

BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF NORTHWEST WAYNE COUNTY

Bylaws of the League of Women Voters of Northwest Wayne County as adopted in 1960 and amended in 1962, 1964, 1967, 1969, 1970, 1971, 1973, 1975, 1978, 1982, 1982, 1995, 1998, 2001, 2009, 2011, 2014, 2016.

ARTICLE I

Sec. 1. Name. The name of this organization shall be the League of Women Voters of Northwest Wayne County. This local League is an integral part of the League of Women Voters of the United States (hereinafter referred to in these Bylaws as LWVUS) and of the League of Women Voters of Michigan (hereinafter referred to in these Bylaws as LWVMI).

ARTICLE II

Purposes and Policy

Sec. 1. Purposes. The purposes of the League of Women Voters of Northwest Wayne County are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Sec. 2. Political Policy. The League shall not support or oppose any political party or any candidate.

ARTICLE III

Membership

Sec. 1. Eligibility. Any person who subscribes to the purposes and political policy of the League shall be eligible for membership.

Sec. 2. Types of Membership. The membership of the League of Women Voters of Northwest Wayne County shall be composed of voting members and associates.

a. Voting Members. Persons at least 16 years of age who join the League shall 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 shall be state members-at-large; (3) those who have been members of the League for 50 years or more shall be life members excused from the payment of dues.

b. Associate Members. All others who join the League shall be associate members

ARTICLE IV

Board of Directors

Sec. 1. Number: Manner of Selection and Term of Office. The Board of Directors shall consist of the officers of the League, three to six elected directors and not more than six (6) appointed directors. Three of the elected directors shall be elected by the general membership at each Annual Meeting and shall serve for a term of two years, or until their successors have been elected and qualified. The elected members, after soliciting the guidance and recommendations of the membership chair, the president(s) and /or the Nominating Committee, shall appoint such additional directors, not exceeding six, as they deem necessary to carry on the work of the League. The terms of office of the appointed directors shall be two years and shall expire at the conclusion of the next Annual Meeting.

Sec. 2. 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 League of Women Voters of Northwest Wayne County.

Sec. 3. Vacancies. Any vacancy occurring in the Board of Directors 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 of Directors. Three consecutive absences from a Board meeting of any member without a valid reason shall be deemed a resignation.

Sec. 4. Powers and Duties. The Board of Directors shall have full charge of the property and business of the organization, with full power and authority to manage and conduct same, subject to the instructions of the general membership. It shall plan and direct the work necessary to carry out the program as adopted by the National Convention, the State Convention, and the Annual Meeting. The Board shall adopt a Nonpartisan Policy annually and monitor compliance with it. The Board shall create and designate such special committees as it may deem necessary.

Sec. 5. Meetings. There shall be at least four regular meetings of the Board of Directors annually. Votes taken at "email board meetings" will have the same validity as an in-person board meeting provided a quorum participates in the voting. The president may call special meetings of the Board of Directors, and shall call a special meeting upon the written request of three members of the Board.

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

Sec. 7. Board Liability. No volunteer director of the League of Women Voters shall be personally liable to the Organization or its members for any monetary damages for breach of the fiduciary duties as a director; except that this provision shall not eliminate or limit the liability of a volunteer director for any of the following reasons:

- a. A breach of the director's duty of loyalty to the Organization or its members.

- b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- c. A violation of Section 551(1) of the Michigan Non-Profit Corporation Act as amended.
- d. An act or omission occurring before January 1, 1988.
- e. An act from which the director derived an improper personal benefit.
- f. An act or omission that is grossly negligent.

ARTICLE V

Officers

Sec. 1. Enumeration and Election of Officers. The officers of the League of Women Voters of Northwest Wayne County shall be a president or co-presidents, a first vice president, a second vice president, a secretary, and a treasurer, who shall be elected for terms of two years by the general membership at an Annual Meeting and take office immediately. Terms shall be staggered to permit continuity in the League's operations.

Sec. 2. The President. The president shall: a) preside at all meetings of the organization and of the Board of Directors; b) sign or endorse checks, drafts and notes in the absence or disability of the treasurer; c) be ex officio, a member of all committees except the Nominating Committee; d) have such usual powers of supervision and management as may pertain to the office of the president and perform other duties as may be designated by the Board.

Sec. 3. The Vice Presidents. The two vice presidents, in the order of their rank, shall in the event of the absence, disability, resignation, or death of the president, possess all the powers and perform all the duties of that office until such time as the Board of Directors shall appoint one of its members to fill the vacancy. The vice presidents may hold an administrative or program portfolio and shall perform such other duties as the president and Board may designate.

Sec. 4. The Secretary. The secretary shall: a) keep minutes of all meetings of the League and of all meetings of the Board of Directors; b) notify all officers and directors of their election; c) sign, with the president, all contracts and other instruments when so authorized by the Board; d) perform such other functions as may be incident to the office.

Sec. 5. The Treasurer. The treasurer shall: a) collect and receive all monies due; b) be the custodian of these monies, c) deposit them in a bank designated by the Board of Directors; d) disburse the same only upon order of the Board; e) present statements to the Board at their regular meetings and an annual report to the Annual Meeting.

Sec. 6. The offices of secretary and treasurer may be held concurrently in a combined office designated as secretary-treasurer.

ARTICLE VI

Financial Administration

Sec. 1. **Fiscal Year.** The fiscal year of the League of Women Voters of Northwest Wayne County shall be from July 1 to June 30.

Sec. 2. **Dues.** Dues shall be payable annually. When two members reside at the same address in a common household, dues shall be 1-1/2 times the dues for a single member. Any member who fails to pay dues within three months after they become payable may be dropped from the membership rolls. Any change in the dues structure is subject to a 2/3 vote of the members present and voting at the Annual Meeting, provided the change was submitted to the membership in writing at least one month in advance of the meeting.

Sec. 3. **Budget.** A budget for the ensuing year shall be submitted by the Board of Directors to the Annual Meeting for adoption. The budget shall include support for the work of the League as a whole.

Sec. 4. **Budget Committee.** A Budget Committee shall be appointed by the Board of Directors at least two months prior to the Annual Meeting to prepare a budget for the ensuing year. The proposed budget shall be sent to all members one month before the Annual Meeting. The treasurer shall not be eligible to serve as a Chair of the Budget Committee. No member of the Board of Directors shall be eligible to serve as chair of the Budget Committee.

Sec. 5. **Audit.** The books of the treasurer shall be audited annually by an auditor or an audit committee approved by the Board of Directors.

ARTICLE VII

Meetings

Sec. 1. **Membership Meeting.** There shall be at least three general membership meetings each year. Time and place shall be determined by the Board of Directors.

Sec. 2. **Annual Meeting.** An Annual Meeting shall be held in March, April, May or June on a date to be determined by the Board of Directors. The Annual Meeting shall:

- a. adopt a local Program for the ensuing year
- b. elect Officers, Directors and members of the Nominating Committee
- c. adopt an adequate budget, and
- d. transact such other business as may properly come before it.

Sec. 3. **Quorum.** Ten percent of the members shall constitute a quorum at all meetings of the League of Women Votes of Northwest Wayne County.

ARTICLE VIII

Nominations and Elections

Sec. 1. Nominating Committee. The Nominating Committee shall consist of up to 5 members. At least one board member shall serve on the committee, but the board representation shall be less than 50% of the Committee. Committee members shall be designated at 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 members.

Sec. 2. Report of the Nominating Committee and Nominations from the Floor. The report of the Nominating Committee of its nominations for officers and directors, shall be sent to all members one month before the date of the Annual Meeting. The report of the Nominating Committee shall be presented to the Annual Meeting. Immediately following the presentation of this report, nominations may be made from the floor by any voting member, provided the consent of the nominee shall have been secured.

Sec. 3. Elections. The election shall be by ballot; when there is but one nominee for each office, the president may entertain a motion giving unanimous approval to the Nominating Committee slate. 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

Sec. 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.

Sec. 2. Program. The Program of the League of Women Voters shall consist of: a) action to implement the principles of the LWVUS, and b) those governmental issues chosen for concerted study and action.

Sec. 3. Action by the Annual Meeting. The Annual Meeting shall act upon the Program using the following procedures:

- a. The Board of Directors shall consider the recommendations sent in by the voting members prior to the Annual Meeting and shall formulate a Proposed Program.
- b. The Proposed Program shall be sent to all members one month before the Annual Meeting.
- c. A majority of voting members present and voting at the Annual Meeting shall be required for adoption of subjects in the Proposed Program as presented to the Annual Meeting by the Board of Directors.

- d. Recommendations for Program submitted by voting members two months prior to the Annual Meeting but not included in the Proposed Program 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 majority of those present and voting.
- 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 2 weeks prior to a general membership meeting at which the change is to be discussed, and 2) final action by the membership is taken at a succeeding meeting.
- f. If insufficient recommendations for Program have been received prior to the Annual Meeting, members may submit program recommendations at the Annual Meeting. These recommendations will be reviewed, and accepted or rejected by the Board of Directors within 60 days of the Annual Meeting.

Sec. 4. Member Action. Members may act in the name of the League of Women Voters only when authorized to do so by the Board of Directors. Members may act in conformity with, but not contrary to, a position taken by any level of the League of Women Voters.

ARTICLE X

National Convention, State Convention, State Council and ILO Convention

Sec. 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 League of Women Voters of Northwest Wayne County under the provision of the bylaws of the LWVUS.

Sec. 2. State Convention. The Board of Directors, at a meeting before the date on which the names of delegates must be sent to the state office, shall select delegates to that Convention in the number allotted the League of Women Voters of Northwest Wayne County under the provision of the bylaws of the LWVMI.

Sec. 3. State Council. The Board of Directors, at a meeting before the date on which the names of delegates must be sent to the state office, shall select delegates to that state council in the number allotted the League of Women Voters of Northwest Wayne County under the provision of the bylaws of LWVMI.

Sec. 4. ILO Convention. The Board of Directors, at a meeting before the date on which the names of delegates must be sent to the Detroit Metropolitan Area League, shall select delegates to that Convention in the number allotted the League of Women Voters of Livonia under the provisions of the bylaws of the League of Women Voters-Detroit Metropolitan Area.

ARTICLE XI

Parliamentary Authority

Sec. 1. Parliamentary Authority. The rules contained in *Robert's Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XII

Amendments

Sec. 1. Amendments. These Bylaws may be amended by a 2/3 vote of the members present and voting at the Annual Meeting, provided the amendments were submitted to the membership in writing at least one month in advance of the meeting.