



## **BYLAWS of League of Women Voters of North Carolina Advocacy**

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### ***ARTICLE I. Name***

The name of this organization shall be League of Women Voters of North Carolina Advocacy ("LWVNCA").

### ***ARTICLE II. Purposes and Policies***

**Section 1. Purposes.** The purposes of LWVNCA 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 LWVNCA are:

- a. **Political Policy.** LWVNCA shall not support or oppose any political party or any candidate.
- b. **Diversity, Equity & Inclusion Policy.** LWVNCA is fully committed to ensure compliance - in principle and in practice - with LWVUS' Diversity, Equity and Inclusion Policy.

### ***ARTICLE III. Membership***

LWVNCA is a membership corporation. The League of Women Voters of North Carolina (LWVNC), a North Carolina 501(c)3 corporation, is the sole and only member of LWVNCA. No other individual or organization is eligible for membership. LWVNCA shall submit an annual report of its finances and activities to LWVNC, and shall furnish LWVNC such other reports as it may direct.

### ***ARTICLE IV. Offices and Registered Agent***

**Section 1. Office.** The office and location of LWVNCA shall be in such a place in North Carolina as may be designated from time to time by the Board of Directors.

**Section 2. Agent.** LWVNCA shall maintain continuously within North Carolina 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 LWVNCA shall be accomplished in compliance with North Carolina statutes and as provided in these Bylaws.

## ***ARTICLE V. Board of Directors***

**Section 1. General Powers and Duties.** The affairs of LWVNCA 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 LWVNCA, set its objectives and policies in accordance with its Articles of Incorporation and these Bylaws, adopt such rules for the management of LWVNCA as they from time to time deem proper and necessary to carry out the purposes of LWVNCA, adopt a budget, and attend generally to its government and finances.

**Section 2. Composition of the Board of Directors.** The Board of Directors shall include the members of the Board of Directors of the League of Women Voters of North Carolina (LWVNC) and may include other members selected by them.

### **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 seven 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 their dissent shall be entered in the minutes of the meeting, or unless they shall file their written 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.
- F.** 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 for 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.

**Section 5. Emergency Powers.** Pursuant to the provisions of NCGS Chapter 55A, Article 2 - Organization [55A-2-07(1993, c.398, s.1)], and notwithstanding any other provisions of these bylaws, the board of directors may make all provisions necessary for managing the corporation during an emergency including, but not limited to, procedures for calling a meeting of the board of directors, quorum requirements for the meeting, and designation of additional or substitute directors. All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends. An emergency exists for purposes of this section if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event, including but not limited to a declared state of emergency or public health issues.

## ***ARTICLE VI. Officers***

**Section 1. The officers of LWVNCA** may be the same as the officers of LWVNC. 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 LWVNC.

**Section 2. Duties of LWVNCA.** The duties and powers of the Officers of LWVNCA shall be as provided in 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 LWVNCA 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. The Secretary 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 LWVNCA. The Treasurer shall deposit or cause to be deposited all monies or other valuable effects in the name of LWVNCA in such depositories as shall be selected by the Board of Directors.
- C. The Treasurer shall disburse the funds of LWVNCA 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 their transactions as Treasurer and of the financial condition of LWVNCA to the Board of Directors at its regular meeting.

## ***ARTICLE VII. 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 LWVNCA. 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 by these Bylaws, the Executive Committee shall have such authority as the Board of Directors shall grant to it for the management of LWVNCA. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors at its next 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 VIII. Indemnification***

LWVNCA shall indemnify any director or officer or former director or officer of LWVNCA against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been such a director or officer, except in relation to matters as to which he or she 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 by-law, agreement, or vote of the Board of Directors. 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 IX. Finances***

**Section 1. Restrictions on Use of Income.** No part of the net income of LWVNCA shall inure to the benefit of, or be distributable or paid to, its directors, officers or other private persons, except that LWVNCA 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 their actual and reasonable expenses incurred in connection with the administration of the affairs of LWVNCA.

**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 LWVNCA contracts, leases, debt obligations and all other forums 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 LWVNCA.

**Section 3. Checks.** All checks, drafts or other orders for the payment of money shall be signed by such officer or director of such other person or persons as the Board of Directors may from time to time delegate.

**Section 4. Fiscal Year and Review of the Books.** The fiscal year of LWFVNC shall be the same as the fiscal year of LWFVNC. The financial transactions of LWFVNC shall be reviewed by a committee appointed under the provisions of Article VII, 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 X. Dissolution***

In the event of a dissolution of LWFVNC for any cause, LWFVNC shall, after the board has paid or made provisions for the payment of all its liabilities, pay to LWFVNC all monies and securities which may at the time be owned by or under the absolute control of LWFVNC. All other property, whether real, personal or mixed, which at the time may be owned by or under the control of LWFVNC, shall be disposed of by the board of LWFVNC.

## ***ARTICLE XI. 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 two-thirds vote of the voting members present, 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 LWFVNC.

**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 two-thirds vote of the voting members present, 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 LWFVNC.

## ***ARTICLE XII. Adoption***

The Bylaws above were adopted as amended by two-thirds of the members at the LWFVNC Convention on May 19, 2019 and amended in 2021.

*Jana S. Albritton*  
Jana S. Albritton, Secretary  
2019

*Jana S. Albritton*  
Jana S. Albritton, Secretary  
2021