, or educational uses and purposes as the state board in its absolute discretion may designate.

ARTICLE VIII. Convention

Section 1. Place, Date, and Call. A convention of LWVWA shall be held biennially at a time and place determined by the state board. A first call to convention shall be sent to the presidents of local Leagues and ILOs, chairs of MAL units, and members at large at least four months prior to the date fixed in said call. Thereafter the state board may advance or postpone this date by not more than two weeks. A final call, giving the exact time and place of the convention, shall be sent not less than forty days prior to its opening session.

Section 2. Composition. The convention shall consist of:

- a. delegates chosen by the members of local Leagues and MAL units in the number provided in Section 4 of this Article;
- b. the president of each local League or an alternate in the event that the president is unable to attend;
- c. one delegate for each recognized ILO within the state of Washington; and
- d. the members of the state board.
- e. Non-voting guests and members are welcome and encouraged to attend conventions.

Section 3. Delegates' Qualifications and Voting. All delegates shall be voting members of the LWVWA. No delegate shall be entitled to more than one vote and absentee or proxy voting shall not be permitted. The convention shall be the sole judge of whether a delegate is qualified to vote.

Section 4. Representation. Each local League and MAL unit shall be entitled to voting representation in the convention as follows: one delegate for its first through 15th voting members and one delegate for every 25 additional voting members or major fraction thereof. The official membership count shall be determined by LWVUS records of voting members as of the date determined by LWVUS of the year in which the convention is held.

Section 5. Powers. The convention shall adopt program; elect officers and directors, the chair and two members of the nominating committee; approve the per member payment (PMP) for the ensuing two years, adopt a budget for the ensuing two years; and transact such other business as may properly come before it.

Section 6. Quorum. Thirty voting delegates, other than members of the state board, shall constitute a quorum provided that not less than a majority of the local Leagues is represented.

ARTICLE IX. Council

Section 1. Place, Date, and Call. A meeting of the council shall be held biennially approximately 12 months after each convention at a time and place determined by the state board. A formal call shall be sent to the presidents of local Leagues and ILOs and chairs of MAL units not less than 40 days before a council meeting. Special meetings may be called in the event of an extreme emergency.

Section 2. Composition. The council shall be composed of:

- a. the president of each local League and chair of each MAL unit or an alternate in the event that the president or chair is unable to attend;
- b. one additional delegate chosen by each local League;
- c. one delegate for each recognized ILO within the state of Washington;
- d. the members of the state board; and
- e. members and guests are encouraged to attend council.

~~**Section 3. Purpose.** The council shall give guidance to the state board on program and methods of work. The council shall transact such other business as shall be presented by the state board. The council is authorized to change the program only in the event of an emergency, provided:~~

- a. ~~notice of proposed changes has been sent to local Leagues, ILOs and MAL units not less than forty days prior to a council meeting and~~
- b. ~~the change is adopted by a two-thirds vote of those present and voting~~

Section 3. Purpose. The council shall:

1. Give guidance to the state board on program and methods of work.
2. Provide educational programs as deemed desirable.
3. Transact such other business as shall be presented by the state board. The council is authorized to change the program on in the event of an emergency, provided
 - a. Notice of proposed changes has been sent to local Leagues, ILOs and MAL units not less than forty days prior to a council meeting and
 - b. The change is adopted by a two-thirds vote of those present and voting.

Section 4. Quorum. Ten delegates, other than members of the state board, shall constitute a quorum, provided that not less than a majority of the local Leagues is represented.

ARTICLE X. Nominations and Elections

Section 1. Nominating Committee. The nominating committee shall consist of five members, two of whom shall be members of the state board. The chair and two members, who shall not be members of the state board, shall be elected by the convention. Immediately after the convention, the state board shall appoint two of its members to the committee. Vacancies shall be filled by appointment by the state board.

Section 2. Suggestions for Nominations. The chair of the nominating committee shall request suggestions for nominations by advising each local League, ILO, and MAL unit of the offices to be filled and the address to which suggestions are to be sent. Suggestions for nominations by local Leagues, ILOs, and MAL units, or by any member, shall be sent to the chair of the nominating committee at least three months before the convention.

Section 3. Report of the Nominating Committee. The report of the nominating committee of its nominations for officers, directors, and the chair and two members of the next nominating committee shall be sent to local Leagues, ILOs, and MAL units and post on the member section of LWVWA website not less than forty days before the convention. The report of the nominating

committee shall be presented to the convention on the first day of the convention. Nominations may be made from the floor immediately thereafter, provided that the consent of the nominee has been obtained.

Section 4. Election. The election shall be the responsibility of an election committee appointed by the president on the first day of the convention. Election shall be by ballot, except that if there is only one nominee for an office it may be by voice vote. A majority of those present and voting shall constitute an election.

ARTICLE XI. Principles and Program.

Section 1. Principles. The principles are concepts of government adopted by the national convention and supported by the League as a whole. They are the authorization for the adoption of national, state and local program.

Section 2. Program. The program of the LWVWA shall consist of action to implement the principles and those state governmental issues chosen for study and action. Program recommendations shall include title and scope. The convention shall adopt the program using the following procedures:

- a. Local Leagues and MAL units may make recommendations for state program to the state board at least three months prior to the convention.
- b. The state board shall consider the recommendations and formulate a recommended program which shall be submitted to the local Leagues and MAL units and post on the member section of LWVWA website not less than forty days prior to the convention.
- c. Local Leagues and MAL units may submit proposals for changes in the recommended program or corrections in the not recommended program. Proposals received by the state board at least three weeks before the opening of the convention shall be considered by the board at a meeting prior to the convention at which time the board may change the recommended program. Such changes may not be voted on by the convention on the same day on which they are presented.
- d. A majority vote shall be required for the adoption of the program recommended by the state board.
- e. Any recommendation for the program submitted to the state board at least three months before the convention but not recommended by the board may be adopted by the convention provided consideration is ordered by a majority vote and on a following day the proposal for adoption receives a 3/5 vote.

Section 3. Program Action. Local Leagues, ILOs, and MAL units may take action on state governmental issues only in accordance with procedures established by the LWVWA. Such action shall be in conformity with positions taken by the LWVWA and LWVUS. Members may act in the name of the LWVWA only when authorized to do so by the state board.

ARTICLE XII. Delegates to National Convention and Council.

The state board shall select delegates to the LWVUS convention and council in the number allowed the LWVWA under the provisions of the bylaws of the LWVUS.

ARTICLE XIII. Parliamentary Authority.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and not inconsistent with these bylaws and any special rules of order the organization may adopt.

ARTICLE XIV. Amendments.

These bylaws may be amended at any convention by a two-thirds vote provided that the proposed amendment was submitted to the state board at least three months prior to convention by any local League or MAL unit or has been proposed by the state board. Not less than forty days prior to the convention, the state board shall send all such proposed amendments to local Leagues and MAL units who shall notify their members of the proposed amendments. Failure of any member to receive such notice properly sent shall not invalidate the subsequent adoption of the amendment by the convention.