

# **LWV-VA EDUCATION FUND, INC. BYLAWS**

As Amended June 9, 2017

A Virginia Non-Stock Corporation

## **ARTICLE I - NAME**

The name of the corporation is the League of Women Voters of Virginia Education Fund, Inc. (the "Corporation").

## **ARTICLE II - PURPOSE AND POLICY**

### **Section 1**

The purpose of the Corporation is to promote political responsibility through informed and active participation in government.

### **Section 2**

The Corporation has been organized to operate exclusively for charitable and educational purposes, including, but not limited to, the following:

1. To build participation in the democratic process,
2. To study public policy issues in Virginia in an unbiased, nonpartisan manner, and
3. To educate and empower people to seek positive solutions to public policy issues.

## **ARTICLE III - CORPORATE ACTIVITIES**

The Corporation shall not be operated for profit and is constituted so as to attract substantial support from contributions from a representative number of persons.

No substantial part of the activities of the Corporation shall be to attempt to influence legislation, and the Corporation shall not support or oppose any political party or candidate, or participate in or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(C)(2) and section 2522 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE IV - OFFICES AND REGISTERED AGENT**

### **Section 1 - Offices**

The Corporation shall maintain continuously in Virginia an office at such place as may be designated by the Board of Directors or the President. The principal office of the Corporation, and such other offices as it may establish, shall be located at such place(s), either within or without Virginia, as may be designated by the Board of Directors.

## Section 2 - Agent

The Corporation shall maintain continuously within Virginia a registered agent, which agent shall be designated by the Board of Directors.

## Section 3 - Changes

Any change in the office or registered agent of the Corporation shall be accomplished in compliance with Virginia statutes and as provided in these Bylaws.

# **ARTICLE V - MEMBERSHIP**

The Corporation is a membership corporation. The League of Women Voters of Virginia (the "LWV-VA"), a Virginia corporation, is the sole and only member of the Corporation. No other individual or organization is eligible for membership. The Corporation shall submit an annual report of its finances and activities to the LWV-VA, and shall furnish the LWV-VA such other reports as it may direct.

# **ARTICLE VI - BOARD OF DIRECTORS**

## Section 1 - General Powers and Duties

The affairs of the Corporation shall be managed in their sole discretion, subject to the Articles of Incorporation and these Bylaws, by the Board of Directors. The Board of Directors shall exercise the authority and powers of the Corporation, set its objectives and policies in accordance with its Articles of Incorporation and these Bylaws, adopt such rules for the management of the Corporation as they may from time to time deem proper and necessary to carry out the purposes of the Corporation, adopt a budget, and attend generally to its government and finances.

## Section 2 – Meeting of the Board of Directors

*The Board of Directors shall be the same as the members of the Board of Directors of the League of Women Voters of Virginia (LWV-VA)*

## Section 3 - Meetings of the Board of Directors

A. Regular meetings of the Board of Directors shall be held at least four times each year. There shall be a minimum of two meetings in person annually. Special meetings shall be called at the discretion of the President or at the request of one-third of the Directors in office.

B. The time, place and manner of all meetings of the Board of Directors shall be designated by the President.

C. At least ten days' notice shall be given to each Director of a regular meeting of the Board of Directors. A special meeting of the Board of Directors may be held upon notice of at least five days.

D. Except as otherwise provided by Law, the Articles of Incorporation or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.

E. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to the action taken unless her or his dissent shall be entered in the minutes of the meeting, or unless she or he shall file her or his written

F. dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary immediately after adjournment of the meeting. If dissent is not noted when the minutes are circulated or approved, the dissenting Director(s) may direct its inclusion.

G. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent either in writing or electronically to all the Directors in office and all the Directors in office consent to such action either in writing or electronically, setting forth the action taken. Such consent shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the Corporation.

#### Section 4 - Quorum and Voting

Any or all Directors may participate in a meeting of the Board of Directors, or a committee of the Board of Directors, by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear or communicate electronically with one another, and such participation shall constitute presence in person at the meeting. A majority of the Directors constitutes a quorum at any regular or special meeting. Each Director shall have one vote and a majority of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter that properly comes before the meeting.

### **ARTICLE VII - OFFICERS**

#### Section 1

The Officers of the Corporation shall be the same as the officers of LWV-VA. In this Article and subsequent Articles, the term president may refer to Co-Presidents and the term Vice President may refer to any number of Vice Presidents, as elected by LWV-VA.

#### Section 2 – Duties of the Corporation

The duties and powers of the Officers of the Corporation shall be as provided in these Bylaws or as provided pursuant to these Bylaws, or (except to the extent they are inconsistent with these Bylaws or with any provision made pursuant hereto) shall be those customarily exercised by corporate officers holding such offices.

#### Section 3 - The President and Vice President

The President shall be the chief executive officer of the Corporation *and* shall preside at all meetings of the Board of Directors. The Vice President will fulfill the duties and exercise the powers of the President in her or his absence. In the case of Co-Presidents, they shall decide among themselves who will perform the duty when only one person is required.

#### Section 4 - The Secretary and Treasurer

A. The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board of Directors, and such other actions of the Corporation as the Board of Directors shall direct. She or he shall give or cause to be given all notices in accordance with these Bylaws or as required by law and, in general, perform all duties customary to the office of secretary.

B. The Treasurer shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in the books of the Corporation. She or he shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board of Directors.

C. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors or its delegate, taking proper vouchers for such disbursements, and shall render an account of all her or his transactions as Treasurer and of the financial condition of the Corporation to the Board of Directors at its regular meeting following the end of each quarter.

## **ARTICLE VIII - COMMITTEES**

### Section 1 - Executive Committee

By a majority vote of the Directors in office, the Board of Directors may designate an Executive Committee consisting of the President, who shall be chairman of the Executive Committee, and the officers of the Corporation. The Board of Directors may designate one or more of the Directors as alternate members of the Executive Committee, who may replace any absent or disqualified member at any meeting of the Committee upon the request of the President. Except as otherwise required bylaws or these Bylaws, the Executive Committee shall have such authority as the Board of Directors shall grant to it for the management of the Corporation. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors at its next regular meeting. Vacancies in the Executive Committee shall be filled by the Board of Directors at a regular or special meeting.

### Section 2 - Other Committees

The Board of Directors may create other committee(s) consisting of Directors or other persons, which committee(s) shall have such authority as the Board of Directors may by law, direct.

## **ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any director or officer or former director or officer of the Corporation against expenses actually and necessarily incurred by her or him in connection with the defense of any action, suit or proceeding in which she or he is made a party by reason of being or having been such a director or officer, except in relation to matters as to which she or he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any bylaw, agreement, vote of the Board of Directors or otherwise. No payment shall be made under this Article if such payment would result in any liability for tax under chapter 42 of the Code.

## **ARTICLE X - FINANCES**

### Section 1 - Restrictions on Use of Income

No part of the net income of the Corporation shall inure to the benefit of, or be distributable or paid to, its members, directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of the purpose set forth in Article II, and to reimburse any Director for her or his actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation.

## Section 2 - Execution of Agreements

The President and such other Officers as may be authorized by the Board of Directors may enter into and execute on behalf of the Corporation contracts; leases, debt obligations and all other forms of agreements or instruments permitted by law, the Articles of Incorporation and these Bylaws, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the Corporation.

## Section 3 - Checks

All checks, drafts or other orders for the payment of money shall be signed by such Officer or director or such other person or persons as the Board of Directors may from time to time designate.

## Section 4 - Fiscal Year and Review of the Books

The fiscal year of the Corporation shall be the same as the fiscal year of the LWV-VA.- The financial transactions of the Corporation shall be reviewed by a committee appointed under the provisions of Article VIII, Section 2, when a new treasurer takes office, and no less frequently than biennially, or as directed by the Board of Directors, and a report of the review shall be made to the Board of Directors at its next meeting or within thirty days, whichever comes later.

# **ARTICLE XI -DISSOLUTION**

Upon the termination, dissolution or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Corporation shall be distributed to, and only to, the League of Women Voters Education Fund or to one or more organizations described in section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law

# **ARTICLE XII -AMENDMENTS**

## Section 1 - Amendment of Bylaws

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any meeting of the Board of Directors, by a majority vote of the Directors in office, if at least ten days' written notice is given of the intention to take such action at such meeting, and subject to approval by the board of directors of the LWV-VA.

## Section 2 - Amendment of Articles of Incorporation

The Articles of Incorporation may be altered or amended, or new Articles of Incorporation may be adopted, at any meeting of the Board of Directors, by a majority vote of the Directors in office, if at least ten days' written notice is given of the intention to take such action at such meeting, and subject to approval by the Board of Directors of the LWV-VA.