

LWV of the National Capital Area BYLAWS As Amended May 1, 2021

Article I, Name

Section 1. Name. The name of this organization shall be the League of Women Voters of the National Capital Area, Inc. (hereinafter, LWVNCA). This Inter-League Organization (ILO) is an integral part of the League of Women Voters of the United States (hereinafter, LWVUS).

Article II, Purpose and Policy

Section 1. Purpose. The purpose of LWVNCA shall be to promote political responsibility through informed and active participation in government, and to act on selected governmental issues of a metropolitan, regional or inter-jurisdictional nature.

Section 2. Policy. LWVNCA may take action on area governmental measures and policies in the public interest in conformity with the principles of the LWVUS. It shall not support or oppose any political party or candidate.

Article III, Membership

Section 1.

A. LWVNCA shall be composed of:

- (1) LWVUS recognized local Leagues within the metropolitan Washington area that have chosen to participate in LWVNCA work (hereinafter, local member Leagues), and
- (2) The local member Leagues' respective state Leagues, including the District of Columbia League, (hereinafter state member Leagues).

B. Collectively, local member Leagues and state member Leagues shall comprise LWVNCA's member Leagues.

Article IV, Officers

Section 1. Enumeration and Election of Officers. The officers of LWVNCA shall be a President, or Co-Presidents, Vice President, Secretary, and Treasurer, who shall be elected by the Convention for two-year terms beginning at the start of the next fiscal year. The President and Secretary shall be elected in odd-numbered years; the Vice President and Treasurer, in even-numbered years. Two people may share an office and its powers, both of whom shall be voting members of the LWVNCA board.

Section 2. The President or Co-Presidents. The President or Co-Presidents shall preside at all meetings of the organization and of the Board of Directors (hereinafter, the Board) unless the President (or Co-President) designates someone else to preside. The President or Co-Presidents shall be, ex officio, a member of all committees except the Nominating Committee. The President or Co-Presidents shall have such usual powers of supervision and management as may pertain to the office of the President or Co-Presidents and perform such other duties as may be designated by the Board.

Section 3. The Vice President. The Vice President shall, in the event of the absence of the President, or both Co-Presidents, possess all the powers and perform all the duties of that office. The Vice President shall perform such other duties as the President or Co-Presidents, and that the Board may designate.

Section 4. The Secretary. The Secretary shall keep minutes of the Convention and of the Board. The Secretary shall provide the President or Co-Presidents of each member League with the agenda and minutes of

each Board meeting. The Secretary shall sign, with the President or Co-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 collect and receives all moneys due. The Treasurer shall be the custodian of these moneys, and shall deposit them in a bank designated by the Board. Also the Treasurer shall disburse the funds in line with the budget adopted by the delegates of the preceding convention. In the event an amount exceeds the budgeted amount or is not included in the adopted budget, the Treasurer shall disburse only upon approval of the Board. All checks, notes or transfers of funds or property shall be signed by the Treasurer and one of the following officers: President, Co-President, or Vice President. The Treasurer shall present periodic statements to the Board at its regular meetings and an annual report to the Convention. The books of the Treasurer shall be reviewed annually and the report sent to the Board.

Article V, Board of Directors

Section 1. Number, Manner of Selection, and Term of Office. The Board shall consist of the elected officers of the LWVNCA, four elected directors, no more than four directors appointed by the Board, and one liaison appointed by each member League, all of whom shall be voting members of the LWVNCA board. Two directors shall be elected at each annual Convention for a two-year term beginning at the start of the next fiscal year. The board shall appoint such additional directors, not exceeding four, as they deem necessary to carry on the work of the League. The terms of office of the appointed directors shall expire at the conclusion of the next fiscal year, that is one-year terms for appointed directors.

Section 2. Qualifications. No person shall be elected or appointed or shall continue to serve as an LWVNCA officer or board member unless that person is a voting member of a member League.

Section 3. Vacancies.

A. In the event of resignation, disability, or death of the President, or one of the Co-Presidents, the remaining Co-President shall be named "president" automatically until the next convention. in the event of the resignation, disability or death of the remaining Co-President who has been elevated to president, the Vice President shall become President until the next Convention. In the event the Vice President is unable to serve as President, the Board shall elect, by an absolute majority vote of the remaining members of the Board, one of its members to fill the vacancy.

B. Appointed liaison-member vacancies shall be filled by the affected member League.

C. All other vacancies may be filled by a majority vote of the remaining members of the Board.

Section 4. Powers and Duties. The Board shall:

A. Have full charge of the property and business of the organization, with full power and authority to manage and conduct the same, subject to the instructions of the Convention and these bylaws;

B. Plan and direct the work necessary to carry out the program

C. Create and designate such special committees as it may deem necessary; and

D. Maintain effective liaison with the President and the Board of directors of each member League.

Section 5. Regular Meetings. There shall be at least four regular meetings of the Board annually. The President shall notify each Board member and each member-League President of all regular meetings by mail, e-mail or fax giving the time and the place of the meeting. No action taken at any regular Board meeting attended by three-fourths of the Board members shall be invalidated because of the failure of any Board member(s) to receive any notice properly sent or because of an irregularity in any notice actually received. The president and vice president OR CO-PRESIDENTS shall determine if a board meeting shall be conducted by electronic means, such as telephone conference call, video conferencing or email. Minutes of all in-person and electronic meetings shall be recorded by the secretary or a designee.

Section 6. Special Meetings. The President or Co-Presidents may call special or emergency meetings of the Board, and shall call a special meeting upon the written request of five Board members. Special meetings may

be conducted by electronic means. Board members shall be notified of the time and place of special meeting at least six days prior to such meetings. Minutes of special meetings shall be recorded.

Section 7. Quorum. A majority of Board members shall constitute a quorum.

Article VI, Financial Administration

Section 1. Fiscal Year. The fiscal year of LWVNCA shall commence on the first day of July every year.

Section 2. Budget. The Board shall submit to the Convention for adoption a budget for the ensuing year. The budget shall include a recommendation as to the distribution of receipts from any LWVNCA fund-raising activity. A copy of the proposed budget shall be sent to each member-League President at least thirty (30) days before Convention. For each of its locally-recruited members, as of the date set by LWVUS, each local member League shall contribute to LWVNCA each year a per member payment (PMP) in an amount determined by each convention.

Section 3. Budget Committee. An annual budget shall be prepared by a committee appointed by the Board for that purpose. The Treasurer shall be, ex officio, a member, but not the chair of the Budget Committee.

Section 4. Distribution of Funds on Dissolution. In the event of a dissolution for any cause of LWVNCA, all monies and securities then owned by or under the absolute control of LWVNCA shall be pro-rated among its member Leagues. All other property then owned by or under the control of LWVNCA, shall be disposed of by any officer or employee of the organization having possession of same to such person, organization, or corporation for such public, charitable, or educational uses and purposes as may be designated by the then Board.

Article VII, Convention

Section 1. Place, Date, and Call. An LWVNCA convention shall be held annually at a time and place to be determined by the Board. Leagues shall be notified as to the date of the Convention at least ninety (90) days in advance. A convention or special meeting may be conducted virtually by electronic methods.

Section 2. Composition. The Convention shall consist of LWVNCA board members and of delegates representing member Leagues and Member-At-Large (MAL) units, as follows:

- A. One delegate for each state member League, and
- B. Delegates for local member Leagues or MAL units, in the number provided by Section 4, below.

Section 3. Delegate Qualifications and Voting. Each delegate for a local member League or MAL unit shall be a voting member of that League. A state-member-League delegate shall be a voting member of a local League within the state represented. Each board member and delegate shall be entitled to only one vote at the Convention, even if attending in two or more capacities. Absentee or proxy voting shall not be permitted BUT a delegate may vote virtually if convention is held electronically. The Convention shall be the sole judge of whether a delegate is qualified to vote.

Section 4. Representation of Local Member Leagues. Delegates shall be selected in accordance with the bylaws of their respective Leagues or MAL units. Each local member League or MAL unit shall be entitled to three delegates; when a local League or MAL unit membership reaches 100 voting members, it shall be entitled to one additional delegate; thereafter one additional delegate shall be authorized for each additional 100 voting members as of the current year reporting date set by LWVUS.

Section 5. Observers. All LWVUS members and their guests will be permitted to register for and attend LWVNCA conventions as non-voting observers.

Section 6. Powers. The Convention shall:

- A. Elect officers and directors as designated in Articles IV and V for the ensuing two years and a Nominating Committee that shall serve for one year;
- B. Adopt a budget;
- C. In odd-numbered years consider and adopt a two-year Program, as outlined in Article IX, and in even-numbered years consider Program changes and development; and
- D. Transact such other business as may properly come before it.

Section 7. Quorum. Twenty-five (25) members with the authority to vote as defined in Article VII, Section 3, shall constitute a quorum for the transaction of Convention business, provided that there is representation from a majority of the member Leagues, including two (2) Leagues from Maryland, two (2) Leagues from Virginia, and the League of the District of Columbia.

Article VIII, 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 chairman and two members, who shall not be members of the Board, shall be elected by the Convention. Nominations for these officers shall be made by the current Nominating Committee. The other members of the Committee shall be appointed by the Board at the first regular Board meeting following the Convention. Any vacancy occurring in the Nominating Committee shall be filled by the Board. The President of LWVNCA shall send the name and address of the Chair of the Nominating Committee to the President of each member League.

Section 2. Suggestions for Nominations. The Chair of the Nominating Committee shall request of each League suggestions for nominations for offices to be filled. Rotating the Presidency from one portion of the National Capital Area to another may be considered in nominating the president along with other desirable qualities for leadership as well as technical qualifications defined in these Bylaws.

Section 3. Report of the Nominating Committee and Nominations from the Floor. The report of the Nominating Committee of its nominations for officers, directors, and the Chair and two members of the succeeding Nominating Committee shall be sent to member Leagues thirty (30) days before the date of the Convention. Immediately following the presentation of this report at Convention, nominations may be made from the floor, provided that the consent of each nominee shall have been secured.

Section 4. Election. The election shall be by ballot, except that whenever there is but one nominee for each office, it shall be in order to move that the Secretary cast the ballot for every candidate. A majority vote shall constitute an election.

Article IX, Program

Section 1. Principles. The LWVUS principles are concepts of government supported by the League and are the authorization for adoption of national, regional, state and local program.

Section 2. Program. The LWVNCA Program shall consist of

- A. Action to implement the principles, and
- B. Those metropolitan, regional, and inter-jurisdictional governmental issues chosen every two years by the convention for concerted study or concurrence and action as follows:

Section 3. Convention procedure for LWVNCA program adoption in odd-numbered years.

- A. In odd-numbered years, Member League Boards may make recommendations for Program to the LWVNCA Board at least sixty (60) days before convention.
- B. The Board shall consider the recommendations and shall formulate a Proposed Program, that is Recommended Program, which shall be submitted to the member Leagues no later than thirty (30) days before convention, together with a list of all not-recommended items suggested by the member Leagues.
- C. A majority vote shall be required for the adoption of the two-year Program proposed by the Board.

D. Any recommendation for the Program submitted to the Board at least sixty (60) days before convention, but not proposed by the Board, may be adopted at the Convention provided consideration is ordered by a majority vote and the proposal receives a **two-thirds** vote for adoption at convention.

E. All LWVNCA positions shall be readopted as part of the two-year program.

Section 4. Changes in Program in Even-Numbered Years.

A. In the event of altered conditions, changes in the adopted Program may be made during the Convention that is held in even-numbered years or at special meetings of the membership. Provisions for special meetings shall be in accord with Article VII [Convention], and notification of any proposed Program changes shall be sent to all member Leagues at least thirty (30) days prior to the meeting.

B. Consider program development in even-numbered years.

Section 5. No member may act in the name of LWVNCA unless authorized by the President or Co-President.

Section 6. Member League Action. Member Leagues may take action on area governmental matters on which LWVNCA has a position only when specifically authorized to do so by the LWVNCA President or Co-President. Member Leagues may act in conformity with, but not contrary to the position taken by LWVNCA.

Section 7. LWVNCA Action. Responsibility for Program procedures, study, evaluation, determination of member agreement, and action rests with the LWVNCA Board. Any action shall be in conformity with, not contrary to positions adopted by the LWVUS.

Article X, Parliamentary Authority

Section 1. The rules contained in the current edition of 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 XI, Amendments

Section 1. These bylaws may be amended by a two-thirds vote at any Convention, using the following procedures:

A. Proposals for change shall be submitted by any member League to the LWVNCA Board at least sixty (60) days before convention.

B. All such proposed amendments together with the recommendations of the LWVNCA Board shall be sent to member-League presidents at least thirty (30) days before Convention.

C. Member-League presidents should notify the members of their respective Leagues of the proposed amendments. **Failure of a member League President to give such notice or failure of any member to receive such notice shall not invalidate amendments to the bylaws.**

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