

League of Women Voters of Irving Bylaws (2019)

ARTICLE I. NAME

Section 1. NAME. The name of this organization shall be the League of Women Voters of Irving, hereinafter referred to in these bylaws as LWV-Irving. This local league is an integral part of the League of Women Voters of the United States (LWVUS) and the League of Women Voters of Texas (LWVTX).

ARTICLE II: PURPOSE AND POLICY

Section 1. PURPOSES.

- a. The purpose of the LWV-Irving shall be to promote political responsibility through informed and active participation of citizens in government and to act on selected governmental issues.
- b. The LWV- Irving 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 bylaws, the LWV- Irving shall not carry on any other activities not permitted to be carried on by an association exempt from federal income tax under such provisions of the Internal Revenue Code. No substantial part of the activities of the LWV- Irving shall be attempting to influence legislation.

Section 2. POLITICAL POLICY. LWV-Irving shall not support or oppose any political party or any candidate.

ARTICLE III: MEMBERSHIP

Section 1. ELIGIBILITY - Any person who subscribes to the purpose and policy of LWV-Irving shall be eligible for membership.

Section 2. TYPES OF MEMBERSHIP. The membership of the LWV-Irving shall be composed of:

- a. **Voting members.** Persons at least 16 years of age who join the League shall be voting members of local and state Leagues of their place of joining and of LWVUS.
 1. Individuals 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 LWV-Irving for 50 years or more shall be life members excused from the payment of dues.

b. Associate Members All others who join LWV-Irving shall be associate members.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Powers and Duties - The Board of Directors shall direct LWV-Irving. The board shall manage and supervise the business, affairs, and activities of LWV-Irving subject to the instructions of the annual meeting. The board plans and directs the work necessary to carry out the program adopted by the national convention of LWVUS, state convention LWVTX, and the annual meeting of LWV-Irving. The Board shall create and designate such special committees as it may deem necessary.

Section 2. Number, Manner of Selection, and Term of Office - The Board of Directors shall consist of a maximum of six (6) elected officers of the League, six (6) elected directors per Board requirements, and not more than three (3) appointed directors. Elected members shall be elected by the general membership and serve a term of two (2) years. The elected members shall appoint such additional directors as deemed necessary to carry on the work of the league. The terms of office of appointed directors shall be one (1) year and shall commence on June 1 of the year elected.

Section 3. Qualifications - No person shall be elected or appointed or shall continue to serve as an officer or director of this organization unless that person is a voting member of the LWV-Irving.

Section 4. Vacancies – Any vacancy occurring in the board, other than in the office of president, by reason of the resignation, death, or disqualification of an officer or elected member, may be filled, until the next annual meeting, by a majority vote of the remaining members of the board. In case the president shall be temporarily unable to perform her duties, the president, if available, shall designate the president-elect or one of the vice presidents to act as president until such time as the president shall be able to resume her duties, or until the next annual meeting. If the president shall be unavailable, or if the president's office should become vacant, the remaining officers shall have the authority to designate the president-elect or one of the vice presidents as temporary president until the next meeting of the board at which time the board shall elect a new president by majority vote. At the annual meeting the unexpired term of any officer or elected director whose office may have become vacant shall be filled by regular nomination and election. The absence of any member of the board from three consecutive board meetings may be deemed a resignation from the office.

Section 5. Meetings - There shall be at least nine (9) regular meetings of the Board of Directors annually to be held at such date, time, place and method as the board may determine. The President, together with a majority of the officers, may call special meetings of the Board of Directors and shall call a special meeting upon the written request of five (5) members of the Board with a minimum of four (4) days' notice. The board may take action between meetings by e-mail ballot, when necessary, provided

that notice of the proposed actions set forth, provides the opportunity to specify approval or disapproval of the proposal, and a reasonable time in which to return the ballots is allowed. Ballots shall be filed with a report of the action and shall be part of the minutes of the meeting of the board of directors.

Section 6. Quorum - A majority of the members of the Board of Directors shall constitute a quorum.

Section 7. Committees – The president may create one or more committees, each consisting of two or more voting members.

Section 8. Executive Committee - Consists of president, vice presidents, treasurer and secretary. The executive committee may transact emergency business between meetings of the board of directors. The proceedings of an executive committee shall be reported to the board at its next meeting for ratification.

Section 9. Removal of Directors – When a Board member does not observe League guidelines, the President and a Vice-President will discuss the violation with the Board member with the understanding that if the violation continues, the Board will take up the matter and by a two-thirds vote, may be removed from office.

ARTICLE V: OFFICERS

Section 1. Enumeration and Election of Officers - The officers of LWV-Irving shall be a President, a Secretary, a Treasurer, a Program Vice-President (VP), an Organization VP, and a Community Relations VP who shall be elected by the general membership at the Annual Meeting and take office June 1st of that year. The officers shall serve terms of two (2) years. When the Offices of Program Vice-President, Organization VP, and Community Relations VP cannot be filled due to a lack of candidates, positions may be filled at a later date by appointment by the President and approval of current Board members.

Directors may also be elected at the Annual Meeting on an as required basis and shall serve a one (1) year term are: Membership, Finance Development, Voter Registration, Facebook, Observer Corp, and YEO (Your Elected Officials) Brochure.

Section 2. The President - The president shall preside at all meetings of the organization and of the Board of Directors. The President may, in the absence of disability of the Treasurer, sign or endorse checks, drafts, and notes. The President shall be, ex-officio, a member of all committees except the Nomination Committee. The President shall have such usual powers of the supervision and management as may pertain to the office of the President and perform such other duties as may be designated by the Board, except the President may not serve as secretary. The President powers shall include representing the League at functions and meetings, promotion of the League and its services to the business, government, and nonprofit

communities. A President's Committee, composed of the three (3) vice-presidents (in Sec 3), may serve in the event there is no president.

Section 3. The Vice-Presidents - Vice Presidents as denoted in Section 1, shall perform such duties as defined in their respective job description. At the initial board meeting in June, the new board shall designate one vice-president who, in the event of the absence, disability, resignation, or death of the president, shall assume the office of president. Should that vice-president be unable to serve as president, the board shall choose one of its other elected members to fill the vacancy.

Section 4. Secretary - The Secretary shall keep minutes of the Annual Meeting and of all meetings of the Board of Directors. The Secretary 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 incidental to the office.

Section 5. Treasurer - The Treasurer shall collect and receive all monies including yearly dues, donations to the general operations fund, and local Education Fund as applicable. The Treasurer shall be custodian of these monies and will provide monthly EOM (End of Month) summaries for review at monthly meetings. Payment of membership dues to LWV-Irving is tracked by this position and provided to the Membership chair. A summary of total deposits and expenditures for the current fiscal year is presented at the Annual Meeting for acceptance and basis for presentation of forthcoming year budget. A budget for the forthcoming fiscal year is developed and presented at the annual meeting for approval by a member of the budget committee or, if necessary, by the Treasurer.

Section 6. Directors - Directors elected at the Annual Meeting serving a one (1) year term are: Membership, Finance Development, Voter Registration, Facebook, Observer Corp, and YEO (Your Elected Officials) Brochure. A report of current action and activities will be presented at monthly Board meetings for discussion and filing.

ARTICLE VI: FINANCIAL ADMINISTRATION

Section 1. Fiscal Year - The fiscal year of the LWV-Irving shall commence on the first day of June of the current year and end on the last day of May of the subsequent year.

Section 2. Dues – The annual yearly dues for membership shall be determined by a majority vote of the voting members present and voting at the Annual meeting. The dues shall be payable by June 30 of the forthcoming year, but no later than August 15. Any member who fails to pay dues by the August deadline shall be alerted and notified that they will be removed from the active membership roll as of September 15. Any new member joining after January 31 will pay one-half (1/2) of annual dues. New members joining at the Annual Meeting are not able to vote at that meeting.

For two members residing at the same address in a common household, one member will pay the full amount of the annual dues required with the second member paying one-half (1/2) of the full amount of the annual dues.

Members who have been enrolled in the LWV-Irving or any other integral part of LWV-US for 50 years or more shall be life members and shall not be required to pay annual dues.

Section 3. Budget - A budget for the ensuing fiscal year shall be submitted by the Budget Committee at the Annual Meeting for review, discussion, modification(s) offered and approved per attendees, and final adoption. In addition to establishing dollar allocations needed to support the League's general operations, the budget must include the dollar allocations to satisfy Per Member Payment (PMP) requirements that are established by LWV-US and LWV-TX.

Section 4. Budget Committee - A budget committee shall be appointed by the board at least two months prior to the annual meeting to prepare and supervise a budget for the ensuing fiscal year. The budget committee shall be made up of the treasurer and at least one other member nominated by the President and appointed by the board. A third member can also be appointed by the President and appointed by the board to also serve on the budget committee. The treasurer shall serve on the committee to provide financial information necessary to develop a budget but will not be eligible to serve as chairman of the budget committee.

The proposed budget shall be sent to the membership at least 21 days before the annual meeting for member review.

Section 5. Distribution of Funds on Dissolution. In the event of the dissolution of the LWV-IRVING, after paying or making provision for the payment of all the liabilities of the LWV-IRVING, all assets of the LWV-Irving shall be distributed to the League of Women Voters of Texas Education Fund or its successor that is recognized as exempt under Internal Revenue Code Section 501(c)(3), or the corresponding section of any future federal tax code. Should the state League no longer be in existence, then all assets should be distributed to an equivalent organization that is part of the League of Women Voters national organization. If no such organization is then in existence, then the LWV-IRVING assets, after paying or making provision for the payment of all the liabilities, shall be distributed for one or more of the LWV-IRVING exempt purposes within the meaning of Internal Revenue Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. The manner of distribution and recipient(s) of the LWV-IRVING assets shall be determined by the board or such other persons as shall be charged by law with the liquidation or winding up of the LWV-IRVING and its affairs.

Section 6. Conflict of Interest. The Board of Directors of the LWV-Irving shall adopt and enforce a conflict of interest policy and an annual disclosure process that applies to all officers and directors of LWV-Irving. Completed forms will be retained for five years.

ARTICLE VII: MEETINGS

Section 1. Membership Meetings - There shall be at least four (4) meetings of the membership each year which are open to the public. The time and place shall be determined by the Board of Directors.

Section 2. Annual Meeting - An Annual Meeting shall be held between May 1 and May 31 of each year, the exact date to be determined by the Board of Directors. The Annual Meeting shall:

- a) evaluate plans presented for local, state and national program for the year and consider adoption of a concentrated local study and action program when proposed.
- b) elect Officers and Directors and members of the Nominating Committee.
- c) adopt an adequate balanced budget.
- d) consider and subsequently adopt bylaw changes.
- e) transact such other business as may properly come before it.

Section 3. Voting – Each member shall be entitled to one vote at any meeting of the members. Absentee or proxy voting shall not be permitted.

Section 4. Quorum. Ten percent of the voting members shall constitute a quorum at all meetings of the membership.

Section 5. Notice – Written notice of any annual or special meeting shall be provided to each member 21 days before said meeting. Such notice shall state the place and time of the meeting and the general nature of the business to be transacted with no other business permitted.

ARTICLE VIII: NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. The nominating committee shall consist of three (3) members, two (2) of whom shall be members of the Board of Directors. The chairman shall not be a member of the Board and shall be elected at the Annual Meeting. Nominations for these offices shall be made by the current nominating committee. The other members of the committee shall be appointed by the Board of Directors immediately following the Annual Meeting. Any vacancy on the nominating committee shall be filled by the Board of Directors. Suggestions for nominations for officers and directors may be sent to this committee by any voting member.

Section 2. Report of the 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 one (1) month before the date of the Annual Meeting. The report of the nominating committee shall be presented at the Annual Meeting. Immediately following the presentation of the report, nominations may be made from the floor by any voting member provided the consent of the nominee has been secured.

Section 3. Elections. 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 of those qualified to vote and voting shall constitute an election. A secret ballot will be allowed if requested by one voting member. Absentee or proxy voting shall not be permitted.

ARTICLE IX: LOCAL PROGRAM

Section 1. Authorization. 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 the LWV-Irving shall consist of:

- a) action to promote and protect the right to vote of every citizen.
- b) concentrated study and action on those local governmental issues chosen by the members at Annual Meeting.

Section 3. Program Selection. The Annual Meeting shall act upon programs using the following procedures:

- a) The Board of Directors shall consider the recommendations sent in by voting members one (1) month prior to the Annual Meeting and shall formulate a proposed program.
- b) The proposed program(s) shall be sent to all members a minimum of two (2) weeks prior to the Annual Meeting.
- c) A majority vote of the voting members present and voting at the Annual Meeting shall be required for adoption of subjects in the proposed program.
- d) Recommendations for program submitted by voting members one (2) months prior to the Annual Meeting but not recommended by the board may be adopted by the annual meeting provided that:
 - (1) The Annual Meeting shall order consideration by a majority vote.
 - (2) The Annual Meeting shall adopt the item by a two-thirds (2/3) vote of voting members present.

Section 4. Program Changes Procedure. Additions or alterations may be made to a program between Annual Meetings due to *change in circumstances*. Changes will be initiated with the approval of the majority of the Board of Directors. Information concerning the proposed change shall be sent to all members at least two (2) weeks prior to a general membership meeting. After discussion, a two-thirds (2/3) vote of approval by the Board shall be required to adopt any changes.

Section 5. Member Action. Members may act in the name of the LWV-Irving only when authorized to do so by the board.

Section 6. Board Action. The board may act on a local program only after consensus or concurrence has been reached by the membership.

ARTICLE X. NATIONAL CONVENTION, STATE CONVENTION, State Conference

Section 1. National Convention. The voting members or 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 to the LWV-Irving under the provisions of the Bylaws of LWVUS.

Section 2. State Convention. The voting members or the Board of Directors, at a meeting before the date on which the names of delegates must be sent to the state office, shall elect delegates to that convention in the number allotted the LWV-Irving under the provisions of the Bylaws of LWV-TX.

Section 3. State Conference. . The voting members or the Board of Directors, at a meeting before the date on which the names of delegates must be sent to the state office, shall elect delegates to that convention in the number allotted the LWV-Irving under the provisions of the Bylaws of LWV-TX.

ARTICLE XI: Indemnification. The LWV-Irving is empowered to indemnify the officers, directors, and agent to the extent provided and within the limitations imposed by law.

ARTICLE XII: Parliamentary Authority. The rules contained in a current 'Roberts Rules of Order', shall govern LWV-Irving in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XIII. AMENDMENTS. These Bylaws may be amended as follows:

- a) Amendment(s) shall be approved by the Board prior to submission to LWV-TX.
- b) Amendment(s) shall be reviewed by the LWV-TX Governance Committee prior to submission to the membership.

- c) Amendment(s) shall be submitted to the membership at least one (1) month prior to the Annual Meeting.
- d) A two-thirds of the voting members present and voting at the Annual meeting shall be required for adoption of the amendment(s).

Adopted: 1957

Amended: 2002, 2007, 2008, 2011,2012, 2013, 2016 , 2017, 2019