

LEAGUE OF WOMEN VOTERS OF THE CHARLESTON AREA BYLAWS

(As amended 1985, 1994, 2007, 2015, 2016, 2017, 2019, 2020, 2021 2025, June 2026)

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LEAGUE OF WOMEN VOTERS OF THE CHARLESTON AREA BYLAWS

(As amended 1985, 1994, 2007, 2015, 2016, 2017, 2019, 2020, 2021, 2025, June 2026)

ARTICLE I

Section 1 The name of this organization shall be THE LEAGUE OF WOMEN VOTERS OF THE CHARLESTON AREA (LWVCA). The local League is an integral part of the League of Women Voters of the United States (LWVUS) and of the League of Women Voters of South Carolina (LWVSC).

ARTICLE II

Purpose and Policies

Section 1 Purpose. The purposes of the LWVCA are to promote political responsibility through informed and active participation of citizens in government and to act on selected governmental issues in conformity with the principles of the LWVUS. This corporation is organized and operated exclusively for education and charitable 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, the corporation 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 the corporation shall be attempting to influence legislation.

Section 2 Policies. The policies of The League of Women Voters of the Charleston Area are:

1. The League of Women Voters of the Charleston Area shall not support or oppose any political party or any candidate.
2. *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

Section 1 Eligibility. Any person who subscribes to the purpose and policy of the League shall be eligible for membership.

Section 2 Types of Membership. The membership of the LWVCA shall be composed of:

- a. Voting members shall be persons who are financially up to date with their membership dues.
- b. Non-voting members shall be all other members.

ARTICLE IV Board of Directors

Section 1 Powers and Duties. The powers and duties of the Board of Directors shall consist of:

- a. Shared collective responsibility for the entire scope of Board duties. All board members shall participate in board deliberations regarding organizational policy, priorities, activities and administration;
- b. Management of the property and business of the organization, subject to the instructions of the general membership;
- c. Planning and direct work necessary to carry out the program as adopted by the National Convention, the State Convention and the Annual Meeting;
- d. Creating and designating such special committees as it may deem necessary for this purpose;
- e. Executive Committee. The board may appoint an executive committee consisting of no fewer than five members of the board which shall include the President and Treasurer. The executive committee shall exercise such power and authority as may be delegated to it and shall report on all actions taken by it between regular meetings of the board.

Section 2 Qualifications. Only voting members shall be qualified to be elected, appointed and continue to serve as an officer or director of the LWVCA.

Section 3 Board Composition. The Board of Directors shall consist of the officers of the LWVCA, up to *twelve* elected directors and up to *ten* appointed directors.

- a. Officers of LWVCA shall be defined as those Board members who hold the leadership positions of President or co-President, VP Issues and Actions, VP Citizen Engagement, Secretary, and Treasurer as elected

by the general membership. If and when LWVCA chooses to designate and fill additional VP roles, including for areas such as Communications or Special Projects and Administration, those Board members will also be considered Officers of LWVCA.

- b. In addition to the officers, there shall be up to *twelve* directors elected by the general membership.
- c. Up to *ten* directors may be appointed by the Board of Directors as deemed necessary to carry on the work of the League.
- d. Elected and appointed director roles may be defined by the Board of Directors in operational and program areas that are determined to enhance the work and impact of the League.

Section 4 Terms of Service.

- a. Officers shall serve terms of two years following election by vote of the general membership at an Annual Meeting and shall take office at the beginning of the fiscal year. Officers may serve more than one term.
- b. Elected Directors shall serve terms of two years following election by the general membership at an Annual Meeting and shall take office at the beginning of the following fiscal year. They may serve more than one term.
- c. The term of office of the appointed directors shall be one year and shall expire at the conclusion of the next Annual Meeting.

Section 5 Staggered Terms.

- a. The President (or Co-Presidents), the Issues and Action Vice-President and the Secretary shall be elected at Annual Meetings held in the odd numbered years.
- b. The Administrative Vice President, the Citizen Engagement Vice-President, Communications Vice President, and the Treasurer shall be elected at Annual Meetings held in the even numbered years.
- c. Up to *eight* directors shall be elected by vote of the general membership at each Annual Meeting. Additional directors may be elected to fill vacant positions.

Section 6 Vacancies. Any vacancy of a board member due to resignation, death, or disqualification may be filled by a majority vote of the remaining members of the Board of Directors until the next Annual Meeting.

Section 7 Meetings. There shall be at least six and up to nine regular meetings of the Board of Directors annually. The President may call special meetings of the Board of Directors and shall call a special meeting upon the written request of five members of the Board.

Section 8 Quorum. A majority of the Board of Directors shall constitute a Quorum.

Section 9 Absences. Board members are expected to participate in the majority of regular Board meetings. Three consecutive absences from regular Board meetings without excuse shall constitute a resignation.

ARTICLE V Officers

Section 1 The President or Co-Presidents. The President or Co-Presidents shall preside at all meetings of the organization and the Board of Directors. The President or Co-Presidents may, in the absence or disability of the Treasurer, sign or endorse checks, drafts or notes; shall be, ex-officio, a member of all committees except the nominating committee; shall have such usual powers of supervision and management as may pertain to the office of the President or Co-Presidents; shall be the official spokesperson or spokespersons for the LWVCA; and may delegate that authority to other members as deemed appropriate; and shall perform such other duties as may be designated by the Board.

Section 2 The Vice-Presidents. The Administrative Vice-President or, in absence of the Administrative Vice-President, the Issues and Action Vice-President, shall in the event of absence, disability or death of the President or Co-Presidents, possess all the powers and perform all the duties of that office until such time as the Board of Directors shall select one of its members to fill the vacancy. The Vice-Presidents shall perform such other duties as the President or Co-Presidents and Board may designate.

Section 3 The Secretary. The Secretary shall keep the minutes of all meetings of the League and of all meetings of the Board of Directors; shall notify all 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 incidental to the office. The Secretary shall

maintain records of board member attendance and report to the board in the event of a member's fourth absence within the fiscal year. The Secretary shall be responsible for notifying the board in advance of required board functions. The Secretary shall be responsible for keeping current publication of the bylaws, the Board of Directors and other information as directed by the board.

Section 4 The Treasurer. The Treasurer shall provide oversight to the financial activities and financial health of the League; help to ensure compliance with the financial obligations of the League as a 501 (c)3 registered nonprofit; shall collect and receive all monies due; shall track membership payments and donor contributions; shall be the custodian of these monies; shall provide regular oversight of funds in bank accounts designated by the Board of Directors; shall disburse the same only upon order of the Board; shall reconcile bank balances and budgets on a regular basis and present statements to the Board at the regular meetings; shall present an annual report at the Annual Meeting; and shall be a member of the Budget Committee. The Treasurer shall coordinate with LWVUS Membership and LWVCA Membership to ensure the proper accounting and receipt of local membership dues through the LWVUS membership portal. The Treasurer monitors the use of the League's PayPal and other online payment account operations and notifications and performs related duties.

ARTICLE VI

Financial Administration

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

Section 2 Dues

- a. Annual membership renewal shall be based on the date of the person joining the local League.
- b. Members of the League for 50 years or more shall be life members excused from the payment of dues.

Section 3 Budget Committee. A Budget Committee shall be appointed by the Board of Directors at least three months prior to the Annual Meeting to prepare a budget for the ensuing year. The budget committee shall have 5-7 members. The Treasurer shall serve as a member of the Budget Committee but shall not be eligible to serve as chairperson. The Budget Committee shall present a budget statement to the Board of Directors at a time to be decided by the President or Co Presidents. The statement shall include the current year budget and a budget for the ensuing year. The budget committee shall also review the monthly financial reports and account statements kept by the Treasurer.

Section 4 Budget. A budget for the ensuing year shall be submitted by the Board of Directors to the members attending the Annual Meeting for adoption. The budget must be sent to members at least 15 days prior to the Annual Meeting.

Section 5 Distribution of Funds on Dissolution. In the event of the merger or dissolution of this 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 such designated tax provisions.

ARTICLE VII Meetings

Section 1 Membership Meetings. There shall be at least four meetings of the full membership each year. Time and place shall be designated by the Board of Directors.

Section 2 Annual Meeting. An Annual Meeting shall be held between May 1 and June 30, the exact date to be determined by the Board of Directors. The Annual Meeting shall:

- a. Elect officers and directors and members of the nominating committee
- b. Adopt the local program
- c. Adopt the budget
- d. Transact other business as may properly come before it.

Section 3 Quorum. Fifteen percent of the membership shall constitute a quorum at all general membership meetings of the LWVCA.

ARTICLE VIII Nominations and Elections

Section 1 Nominating Committee. The Nominating Committee shall consist of five members, two of whom shall be members of the Board of Directors. The Chairperson and two members, who shall not be members of the Board, shall be elected at the Annual Meeting. Nominations for these offices shall be made by the current Nominating Committee. The other members shall be appointed by the Board of Directors at their first meeting of the new fiscal year. The Board of Directors shall appoint appropriate members to fill any vacancy that may occur on the Nominating Committee. Suggestions for nominations for officers and directors may be sent to this committee by any member qualified to vote.

Section 2 Report of Nominating Committee and Nominations from the Floor. The report of the Nominating Committee of its nominations for officers, directors and the members of the succeeding Nominating Committee shall be sent to all members at least 15 days before the date of the Annual Meeting. The report of the Nominating Committee shall be presented at Annual Meeting. Immediately following the presentation of this report, nominations may be made from the floor by any member qualified to vote provided the consent of the nominee shall have been secured in advance.

Section 3 Elections. The election shall be by ballot except that when there is but one nominee for each office, the secretary may be instructed to cast one ballot for all nominees. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE IX Program

Section 1 Authorization. The principles adopted by the National Convention and supported by the League as a whole constitute the authorization for the adoption of the Program.

Section 2 Local Program. The local program of the LWVCA shall consist of those local governmental issues chosen for concerted study and action.

Section 3 Program Choosing.

- a. The Board of Directors shall consider the recommendations submitted by members qualified to vote two months prior to the Annual Meeting and shall formulate a Proposed Program.
- b. The Proposed Program shall be sent to all members at least 15 days before the Annual Meeting.

- c. A majority vote of members present and qualified to vote at the Annual Meeting shall be required for adoption of the Proposed Program as presented to the Annual Meeting by the Board of Directors.
- d. Recommendations for Program submitted six weeks prior to the Annual Meeting by members qualified to vote 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 a majority vote and
 - (2) the Annual Meeting shall adopt the item by a two-thirds vote.
- e. Changes in the program, in the case of altered conditions, 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 is approved by a two-thirds vote of members attending and qualified to vote at a succeeding meeting.

Section 4 Member Action. Members may act in the name of the LWVCA only when authorized to do so by the Board of Directors.

ARTICLE X

National Convention, State Convention and Council

Section 1 National Convention. The 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 LWVCA under the provisions of the bylaws of the LWVUS.

Section 2 State Convention. The Board of Directors at a meeting before the date on which the names of the delegates must be sent to the state office shall select delegates to the Convention in the number allotted to the LWVCA under the provisions of the bylaws of the LWVSC.

Section 4 State Council. The Board of Directors at a meeting before the date on which the names of the delegates must be sent to the state office shall select delegates to that Council in the number allotted to the LWVCA under the provisions of the bylaws of the LWVSC.

ARTICLE XI Parliamentary Authority

Section 1 The rules contained in Robert's Rules of Order Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Section 2 In the event of a national, state or local emergency that creates a circumstance that prohibits the traditional execution of board and membership meetings and other critical functions, the Board is authorized to undertake time-limited emergency measures to ensure continuity of services and operations. Such measures may include, but are not limited to, emergency spending; program position adoption; board and membership meeting alternatives; and other similar tasks and responsibilities. Under such emergency measures, the Board is charged with taking actions that are consistent with the spirit and intent of the League's best practices and governing procedures to the fullest extent possible. The Board may revise and extend the time-limited emergency measures if circumstances dictate.

ARTICLE XII Amendments

Section 1 These bylaws may be amended by a two-thirds vote of the members present and qualified to vote at the Annual Meeting, provided the amendments were submitted to the membership in writing at least 15 days prior to the meeting.

ARTICLE XIII Bylaws Guidance

Section 1 Any issues not addressed by these bylaws but are addressed by LWWSC bylaws or the LWWUS bylaws can be referred to the LWWSC or LWWUS for guidance.