

## **BYLAWS**

**Adopted May 18, 1996; Amended May 14, 2011; May 17, 2014; June 2016  
LWVUS Convention Amended June 1, 2019; June 2020 LWVUS Convention,  
Amended June 2022**

### **ARTICLE I. NAME**

The name of this organization shall be League of Women Voters of Arlington and Alexandria City, Virginia, Inc., hereinafter referred to in these bylaws as the LWVAAC. 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, of the League of Women Voters of Virginia, hereinafter referred to in these bylaws as LWVVA, and of the League of Women Voters of the National Capital Area, hereinafter referred to in these bylaws as LWNCA.

### **ARTICLE II. PURPOSES AND POLICY**

**Sec. 1. Purposes.** The purposes of the League of Women Voters of Arlington/Alexandria City (LWVAAC) are to promote political responsibility through informed and active participation in government and to act on selected governmental issues. The LWVAAC 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. Notwithstanding any other provision of these Articles, LWVAAC 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 LWVAAC shall be attempting to influence legislation.

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

**Sec. 3. Diversity, Equity & Inclusion Policy.** The League is fully committed to ensure compliance - in principle and in practice - with LWVUS' Diversity, Equity, and Inclusion Policy.

## **ARTICLE III. MEMBERSHIP**

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

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

- a. Voting Members. Persons at least 16 years of age who join the LWVAA shall be voting members.
  - 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.
  - 3. Those who have been members of the LWVUS for 50 years or more shall be life members and excused from the payment of dues.
  - 4. Those who are students are defined as individuals enrolled as either full or part time with an accredited institution.
- b. Associate Members. All others who join the League shall be associate members.

## **ARTICLE IV. OFFICERS**

**Sec. 1. Election, Qualifications and Term.** The officers of the LWVAAC shall be a president or co-presidents, a vice-president (may omit if electing co-presidents), a secretary and a treasurer who shall be elected by the annual meeting for staggered terms of two years or until their successors are elected and qualified. They shall take office on July 1. All officers shall be voting members of the LWVAAC.

**Sec. 2. The President.** The president or one of the co-presidents shall preside at all meetings of the organization and the board of directors, hereinafter referred to as the board; may, in the absence or disability of the treasurer, sign or endorse checks, drafts and notes; shall be, ex officio, a member of all committees except the nominating committee; shall sign all contracts and other instruments; shall have such 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 board.

**Sec. 3. The Vice-President.** In the event of the absence, disability, resignation, or death of the president or both of the co-presidents, the vice-president shall possess all the powers and perform all the duties of that office. If the vice-president is unable to serve, the board shall fill the vacancy until the next annual meeting from among the elected directors. The vice-president shall perform such other duties as the president or co-presidents and the board may designate.

**Sec. 4. The Secretary.** The secretary shall keep minutes of all meetings, including electronic ones, of the LWVAAC at which business is discussed and of all meetings of the board and present them to the board for approval at its next meeting; shall notify officers and directors of their election; shall sign, with the president or co-presidents, all contracts and other instruments when so authorized by the board and shall perform such other functions as may be incident to the office.

**Sec. 5. The Treasurer.** The treasurer shall collect and receive all moneys due; shall be the custodian of these moneys, shall deposit them in financial institutions designated by the board and shall disburse the same only upon order of the board; and shall present statements to the board at its regular meetings and an annual report to the annual meeting.

## **ARTICLE V. BOARD OF DIRECTORS**

**Sec. 1. Selection, Qualifications and Term.** The board shall consist of the officers, four directors elected by the annual meeting and not more than four directors appointed by the elected members of the board. All directors shall be voting members of the LWVAAC. Two directors shall be elected at each annual meeting for terms of two years. They shall take office on July 1 and shall serve until their successors have been elected or appointed and qualified. The appointed directors shall serve for terms of one year ending on June 30.

Vacancies other than the presidency or co-presidency may be filled until the next annual meeting by vote of the remaining members of the board. With an affirmative vote at the next annual meeting, the new officer or director shall serve out the remaining term.

**Sec. 2. Powers.** The board shall have full charge of the property and business of the organization, with full power and authority to manage and conduct the 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 conventions of the LWVUS, LWVVA and LWVNCA and the annual meeting. The board shall create and designate such special committees as it may deem necessary.

**Sec. 3. Meetings.** At least seven regular meetings of the board shall be held annually. The president or co-presidents may call special meetings and shall call a special meeting upon the written request of three members of the board. Meetings may be conducted by electronic means, such as telephone conference call, video conferencing, or email. Three consecutive absences from a board meeting by any member without a valid reason shall be deemed a resignation. Board meetings shall be open to any voting members.

**Sec. 4. Quorum.** A majority of the members of the board shall constitute a quorum. Anyone or more members of the board may participate in a meeting by electronic means. Participation by such means shall constitute presence in person at a meeting.

**Sec. 5. Executive Committee.** The officers shall constitute an executive committee. The committee may exercise the powers of the board in an emergency situation, or when charged by the board, provided that a report on all actions taken be made to the board at its next regular meeting.

## **ARTICLE VI. MEETINGS**

**Sec. 1. Membership Meetings.** The board may call general meetings of the membership and shall call a special meeting upon the written request of 20 percent of the voting members, provided that written notice is sent to all members at least 14 days in advance of such meetings.

**Sec. 2. Annual Meeting.** An annual meeting shall be held in the Spring, prior to June 30, the exact date to be determined by the board and written notice sent to the members at least one month before the annual meeting. The annual meeting shall adopt a local program for the ensuing year; elect officers and directors, the chair and one member of the nominating committee; adopt a budget; and transact such other business as may properly come before it. Absentee or proxy voting shall not be permitted.

This meeting may be conducted via electronic means as directed by the Board of Directors.

**Sec. 3. Quorum.** Ten percent of the voting members shall constitute a quorum at all business meetings of the LWVAAC.

## **ARTICLE VII. NOMINATIONS AND ELECTIONS**

**Sec. 1. Nominating Committee.** The nominating committee shall consist of three members. The chair and one member, who shall not be members of the board, shall be elected by the annual meeting, for a term of one year.

Promptly after taking office, the board shall appoint one of its members to the committee.

Vacancies on the committee shall be filled by appointment by the board. Suggestions for nominations for officers, directors, the chair, and members of the nominating committee shall be solicited from all voting members.

**Sec. 2. Report of the Nominating Committee.** The report of the nominating committee, containing its nominations for officers and directors and the chair and two

members of the next nominating committee, shall be sent to the members one month before the annual meeting. The report of the nominating committee shall be presented to the annual meeting. Nominations may be made from the floor immediately thereafter provided the written consent of the nominee has been obtained.

**Sec. 3. Election.** Election shall be by ballot except that if there is only one nominee for an office it shall be by voice vote. A majority vote shall constitute an election.

## **ARTICLE VIII. PRINCIPLES AND PROGRAM**

**Sec. 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 program.

**Sec. 2. Program.** The program of the LWVAAC shall consist of a) action to implement the principles and b) those governmental issues chosen for concerted study and action.

**Sec. 3. Program Selection.** The annual meeting shall act upon the program using the following procedures:

- a . Voting members may make recommendations to the board at least three months before the annual meeting.
- b . The board shall consider these recommendations and formulate a proposed program which shall be sent to the members at least one month before the annual meeting.
- c . The annual meeting shall adopt a program by majority vote. Program recommendations submitted to the board at least three months before the annual meeting but not proposed by the board may be considered and adopted by the annual meeting provided that the annual meeting shall order consideration by a majority vote and adopt the item by a three-fifths vote.

**Sec. 4. Changes in Program.** Changes in the program, in the case of altered conditions, may be made by a three-fifths vote at a general meeting, provided that information concerning the proposed change has been sent to all members at least two weeks before the meeting at which the change is to be voted upon.

**Sec. 5. Program Action.** Members may act in the name of the League of Women Voters only when authorized to do so by the appropriate board.

## **ARTICLE IX. CONVENTIONS AND COUNCILS**

**Sec. 1. National Convention.** The annual meeting shall select delegates to national convention in the number allotted the LWVAAC under the provisions of the LWVUS Bylaws. If the date by which the names of delegates must be sent to the national office precedes the annual meeting, the board shall select the delegates.

**Sec. 2. State Convention and Council.** The annual meeting shall select delegates to state convention or council in the number allotted the LWVAAC under the provisions of the LWVVA Bylaws. If the date by which the names of delegates must be sent to the state office precedes the annual meeting, the board shall select the delegates.

**Sec. 3. National Capital Area Convention.** The annual meeting shall select delegates to the LWVNCA convention in the number allotted the LWVAAC under the provisions of the LWVNCA Bylaws. If the date by which the names of delegates must be sent to NCA precedes the annual meeting, the board shall select the delegates.

## **ARTICLE X. FINANCIAL ADMINISTRATION**

**Sec. 1. Fiscal Year.** The fiscal year of the LWVAAC shall be from July 1 through June 30 of each year.

**Sec. 2. Dues.** Annual dues shall be payable on the first day of the fiscal year. Any member who fails to pay dues within three months after they become payable shall be dropped from the membership rolls.

**Sec. 3. Budget.** The budget shall be prepared by a budget committee which shall be appointed for that purpose at least three months before the annual meeting. The treasurer shall be, ex officio, a member of the budget committee but shall not be eligible to serve as chair. The proposed budget for the next fiscal year, specifying the dues rate, shall be sent to members one month before the annual meeting.

**Sec. 4. Annual Review of the Books.** The board shall arrange for a review of the books at the end of each fiscal year and when a new treasurer takes office and shall arrange for a report to be presented to the board.

**Sec. 5. Distribution of Funds on Dissolution.** In the event of the merger or dissolution of LWVAAC 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 LWVAAC 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 LWVAAC 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 such designated tax provisions.

#### **ARTICLE XI. 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 in which they are not inconsistent with these bylaws.

#### **ARTICLE XII. AMENDMENTS**

These bylaws may be amended at any annual meeting by a two-thirds vote, provided that the proposed amendment was submitted to the membership in writing at least one month before the meeting.