



BYLAWS of League of Women Voters of North Carolina, Inc.

ARTICLE I. Name

The name of this organization shall be League of Women Voters of North Carolina, Inc. hereinafter referred to in these bylaws as LWFNC.

ARTICLE II. Purposes and Policies

Section 1. Purposes. The purposes of LWFNC are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

LWFNC, which is organized under the North Carolina Nonprofit Corporation Act, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and 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, LWFNC 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 LWFNC shall be the carrying on of propaganda or otherwise attempting to influence legislation.

Section 2. Policies. The policies of LWFNC are:

1. Political Policy. LWFNC shall not support or oppose any political party or any candidate.
2. Diversity, Equity and Inclusion Policy. LWFNC 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 LWFNC shall be eligible for membership.

Section 2. Types of Membership.

a. Voting Members are:

- 1) those persons at least sixteen years of age who are enrolled in recognized local Leagues, member-at-large (MAL) units of LWVNC or enrolled as state members-at-large;
- 2) those who have been members of LWV for 50 years or more shall be life members excused from the payment of dues;
- 3) those who are students are defined as individuals enrolled either as full time or part time with an accredited institution.

b. Associate Members are all other members who are enrolled in recognized local Leagues or LWVNC.

ARTICLE. IV. Offices and Registered Agent

Section 1. Office. The office and location of LWVNC 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. LWVNC 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 LWVNC shall be accomplished in compliance with North Carolina statutes and as provided in these bylaws.

ARTICLE V. OFFICERS

Section 1. Enumeration and Election of Officers.

The officers of LWVNC shall be a president or co-presidents who may choose to serve staggered terms, or a management team, a 1st vice president, a 2nd vice president, a secretary and a treasurer; each one may vote on issues. They shall be elected by the Convention and shall hold office until the conclusion of the next regular biennial Convention or until their successors have been qualified and elected.

Section 2. President.

The term president shall refer to the president, a co-president or any member of the management team as appropriate to the circumstances. The president or member of the management team (hereinafter referred to as the president) shall preside at all meetings of the organization or of the board of directors (hereinafter referred to as the board) and represent the organization to the public at an assembly, unless the president designates another person to preside. The president may, in the absence or disability of the treasurer, sign or endorse checks, drafts and notes. The president shall be, *ex officio*, a member of all committees, except the nominating committee, and 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.

Section 3. 1st Vice President.

The 1st vice president shall, in the event of absence, resignation, disability, or death of the president assume all the powers and perform all the duties of the president. In the event that the 1st vice president is unable to serve in this capacity, the board shall elect one of its LWVNC members to fill the vacancy. After one year, the 1st vice president may ascend to the co-presidency using the staggered co-president method and serve as co-president.

Section 4. 2nd Vice President.

The 2nd vice president, shall, in the event of absence, resignation, disability, or death of the 1st vice president, assume all the powers and perform all the duties of that office. In the event the 2nd vice president is unable to serve in this capacity, the board shall elect one of its LWVNC members to fill the vacancy. The 2nd vice president shall perform such duties as the president and board may designate.

Section 5. Secretary.

The secretary shall keep minutes of Convention, Council and of meetings of the board. The secretary shall notify all officers and directors of their election and shall sign, with the president, all contracts and other instruments when so authorized by the board and shall perform such other functions as may be incident to the office.

Section 6. Treasurer.

The treasurer, or a duly appointed assistant, shall collect and receive all monies, deposit them in a bank or banks designated by the board and disburse the same upon order of the board. The treasurer shall present periodic statements to the board at its regular meetings and an annual report to the Convention or Council. The books of the treasurer shall be reviewed by the board prior to the meeting of Convention or Council, and a financial review by an independent outside source shall be performed annually after the end of the fiscal year.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Number / Manner of Selection / Term of Office.

The board shall consist of the officers of LWVNC, a minimum of three elected directors and appointed directors the number of which is not to exceed the number of elected directors. The Convention shall elect the directors, and they shall serve until the conclusion of the next regular biennial Convention or until their successors have been elected and qualified. The elected board members shall appoint such additional directors, not exceeding the number of elected directors, as they deem necessary to carry on the work of the League. The term of office of the appointed directors shall be for one year or until the next convention.

Section 2. Qualifications.

No person shall be elected or appointed or shall continue to serve as an officer or director of this corporation unless this person is a voting member of LWVNC.

Section 3. Vacancies.

Any vacancy occurring on the board of directors or of an officer by reason of resignation, death or disqualification may be filled prior to the next Convention by a majority vote of the remaining members of the board. An officer or director elected to fill a vacancy shall serve for the unexpired term of office and shall be considered an elected member.

Any board member absent from three consecutive meetings without notifying the board president or secretary in advance of the meeting may be asked to resign from the board.

Section 4. Powers and Duties.

The board of directors shall have full charge of the property and business of the corporation with full power and authority to manage and conduct the same, subject to the instructions of the Convention. The board shall plan and direct the work necessary to carry out the Program on selected governmental issues as adopted by the Convention. It shall accept responsibility delegated to it by the board of the LWVUS for the organization and development of local Leagues, for the carrying out of Program, and for promotion in the local Leagues of finance programs requisite to further the work of the League as a whole, including adequate state and national budgets. The board shall create and designate such special committees as it may deem necessary.

Section 5. Regular Meetings.

The board shall have at least four regular meetings annually. The president shall send notice of all regular meetings to each member of the board at least one week before any such meeting, giving the time and the place of the meeting. Action taken at regular board meetings at which a quorum is present cannot be invalidated because of failure of a member or members of the board to receive any notice properly sent or because of any irregularity in any notice actually received. LWV members, as observers, without voting privilege, may attend all meetings.

Section 6. Special Meetings.

The president may call special meetings of the board, and shall call a special meeting upon written request of a simple majority of the board. Members of the board shall be notified of the

time and place of special meetings by letter, fax or e-mail sent at least three days prior to such meetings. However, during a Convention the president may, or upon the request of a simple majority of the board, call a special meeting of the board by handing the members of the board a written notice of the time and place of said meeting.

Section 7. Quorum.

A simple majority of the members of the board including officers constitutes a quorum.

Section 8. Conduct of meetings.

The board may conduct meetings by teleconference, video conference or other forms of technology approved by the board. Such meetings must be conducted by a technology that allows all persons participating to hear and deliberate simultaneously. The board and/or committees may conduct business by electronic mail, provided that all asynchronous communication is fully documented. All such business will be entered into the board's minutes.

Section 9. 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 VII. EXECUTIVE COMMITTEE

The executive committee shall consist of the president, co-presidents or management team, vice-presidents, secretary, and treasurer. The executive committee may meet between regular scheduled meetings of the full board to review League business that needs to be addressed in a timely manner and take action when needed, except that non-budgeted expenditures shall be limited to one thousand dollars (\$1,000). It shall report recommendations and actions to the full board either through written communication or at the next scheduled meeting.

ARTICLE VIII. RECOGNITION OF LOCAL LEAGUES

Section 1. Local Leagues.

- a. Local Leagues are those Leagues that have been so recognized by LWVUS.
- b. The LWFNC board shall recommend to the LWVUS Board of Directors that it

recognize as a local League applicants that meet the qualifying standards adopted by LWVUS.

- c. In the event of recurring failure of a local League to meet these qualifying standards, the board of LWVNC may recommend to the national board that it withdraw recognition from the local League. All funds held by the local League from which recognition has been withdrawn shall be paid to LWVNC.

Section 2. MAL Units.

A member-at-large (MAL) unit consists of a group of LWVNC members who are not affiliated with an established local League and adhere to the LWVUS non-partisan policy. MAL units may operate indefinitely and should conduct regular meetings. MAL units with at least seven members shall be entitled to voter representation at Council and Convention.

ARTICLE IX. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year.

The fiscal year of LWVNC shall be from July 1 to June 30.

Section 2. Financial Support.

Financial support for the work of LWVNC as a whole shall be assumed annually by the local Leagues and MAL units through the payment of dues.

- a. Members of local Leagues and MAL units shall pay annual dues to their local League or MAL. Each local League and MAL shall make a per-member payment (PMP) directly to LWVNC. The amount of the PMP will be determined at the Convention by a three-fifths vote of those present and voting.
- b. When two members reside in a common household, each local League shall make a payment equal to one and one-half times the determined per-member payment.
- c. LWVNC shall excuse local Leagues from making a per member payment for life members and students.

Section 3. Payment Schedule for Leagues and MALs.

Invoices to local Leagues for their state annual PMP, and invoices to MAL units and members for annual dues, will be sent out by LWFNC in the first month of the fiscal year. (LWFUS will invoice LWFNC for the MAL national PMP, at the same time they invoice local leagues directly for their national PMP.)

Section 4. Budget.

The board shall submit to the Convention, for adoption, a budget for the ensuing two fiscal years. This budget shall provide for the support of the state League. A copy of the proposed budget shall be sent to each local League at least two months in advance of the Convention.

Section 5. Budget Committee.

A committee to be appointed for that purpose at least four months in advance of the Convention or Council shall prepare the budget. The treasurer shall be, *ex officio*, a member of the budget committee but shall not be eligible to serve as chair.

ARTICLE X. CONVENTION

Section 1. Place, Date and Call.

LWFNC shall hold Convention biennially in the odd numbered years. The board shall determine the time and place of the next Convention after obtaining agreement from the local League in the location chosen, and will make every effort to announce the location at the time of the current Convention. The president shall send a first call for Convention to the presidents of the local Leagues and MAL units not less than four months prior to the opening date of the Convention. Thereafter the board may advance or postpone the opening date of the Convention by not more than two weeks. A Final Call for Convention shall be sent to the presidents of local Leagues and MAL units at least thirty days before the opening date of the Convention.

Section 2. Composition.

The Convention shall consist of:

- a. the delegates chosen by the members enrolled in the local Leagues in the numbers provided in Section 4 of this article;
- b. the president of each local League, or an alternate in the event the president is unable to attend;
- c. a delegate from each MAL unit with a minimum of seven members, members of the board of LWFNC, and observers (without voting privilege) who do not meet the specifications in Section 4 of this Article.

Section 3. Qualifications of Delegates and Voting.

Each delegate shall be a voting member enrolled in a recognized local League or MAL unit having a minimum of seven members. Each delegate representing a local League shall be

entitled to vote only if that League has met its per-member payment. A delegate representing a MAL Unit shall be entitled to vote only if annual LWFNC dues are current. The state board may make an exception in the case of proven hardship. No delegate shall be entitled to more than one vote, and absentee or proxy voting shall not be permitted. The Convention shall be the final judge of whether a delegate is qualified to vote.

Section 4. Representation.

The members of LWFNC who are organized into recognized local Leagues or MAL units in the state of North Carolina shall be entitled to voting representation at the Convention as follows:

- a. the president or alternate of each local League, or of a MAL unit with a minimum of seven members shall be entitled to one vote;
- b. each local League shall be entitled to one delegate in addition to the president or an alternate chosen by the local League in the event the president is unable to attend;
- c. local Leagues with more than thirty-five voting members shall be entitled to one delegate for each additional fifteen members belonging to said local League. The record in the state League office of paid voting members as of January 31 of said year shall determine the official membership count for this purpose.

Section 5. Powers.

The Convention shall consider and authorize for action a Program, elect officers and directors, adopt a budget for the ensuing two years, and transact such other business as may be properly presented.

Section 6. Quorum.

A quorum shall consist of a simple majority of the delegates registered at the Convention provided that at least a simple majority of local Leagues is represented as well as a simple majority of board members.

Section 7. Conduct of business.

The business of Convention may be conducted by teleconference, videoconference or other forms of technology approved by the LWFNC Board of Directors. All business conducted by teleconference, videoconference or other forms of technology must use a technology that allows all registered delegates to hear and deliberate simultaneously. The board may establish special rules to conduct such meetings in a way that ensures immediate, real-time communication among delegates.

ARTICLE XI. COUNCIL

Section 1. Place, Date and Call.

A meeting of the Council shall be held in the interim year between Conventions approximately twelve months after the preceding Convention, at a time and place to be determined by the board of LWFNC. The president of LWFNC shall send a formal call to the presidents of the local

Leagues and MAL units of North Carolina at least two months before a Council meeting. Special meetings may be called in case of extreme emergency.

Section 2. Composition.

The Council shall be composed of:

- a. the presidents of each local League (or an alternate) and a delegate from each MAL unit with a minimum of seven members—other leaders may attend as observers;
- b. one delegate chosen by each local League;
- c. the members of the board of LWFNC.

Section 3. Powers.

The Council shall give guidance to the board on Program and methods of operation for the ensuing year. The Council is authorized to change the Program only in an emergency, provided:

- a. notice of the proposed changes to the program shall have been sent to the presidents of the local Leagues and MAL units at least one month in advance of the Council;
- b. the change is adopted by a two-thirds vote of those present and voting.

Section 4. Quorum.

A quorum for the transaction of business at Council meeting shall consist of representation from a simple majority of local Leagues and a simple majority of state board members.

Section 5. Conduct of business.

The business of Council may be conducted by teleconference, videoconference or other forms of technology approved by the LWFNC board. All business conducted by teleconference, video conference or other technology must use a technology that allows all registered delegates to hear and deliberate simultaneously. The board may establish special rules to conduct such meetings in a way that ensures immediate, real-time communication among delegates.

ARTICLE XII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

The nominating committee shall consist of five members, two of whom shall be members of the board. The chair and two members, who shall not be members of the board, shall be elected by the Convention. The current nominating committee shall make nominations for these offices. The board shall appoint the other members of the committee immediately after the Convention. The board shall fill any vacancy occurring in the nominating committee by reason of death, resignation or disqualification. The president of LWVNC shall send the name and address of the chair of the nominating committee to the president of each recognized local League and MAL Unit.

Section 2. Suggestions by local Leagues and MAL units.

The chair of the nominating committee shall request, through the president of each local League, suggestions for nominations for offices to be filled. The president or secretary of such League or unit shall send suggestions for nominations to the chair of the nominating committee at least three months before the opening date of Convention. In addition, any member may also send suggestions directly to the chair of the nominating committee at least three months before the opening date of Convention.

Section 3. Report of the nominating committee and nominations from the floor.

The nominating committee shall send a report of its nominations for LWVNC officers and directors and the chair and two members of the succeeding nomination committee to the local Leagues at least one month before the opening date of the Convention. The report of the nominating committee shall be presented to the Convention on the first day of the Convention. Immediately following the presentation of this report nominations may be made from the floor, provided the consent of the nominee has been obtained.

Section 4. Election.

The election shall be under the direction of an election committee appointed by the president on the first day of the Convention. The election shall be by ballot, except when there is only one nominee for each office. In this case it shall be in order to move that the secretary cast the ballot for every candidate. A majority vote shall constitute an election.

ARTICLE XIII. PROGRAM

Section 1. Principles.

The governmental principles adopted by the national Convention and supported by the League as a whole constitute the authorization for the adoption of Program.

Section 2. Program.

The Program of LWVNC shall consist of

- a. action to implement the principles;

- b. and those state government issues chosen for concerted study and action.

Section 3. Convention Action.

The Convention shall act upon the state Program using the following procedures:

- a. Local League and MAL unit boards may make suggestions for state Program to the board at least three months prior to the opening date of the Convention.
- b. The board of directors shall consider the suggestions and shall formulate a proposed recommended Program that shall be submitted to the local boards at least two months prior to Convention.
- c. A majority vote shall be required for the adoption of the proposed Program recommended by the board.
- d. Any suggestions for changes in proposed recommended state Program submitted to the board of LWVNC at least three months before the Convention but not recommended by the board may be adopted by the Convention if a majority votes to consider suggested changes and the proposal for adoption receives a two-thirds vote before Convention adjourns.
- e. Any suggestions of an editorial nature such as spelling, grammar or punctuation shall be discussed by the program committee on the first day of Convention.

Section 4. Council Action.

The Council may change the Program as provided in Article XI.

Section 5. Member Action.

Members may act in the name of LWVNC only when authorized to do so by the board.

Section 6. Local League Action.

Local Leagues, when acting on state governmental issues, may act only in conformity with, and not contrary to, the positions of LWVNC and/or LWVUS.

ARTICLE XIV. NATIONAL CONVENTION AND COUNCIL

Section 1. National Convention.

Before the date on which LWVUS requires names of LWVNC delegates, the board shall elect the requisite number of delegates to the national Convention in accordance with the bylaws of LWVUS.

Section 2. National Council.

Before the date on which LWVUS requires the names of LWVNC delegates, the board shall elect the requisite number of delegates to the national Council in accordance with the bylaws of LWVUS.

ARTICLE XV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with the bylaws of LWVNC.

ARTICLE XVI. AMENDMENTS

Section 1. Amendments.

These bylaws may be amended by a two-thirds vote at any Convention of LWVNC, using the following procedures:

- a. Proposals for changes shall be submitted by any local League or MAL unit board in North Carolina to the LWVNC board at least three months prior to the opening date of the Convention.
- b. All such proposed amendments, together with the recommendations of the board of LWVNC, shall be sent to the presidents of the local Leagues and MAL units at least two months prior to the opening date of the Convention.
- c. The presidents of local Leagues and MAL units shall notify their members of the proposed amendments.

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 LWVNC.

ARTICLE XVII. DISSOLUTION

Upon the termination, dissolution or winding up of LWVNC in any manner or for any reason, voluntary or involuntary, any assets remaining after the payment or provision for payment of all liabilities of LWVNC 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 XVIII. ADOPTION

The Bylaws above were adopted as amended by two-thirds of the members at the LWVNC 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