

# LEAGUE OF WOMEN VOTERS OF GEORGIA, INC. BYLAWS

## ARTICLE I – NAME

The name of this corporation shall be the League of Women Voters of Georgia, hereinafter referred to as the LWVGA. This state League is an integral part of the League of Women Voters of the United States (LWVUS).

## ARTICLE II - PURPOSES AND POLICY

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

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

## ARTICLE III – MEMBERSHIP

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

### **Section 2. Types of Membership.**

**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 - OFFICERS

**Section 1. Election, Qualifications, and Term.** The officers of the LWVGA shall be a president, or two co-presidents, a first vice-president, two or three numbered vice presidents, who shall be ranked in order of succession to the presidency, a secretary, and a treasurer. They shall be voting members of the LWVGA and shall be elected by the convention to hold office until the close of the next convention or until their successors have been elected and qualified. Alternatively, the Board of Directors, in its discretion, may also act as a management team.

**Section 2. The President(s).** The president(s) shall have such powers of supervision and management as customarily pertain to the office; shall preside at all meetings of the organization and the state board of directors, or designate another person to do so; shall be, ex-officio, a member of all committees except the nominating committee; may sign or endorse checks, drafts, and notes in the absence of the treasurer; and shall perform such other duties as the board may direct.

In the event of the absence, disability, resignation, or death of the president, the vice-presidents, in order of their rank, shall assume the office. Should the vice-presidents not be ordered by rank or when no vice-president is able to serve in this capacity, the board by a majority vote shall elect one or two of its members to fill the vacancy to serve until the next convention.

**Section 3. The Vice-Presidents.** The vice-presidents shall perform such duties as the president and the board of directors shall direct.

**Section 4. The Secretary.** The secretary shall keep minutes of all conventions and councils of the LWVGA, and of all meetings of the board. 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 incident to the office.

**Section 5. The Treasurer.** The treasurer shall be responsible for the collection and receipt of all monies due; shall be the custodian of these monies; shall be responsible for the investment of such monies pursuant to policies adopted by the board for the short-term investment of funds and for the investment of capital funds; and shall be responsible

for the disbursement of such monies in accordance with procedures adopted by 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 examined in convention years and with every change of the treasurer. This examination can be done by an accountant or an appointed committee of three (3) League members who are not members of the board and who are not immediate relatives of any current member of the board.

## **ARTICLE V - BOARD OF DIRECTORS**

**Section 1. Selection, Qualifications, and Term.** The LWVGA Board of Directors shall consist of the officers, five (5) to seven (7) directors elected by the convention, and additional directors appointed by the elected members of the board not to exceed the number of elected directors. All directors shall be voting members of the LWVGA. They shall serve until the close of the next convention or until their successors have been elected and qualified. Vacancies other than the presidency may be filled by a majority vote of the remaining members of the board.

**Section 2. Powers.** The board of directors shall manage and supervise the business affairs and activities of the LWVGA subject to the instruction of the council and convention. It shall plan and direct the work necessary to carry out the program adopted by the convention. It shall accept the responsibility delegated to it by the LWVUS for the organization and development of local Leagues and member-at-large units. It shall have the power to appoint an executive committee and create special committees as it deems necessary and shall perform such other duties as are specified in these bylaws.

**Section 3. Executive Committee.** The board of directors may appoint an executive committee consisting of no fewer than five (5) of its members, one of whom shall be the President. 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 4. Regular Meetings.**

- a. There shall be at least six (6) regular meetings of the board annually. The president shall notify each member of the board by mail, telephone, e-mail, or fax at least one (1) week before any such meeting, giving the time and place of the meeting.
- b. No action taken at any regular board meeting attended by a majority of the members of the board shall be invalidated because of the failure of any member or members of the board to receive any notice properly sent or because of any irregularity in any notice actually received.
- c. When it becomes apparent to the President or the Executive Director that a quorum cannot be achieved on a regularly scheduled and properly noticed board meeting date, the president or the executive director shall have the authority to schedule the meeting on an alternative date agreeable to the majority of the elected board members. Said board meeting may be conducted in person, by conference call or, if necessary, by electronic transmission. It shall be incumbent upon the board of directors to determine an appropriate method of recording minutes at such an alternative meeting and complying where at all possible with proper parliamentary procedure.

### **Section 5. Special Meetings.**

- a. The president may call special meetings and upon the written request of five (5) members of the board, shall call a special meeting. Notice of all special meetings shall be by mail, telephone, e-mail, or fax at least two (2) days prior to the meeting, except as provided below.
- b. During a convention or council meeting, the president may call a special meeting by giving personal notice to each board member in attendance. Upon the request of five (5) board members, the president shall call a special meeting giving personal notice to each board member in attendance.

**Section 6. Quorum.** A number equal to a majority of the elected members of the board shall constitute a quorum.

**Section 7. Attendance.** Two (2) absences annually from regular board meetings without a valid reason shall be deemed a resignation. Any such resignation may be reviewed by the board upon request.

**Section 8. Off-Board Directors.** The president may appoint, with the approval of the board of directors, off-board members. There is no limit to the number of off-board members who may be appointed. Off-board members shall

serve until the close of the next convention, and shall perform such duties that are assigned by the president in consultation with the board of directors. Off-board members shall not have the powers nor shall they be subject to the duties of regular board members.

## **ARTICLE VI - LOCAL LEAGUES, MEMBER-AT-LARGE UNITS, MEMBERS-AT-LARGE, AND STUDENT UNITS**

Members of the LWVGA shall be members of local Leagues, member-at-large units, or individual members-at-large.

**Section 1. Local Leagues** are Leagues which have been recognized by the LWVUS.

- a. The LWVGA Board shall recommend to the LWVUS Board that it recognize as a local League any group of members of the LWVGA that meet qualifying standards for local Leagues as adopted by the national convention and approved by the LWVGA Board.
- b. In the event of recurring failure of the local League to meet these qualifying standards, the LWVGA Board shall recommend to the LWVUS Board that it withdraw recognition from the local League. If recognition is withdrawn, members of such former local Leagues become members-at-large of the LWVGA until their dues expire. Such a group may no longer use the name of the League of Women Voters; and all funds, properties, and records of the group shall be delivered to the LWVGA Board.

**Section 2. Member-At-Large Units** (MAL units) are groups of members recognized by state League in an area where there is no local League. Rules and procedures for the formation and operation of such units shall be the responsibility of the LWVGA Board, acting within the policies and guidelines of the LWVUS.

- a. MAL units may operate indefinitely as MAL units or, upon meeting standards established by the LWVGA and LWVUS, may petition for recognition as a local League.
- b. If it becomes necessary for a MAL unit to disband, all funds, property, and records held by the MAL unit shall be delivered to the LWVGA. Its members shall then retain their individual membership as members-at-large of LWVGA until their dues expire.

**Section 3. Members-At-Large** (MALs) are League members who reside in an area where no MAL unit or local League organization exists.

**Section 4. Student Units** are recognized by the LWVGA Board. Student units shall be formed in cooperation with a local League, if such a league exists in proximity to the Student Unit. Student members shall be defined as members who are currently enrolled in any institution of higher learning who are otherwise eligible for membership in the League of Women Voters. Student dues shall be set by the LWVGA Board in consultation with the sponsoring Local League, if any. Student Units shall adopt a non-partisan policy. Student Units may function separately from the sponsoring local League, if any, but shall at all times comply with the goals and purpose of the LWV.

## **ARTICLE VII - FINANCIAL ADMINISTRATION**

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

**Section 2. Dues and Per Member Payments.** Members of local Leagues and member-at-large units shall pay annual dues to the local organization. Individual members-at-large shall pay annual dues to the LWVGA in an amount to be determined by the board. Each local organization shall make a per member payment to LWVGA in an amount set by the budget adopted at council or convention. In addition, each local League shall make a per member payment to LWVUS in an amount set by the national convention. The LWVGA shall remit per member payments to LWVUS for members-at-large, whether individual or in units. When two (2) or more members of a local League reside at the same address in a common household, the regular per member payment shall be made for the first member to LWVUS and LWVGA; a payment equal to one-half (1/2) the per member payment shall be paid for each additional member. State and local Leagues shall be excused from making a per member payment for honorary life members.

**Section 3. Budget.** The LWVGA Board shall submit a budget to the convention for the following fiscal biennium. This budget shall provide for the support of the LWVGA and its operations. A copy of the proposed budget shall be sent to each member at least one (1) month in advance of the convention.

The LWVGA Board shall review the budget prior to council and shall send a copy of the proposed revisions, if any, to each member at least one (1) month in advance of council. If there are no recommended revisions, a copy of the budget shall be sent to each member at least one (1) month in advance of council for possible council revision.

**Section 4. Budget Committee.** The budget shall be prepared by a committee which shall be appointed for that purpose at least four (4) months in advance of the convention. The treasurer shall be an ex-officio, member of the budget committee and shall not be eligible to serve as chair of the committee.

**Section 5. Distribution of Funds on Dissolution.** In the event of dissolution of the LWVGA, all monies and securities which may at the time be owned or under the absolute control of the LWVGA shall be paid to the LWVUS, after the LWVGA Board has paid or made provision for the payment of all liabilities of the organization. All other property of whatsoever nature shall be disposed of as the LWVGA Board shall, in its absolute discretion, decide.

## **ARTICLE VIII - CONVENTION**

**Section 1. Place, Date, and Call.** A convention of the LWVGA shall be held biennially on odd-numbered years at a time and place determined by its board of directors. A first call to convention shall be sent to the presidents of local Leagues and member-at-large units at least three (3) months prior to the date fixed in said call. Thereafter, the board may advance or postpone this date by not more than two (2) weeks. A final call, giving the exact time and place of the convention, shall be issued at least one (1) month prior to the opening session.

**Section 2. Composition.** The voting delegates to the convention shall be:

- a. Delegates chosen by the members of local Leagues. Each League shall be entitled to one (1) delegate for each twenty (20) members or major fraction thereof. Annual reports of the previous January shall determine the membership count.
- b. Delegates chosen by member-at-large units. Each such unit having more than twenty (20) members and having been in existence for at least two (2) years shall be entitled to one (1) delegate.
- c. Members of the LWVGA Board of Directors.

**Section 3. Delegates' Qualifications and Voting.** All delegates shall be voting members of the LWVGA. No delegate shall be entitled to more than one (1) vote, and absentee or proxy voting shall not be permitted. Final determination of a delegate's qualifications or credentials shall be made by the convention.

**Section 4. Powers.** The convention shall adopt a program, elect officers and directors, adopt a budget for the current fiscal biennium, and transact such other business as may properly come before it. On Program recommendations received by the LWVGA Board three months prior to convention, the convention shall have the power to adopt Resolutions by a two-thirds (2/3) majority vote to direct the activities of LWVGA Board.

**Section 5. Quorum.** A quorum shall consist of a majority of the LWVGA Board members and fifty percent (50%) of the registered delegates, provided that at least one-half (1/2) of the local Leagues are represented.

**Section 6. Observers and Visitors.**

- a. Each member-at-large unit not entitled to a delegate shall be entitled to one (1) or more observers to the convention, provided that the number shall be limited to one (1) observer for each twenty (20) members or major fraction thereof. Observers shall have the privilege of the floor but no vote.
- b. All members of LWVGA are entitled to attend convention as visitors. Local Leagues and member-at-large units may send as many visitors to convention as they wish. Visitors shall have neither the privilege of the floor nor a vote.
- c. Off-board directors shall be observers to the convention and shall have the privilege of the floor but no vote.

## **ARTICLE IX - COUNCIL**

**Section 1. Place, Date, and Call.** A meeting of the council shall be biennially, approximately twelve (12) months after each convention, at a time and place determined by the LWVGA Board. In the event of an emergency, the

board of directors may also call a special council meeting. A formal call shall be issued to presidents of local Leagues and of member-at-large units at least one (1) month before a council meeting.

**Section 2. Composition.** The council shall consist of:

- a. The presidents of local Leagues or their alternates;
- b. Two (2) delegates chosen by each local League;
- c. The president of any member-at-large unit meeting the delegate requirements of Article VIII or an alternate;
- d. The members of the LWVGA Board of Directors.

**Section 3. Powers.** The council shall give guidance to the LWVGA Board on program and on methods of operation.

- a. In the event of any emergency, the council may change the program as adopted at convention upon recommendation of the LWVGA Board or a local League using the following procedure:
  1. At least six (6) weeks prior to the council meeting, any local League proposing a change shall submit it to the LWVGA Board which shall decide whether to recommend its adoption.
  2. At least four (4) weeks prior to the council meeting, the LWVGA Board shall send all proposed changes to the presidents of local Leagues.
  3. Any change proposed by a local League and not recommended by the LWVGA Board shall first require a majority vote of the council to consider the change.
  4. A two-thirds (2/3) vote shall be required to adopt any change.
- b. The council shall approve the budget for the remainder of the fiscal biennium and shall transact such other business as shall properly come before it.

**Section 4. Quorum.** A quorum shall consist of voting delegates representing not less than one-half (1/2) of the local Leagues.

**Section 5. Observers and Visitors.**

- a. Each member-at-large unit not entitled to a delegate shall be entitled to one (1) observer who shall have the privilege of the floor but not vote.
- b. Any member of LWVGA is entitled to attend council as a visitor but may not have the privilege of the floor or a vote.
- c. Off-board directors shall be observers to the council and shall have the privilege of the floor but no vote.

## **ARTICLE X - NOMINATIONS AND ELECTIONS**

**Section 1. Nominating Committee.** The nominating committee shall consist of five (5) members. The convention shall elect the chair, two (2) members, and two (2) alternates, none of whom shall be members of the LWVGA board of directors. Immediately after convention, the board shall appoint two (2) of its members to the committee. Vacancies shall be filled by appointment by the board when no elected alternate is available.

**Section 2. Suggestions for Nominations.** The chair of the nominating committee shall request suggestions for nominations through the presidents of each local League by advising them of the offices to be filled and the address to which suggestions may be sent. Any LWVGA member may submit suggestions for nominations.

**Section 3. Report of the Nominating Committee.** The report of the nominating committee shall contain the nominations for officers, directors, and the nominating committee (chair, two (2) members, and two (2) alternates). Such report shall be sent to each LWVGA member at least one (1) month prior to the convention and be presented to the convention at its first session. Nominations may be made from the floor immediately thereafter, provided the consent of the nominee has been obtained.

**Section 4. Election.** The election shall be the responsibility of an election committee appointed by the president at the first session of the convention. Election shall be by ballot except when there is only one (1) nominee for an office; then election shall be by voice vote. A majority vote of those present and voting shall constitute an election.

## **ARTICLE XI - PRINCIPLES AND PROGRAM**

**Section 1. Principles.** The principles are concepts of government adopted by the LWVUS convention and supported by the League. The LWVGA state program shall be in compliance with these principles.

**Section 2. Program.** The program shall consist of action to implement the principles and those governmental issues chosen by the national and state conventions for concerted study and action as follows:

- a. Local boards may make recommendations to the LWVGA Board of Directors at least three (3) months prior to the convention.
- b. The LWVGA Board shall consider these recommendations and formulate a proposed program which shall be sent to each member at least one (1) month prior to convention.
- c. Proposed changes to recommendations from local Leagues shall be submitted in writing and received by the LWVGA Board at least two (2) weeks prior to convention. The LWVGA Board shall consider changes proposed by local Leagues prior to convention and may modify the proposed program. Such changes from local Leagues or modifications from the LWVGA Board may not be voted on by the convention in the same session in which they are proposed.
- d. Any recommendation or change proposed by a local League and not recommended by the LWVGA Board shall first require a majority vote of the convention for consideration.
- e. The convention shall adopt the program by a two-thirds (2/3) vote of those present and voting on each subject presented to it. Voting shall be by method approved by the convention.

**Section 3. Program Action.** Local Leagues, and member-at-large units may advocate on state program. In the event a local League or member-at-large unit chooses to advocate on state program, it may do so only in conformity with, and not contrary to, positions taken by LWVGA after member agreement. Individual members may advocate in the name of League only with the approval of the appropriate board of directors.

## **ARTICLE XII - NATIONAL CONVENTION AND COUNCIL**

The LWVGA Board of Directors shall select an appropriate number of delegates to attend LWVUS convention and council as its official representatives.

## **ARTICLE XIII - PARLIAMENTARY AUTHORITY**

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

## **ARTICLE XIV – AMENDMENTS**

These bylaws may be amended at any convention or council by two-thirds (2/3) vote provided that the proposed amendment was submitted to the LWVGA Board at least three (3) months prior to convention or council by a local board, or was proposed by the LWVGA Board. This board shall send all such proposed amendments to each member at least one (1) month prior to convention or council.

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