



## **BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF ARIZONA**

Amended 2021

### **ARTICLE I – NAME**

Section 1. Name. The name of this organization will be the League of Women Voters of Arizona, hereinafter referred to in these Bylaws as LWVAZ, or as the League. This League is an integral part of the League of Women Voters of the United States, hereinafter referred to as the LWVUS.

### **ARTICLE II – PURPOSE AND POLICIES**

#### Section 1. Purposes.

The purposes of the LWVAZ are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

#### Section 2. Policies. The Policies of LWVAZ are:

- a. Political Policy. The League will not support or oppose any political party or any candidate.
- b. Diversity, Equity, and Inclusion Policy. The League is fully committed to ensure compliance --in principle and in practice--with LWVAZ's Diversity, Equity, and Inclusion Policy.

### **ARTICLE III – MEMBERSHIP**

Section 1. Eligibility. Any person who subscribes to the purposes and policy of the LWVUS will be eligible for membership.

Section 2. Types of Membership.

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

**ARTICLE IV – OFFICERS**

Section 1. Enumeration, Terms, and Election of Officers. The officers of the LWVAZ will be a President, a President-elect, a Secretary, and a Treasurer. The Treasurer and Secretary will be elected every two years by the regular biennial Convention, hereinafter referred to as the Convention. They will hold office until the conclusion of the next Convention or until their successors have been elected and qualified or, in the case of the outgoing Treasurer, until the end of that fiscal year (Article IX, Sect.1). In special circumstances, with Board approval, an officer who has already served at least one full term may be elected for a term of one additional year.

The President-elect will be elected every year at either Convention or Council. They will serve as President-elect for one year and then as President in the following year.

Section 2. Co-officers. The Nominating Committee may nominate Co-officers for the Treasurer or Secretary position(s), as long as one of the officers is willing to be designated as “(Officer Title) of Record”. Each shared office will have one vote.

Section 3. The President. The President will preside at all meetings of the organization, the Executive Committee and of the Board of Directors unless the President designates someone to preside in the

President's stead. The President may, in the absence or disability of the Treasurer, sign or endorse checks and authorize payments by check or credit card. The President will be, ex-officio, a member of all committees except the Nominating Committee. The President will have such usual powers of supervision and management as may pertain to the office of President, and will perform such other duties as may be designated by the Board of Directors. In the event of absence, resignation, disability, or death of the President, the President-elect will serve as the President, if willing.

Section 4. President-elect. The President-elect will be elected by the membership at the Convention, take office at the close of that meeting, and hold office for one year. The President-elect will assist the President and perform such other duties as the President or Board may assign, including communications with external organizations. The President-elect will assume the office of President after the one (1) year term as President-elect ends.

Section 5. The Secretary. The Secretary will keep minutes of Convention/ Council and meetings of the Board of Directors. The Secretary will notify all officers and directors of their election, will sign with the President all contracts and other instruments when so authorized by the Board and will perform such other functions as may be incident to the office. The Secretary will keep a written record of topics discussed and any vote taken at a special meeting (Article V, Sect.6.). The Secretary will perform such additional duties as the President and Board may designate.

Section 6. The Treasurer. The Treasurer will collect and receive all monies due, be the custodian of these monies, deposit said monies in a bank or banks designated by the Board of Directors and disburse the same upon order of the Board of Directors. The Treasurer will present statements to the Board of Directors at its regular meetings and an annual report to Convention/Council. The out-going Treasurer is responsible for closing the books at the end of each fiscal year, including the year in which the term ends. The out-going Treasurer will coordinate with the incoming Treasurer, who will then, after the books and audit are closed, assume responsibility for the new fiscal year. The Treasurer will coordinate that audit with the Board at the end of the Treasurer's term of office. The Treasurer will perform such additional duties as the President and Board may designate. And, in the event of absence, resignation,

disability, or death of the Secretary, the Treasurer will possess all the powers and perform all the duties of the office.

## **ARTICLE V – BOARD OF DIRECTORS**

Section 1. Number, Manner of Selection, and Term of Office. The Board of Directors of the LWVAZ, hereinafter referred to as the State Board or the Board, will consist of voting members of the Board: the officers, two directors from each local League appointed by that local League Board, hereinafter referred to as local League directors; and not more than four directors appointed by the LWVAZ Board as it deems necessary. Co-directors may not be appointed to a single director position from local Leagues or by the Board. All directors will be voting members of the LWVAZ and will serve terms of two years. Local leagues will appoint one director at Convention and the other at Council. Terms will expire at the conclusion of the next Convention or Council. No Director will serve more than two (2) consecutive two-year terms.

Section 2. Qualifications. Persons elected or appointed or who continue to serve as an officer or director of the LWVAZ must be: a) a voting member of the League of Women Voters of the United States; b) enrolled in a local League in Arizona; or c) a member-at-large of the LWVAZ.

Section 3. Vacancies/Absences. Any vacancy occurring among the officers or the four Board-appointed directors may be filled until term completion by a majority vote of the remaining members of the Board. Vacancies in local League director positions will be filled by the relevant local League. The Board may declare vacant the office of a director due to resignation, death, disability or removal for cause. Two absences from Board meetings of any member in one fiscal year without valid reason will be deemed a resignation.

Section 4. Powers and Duties. The Board will have full charge of the property and business of the LWVAZ and full power and authority to manage and conduct the same, subject to the instructions of Convention/Council. The Board will plan and direct the work necessary to carry out the public policy

positions on selected governmental issues as adopted by the Convention. It will accept responsibility delegated to it by the Board of Directors of the LWVUS for the organization and development of local Leagues, for the carrying out of public policy positions and for promotion in the Local Leagues of finance programs requisite to further the work of the League as a whole, including transmission of funds toward the support of an adequate state and national budget. The Board will arrange, with the Treasurer, an audit consistent with the Treasurer's term of office. The Board will create and designate such committees as it may deem necessary.

Section 5. Regular Meetings. There will be at least four regular meetings of the State Board annually. The President or Secretary will notify each member of the Board of all regular meetings at least one week before any such meeting, giving an agenda, including time and place of meeting. Regular Board meetings may be held by any electronic or virtual means that allow all persons participating in the meeting to communicate with each other at the same time, such as online or telephone conference services.

Section 6. Special Meetings. The President may call special meetings of the Board or will call a special meeting upon the written or electronically transmitted request of three members of the Board. The President may use electronic means to contact Board members between regular meetings when necessary on those issues needing a decision before the next scheduled Board meeting. All notices of special meetings will state the question to be considered, and all resolutions of that meeting will be recorded by the Secretary. Special Board meetings may be held by any electronic or virtual means that allow all persons participating in the meeting to communicate with each other at the same time, such as online or telephone conference services.

Section 7. Quorum. A majority of the members of the Board will constitute a quorum. Board members may participate in-person or via online or telephone conference services that allow all persons participating in the meeting to communicate with each other at the same time. Participation by such means will constitute presence in person at a meeting. In the absence of a quorum, a vote may be taken

electronically. An affirmative response from the majority of the Board will constitute approval of the motion.

## **ARTICLE VI – EXECUTIVE COMMITTEE**

Section 1. Number and Manner of Selection. The Executive Committee will include the President, the President-elect, the Secretary, the Treasurer, and one director selected by the President from among the local league directors on the LWVAZ Board. In case of co-officers the “Officer of Record” will be the one who serves.

### Section 2. Powers.

- a. This Committee will conduct necessary business arising between meetings of the Board, not entailing public policy positions direction change.
- b. A full report of the Executive Committee meeting will be presented at the next meeting of the Board.
- c. Meetings will be held at the call of the President or any two of the other four members of the Executive Committee. The President may poll members or hold meetings by any electronic means.
- d. A majority of members of the Executive Committee will constitute a quorum under the same terms stated in Article V, Sect. 7.

## **ARTICLE VII – COMMITTEES**

Section 1. Creation of Committees. The Board may appoint standing or ad hoc committees as it deems necessary to accomplish the work of the LWVAZ.

Section 2. Committee Membership, Charge, and Authority. The local League Boards will appoint members from their Leagues to serve on statewide committees. The LWVAZ Board will appoint a chairperson for each committee and ensure that there is a written charge to the committee, including

goals, timeline, and extent of its authority, and will designate whether the committee is standing or ad hoc.

## **ARTICLE VIII – RECOGNITION OF LOCAL LEAGUES AND STATE LEAGUE UNITS**

### Section 1. Local Leagues.

- a. Local Leagues are those Leagues which have been so recognized by the League of Women Voters of the United States.
- b. The Board will recommend to the National Board that it recognizes as a local League, any group of members of the LWVUS in any community within the state which has met qualifying standards for local Leagues as adopted by National Convention.
- c. In the event of recurring failure of a local League to meet qualifying standards, or for other reasons, the State Board will recommend to the National Board that it withdraw recognition from that local League. All funds held by a local League from which recognition has been withdrawn will be paid to the LWVAZ.

Section 2. State League Units. State League Units composed of members-at-large may be organized at the discretion of the State Board, which will act as their governing body.

## **ARTICLE IX – FINANCIAL ADMINISTRATION**

Section 1. Fiscal Year. The fiscal year of the LWVAZ will coincide with that of the LWVUS and will commence on the first of July of each year.

### Section 2. Financial Support.

- a. Financial support for the LWVAZ will be assumed annually by the local Leagues.
- b. Members who are enrolled in local Leagues, except for Life Members, will pay annual dues to the LWVAZ. Each local League will send a per member payment to the LWVAZ, the amount to be determined at Convention by a three-fifths vote of those present and voting.

- c. When two or more members reside at the same address in a common household, dues for members other than the first member will be reduced by one-half the per member payment to the National and State League or such other amount as will be established. The minimum dues payable by members-at-large will equal the combined state and national per member payment.
- d. The per member payment for a student will be determined at Convention. A student is defined as an individual enrolled either full or part-time in an accredited institution.

Section 3. Budget.

- a. The President will appoint a Budget Committee, including at least two non-Board members, for the purpose of preparing a proposed Budget for the ensuing two fiscal years at least three months in advance of Convention. The Treasurer will be an ex-officio member, not eligible to serve as Chair. This Budget will provide for the support of the LWVAZ.
- b. The proposed budget will be submitted to the State Board for approval.
- c. The Board will submit to Convention for adoption, a Budget for the ensuing two fiscal years. A copy of the proposed Budget will be included in the Call to Convention sent to each local League President at least one month in advance of Convention.
- d. Council may approve a revised biennial budget, if proposed by the State Board (Art. XI, Sect. 3). The proposed revised budget will be included in the Call to Council sent to each local League President at least one month in advance of Council.

Section 4. Distribution of Funds on Dissolution. In the event of dissolution for any cause of the LWVAZ, all monies and securities which may at that time be owned by or under the absolute control of the LWVAZ will be paid to the League of Women Voters of the United States, after the Board of Directors has paid or made provision for the payment of all the liabilities of the LWVAZ. All other property of whatsoever nature, whether real, personal, or mixed, which may at that time be owned by or under the control of the LWVAZ will be disposed of by any officer or employee of the LWVAZ for such public, charitable or educational uses and purposes as may be designated by the then LWVAZ.



## **ARTICLE X– CONVENTION**

Section 1. Place, Date and Call. A Convention of the LWVAZ will be held biennially in odd-numbered years at a time and place to be determined by the Board. The President will send a First Call to Convention to the Presidents of the local Leagues not less than three months prior to the opening date of Convention. Thereafter, the Board may advance or postpone the opening date of Convention by not more than three weeks. A final Call for Convention will be sent to the Presidents of the local Leagues and State Units at least one month before Convention.

Section 2. Composition. The Convention will consist of a) the delegates chosen by the members through the local Leagues and State Units in the number provided in Section 4 of this Article; b) the Presidents of the local Leagues or an alternate in the event that President is unable to attend; and c) the members of the State Board.

Section 3. Qualifications for Voting at Convention. Each delegate will be a voting member a) enrolled in a local League which has met its per member payment, although the State Board may make an exception in the case of proven hardship; or b) enrolled as a member-at-large in the LWVAZ; or c) a member of the State Board. Each delegate will be entitled to only one vote at Convention even though attending in two or more capacities. Absentee or proxy voting will not be permitted. The Convention delegates will be the sole judge of whether a delegate is qualified to vote.

Section 4. Representation. The members of the LWVUS who are organized into recognized local Leagues in Arizona will be entitled to voting representation at Convention as follows: each local League is entitled to one delegate chosen by the local League in addition to the President of the local League or an alternate in the event the President is unable to attend. Each local League having more than fifteen voting members will be entitled to another additional delegate for each additional twenty-five members or major fraction thereof. The record in the State office of paid voting members as of

January 31 of said year will determine official membership for this purpose. The members of each State Unit will be entitled to also choose one delegate.

Section 5. Powers. The Convention will consider and authorize public policy positions for action, will elect officers, directors, and a Nominating Committee Chair for a two-year period. It will adopt a budget for the next two fiscal years, establish per member payments for the next two years, review the Bylaws, and transact such other business as may come before it.

Section 6. Quorum. Twenty percent of the possible number of voting delegates, other than the Board, will constitute a quorum for the transaction of business at Convention, provided that there is representation from at least fifty percent of the local Leagues.

## **ARTICLE XI– COUNCIL**

Section 1. Place, Date and Call. A meeting of Council will be held in the interim year between Convention approximately twelve (12) months after the preceding Convention at a time and place to be determined by the Board. A formal Call to Council will be sent by the President of the LWVAZ to the Presidents of the local Leagues and State Units at least one month before the opening date of Council.

Section 2. Composition. The Council will be composed of a) the Presidents of the local Leagues or an alternate in the event the President is unable to attend; b) two delegates chosen by each local League; c) one delegate from each State Unit; and d) the Board. Each delegate will be entitled to one vote only at Council even though the delegate may be attending in two or more capacities. Absentee or proxy voting will not be permitted. The Council delegates will be the sole judge of whether a delegate is qualified to vote.

Section 3. Powers. The Council will give guidance to the State Board on public policy positions, budget, and methods of work. The Council is authorized to change the public policy positions only in the event of an emergency, provided a) notice of the proposed changes will have been sent to the local

League Presidents at least two months in advance of Council, and b) the change is adopted by a two-thirds vote. The Council will review the budget for the ensuing year and may approve a revised budget (Art. IX, Sect.3). The Council will elect a President-elect and will transact such other business as will be presented by the Board.

Section 4. Quorum. A quorum will consist of not less than two-thirds of the local League representatives authorized under Section 2 of this Article, other than the Board of Directors, for the transaction of business at a Council meeting.

## **ARTICLE XII – NOMINATIONS AND ELECTIONS**

Section 1. Nominating Committee. The Nominating Committee will consist of an elected Chair, representatives from each Local League plus one or two members of the Board. The Chairperson, who will not be a member of the LWVAZ Board, will be elected by Convention or Council and will hold office until the conclusion of the next regular biennial Convention or Council. Each local League (except the League to which the elected Chairperson belongs) will appoint a member to the Nominating Committee within six months of the closing day of Convention. The failure of a local League to appoint a representative in the prescribed length of time will not cause the actions of the Nominating Committee to be invalid.

Section 2. Suggestions for Nominations. The Chairperson of the Nominating Committee will request from the local League Director/s or President suggestions for nominations for the offices to be filled. Said suggestions for nominations will be received at least two months before the opening date of Convention or Council. Any member may send suggestions to the Chair of the Nominating Committee.

Section 3. Report of the Nominating Committee and Nominating from the Floor. The report of the Nominating Committee will be sent to the Board 6 weeks before the date of Convention or Council. The report of the Nominating Committee, containing its nominations for officers and a chair for the next Nominating Committee, will be presented to the delegates at Convention or Council on the first

day of Convention or Council. Immediately following the presentation of this report, nominations may be made from the floor provided that the consent of the nominee has been obtained.

Section 4. Election. The election will be by ballot, unless there is but one nominee for each office, when there will be a voice vote. A majority vote of those present, qualified to vote and voting will constitute an election. All voting will be done in person; absentee or proxy voting will not be permitted.

## **ARTICLE XIII – PRINCIPLES AND PUBLIC POLICY POSITIONS**

Section 1. Principles. The governmental Principles adopted by the LWVUS Convention and supported by the Leagues as a whole constitutes the authorization for the adoption of public policy positions.

Section 2. Public policy positions. The public policy positions of the LWVAZ will consist of:

- a. Action to implement the Principles of the LWVUS and
- b. Those state governmental issues chosen by Convention for concerted study or concurrence and action.

Section 3. Public policy positions selection. The Convention will select the governmental issues for concerted study or concurrence and action using the following procedures:

- a. Local League boards may make recommendations for State public policy positions to the Board prior to the last State Board meeting before Convention. The Board will consider all recommendations and formulate a recommended public policy positions at its last Board meeting prior to Convention.
- b. A majority vote at the Convention will be required for the adoption of the public policy positions recommended by the Board.
- c. Any recommendation for public policy positions submitted to the Board prior to its last Board meeting before Convention, but not recommended by the Board, may be adopted at Convention, provided consideration is ordered by a majority vote on the first day and, on the following day, the proposal for adoption receives a two-thirds vote.

Section 4. Member Action. Members may act in the name of the LWVAZ only when authorized to do so by the Board. They may act only in conformity with, and not contrary to, positions taken by the LWVAZ and/or the LWVUS.

#### **ARTICLE XIV– NATIONAL CONVENTION AND COUNCIL**

Section 1. National Convention. The Board, at a meeting before the date on which the names of delegates must be sent to the LWVUS, will elect delegates to Convention in the number allowed the LWVAZ under the provisions of the Bylaws of the LWVUS. The President will have the power to fill any vacancy which may occur in the delegation.

Section 2. National Council. The Board, at a meeting before the date on which names of delegates must be sent to the LWVUS, will elect delegates to National Council in the number allowed the LWVAZ. The President will have the power to fill any vacancy which may occur in the delegation.

#### **ARTICLE XV– AMENDMENTS**

Section 1. Bylaws Committee. A Bylaws Committee will be appointed by the President for the purpose of reviewing the Bylaws at least four months prior to Convention. The Chair of the Committee will not be a member of the Board, although a Board member will be a member of the Committee.

Section 2. Amendments. These Bylaws may be amended by a two-thirds vote at any Convention using the following procedures:

- a. Proposals for change will be submitted by any voting member or local League board to the Board at least three months prior to the opening day of Convention. All suggestions will then be given to the Bylaws Committee for review prior to the last State Board meeting.
- b. All such proposed amendments, together with the recommendations of the Board, will be part of the final Call, sent to the Presidents of local Leagues at least one month prior to the opening day of Convention.

Section 3. Conflict with Laws or National or State League Action. In the event that the Board of Directors determines that any provision of these Bylaws is inconsistent with current law or National or State League action, the Board may, by majority vote, amend the Bylaws to address the inconsistency, provided that:

- a. The President will make a good faith effort to notify members promptly of the change and the reason for the change. Notice may be by any means, calculated to reach as many members as reasonably possible.
- b. Except for changes to these Bylaws required by LWVUS to conform to National Bylaws, Board-approved changes will be effective only until the next Convention or Council, at which time the membership will determine whether the amendment will be permanently incorporated into the Bylaws or will be eliminated or modified in some other manner.

#### **ARTICLE XVI-- PARLIAMENTARY AUTHORITY**

Section 1. Parliamentary Authority. The rules contained in *Robert's Rules of Order Newly Revised* will govern the corporation in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of the LWVAZ.

Adopted: May 14, 1950

Amended: May 1987, May 1997, May 2001, May 2007, May 2011, May 2015, July 2016, April 2017, May 2019, August 8, 2020, May 16, 2021, June 8, 2021.

Ann Davis

Secretary, LWVAZ

June 8, 2021