

2021 Proposed Changes to LWNCA Bylaws, Last Amended May 5, 2018

The 2021 Bylaws Committee proposes the following changes to the LWNCA Bylaws to accommodate elected Co-Presidents instead of one president; to allow all meetings to be conducted “electronically” and/or “virtually”; to rephrase Article IX. Program to add clarity; and to reduce deadlines—expressed in days—for items due before convention. We did not change the number for quorum at convention

*Respectfully submitted, 2021 Bylaws Committee:
Carole Conors, Joan Siegel, Linda Softli, & Sherry Zachry [chair]*

KEY: CAPITAL LETTERS = proposed changes; ~~strickthrough~~ = Deletions
Underlines and **bolding** are specific to the format.

Articles I and II are Name, Purpose & Policy and Article III, Membership, defines composition of LWNCA. (generally conform to Articles I, II, III of LWNCA Bylaws) **no change**

Article IV, Officers

Section 1. Enumeration and Election of Officers. The officers of LWNCA 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 LWNCA 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-PRESIDENTS, 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 receive all moneys due. The Treasurer shall be the custodian of these moneys AND shall deposit them in a bank designated by the Board. ~~and ALSO THE~~ TREASURER shall disburse THE FUNDS ~~them~~ 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 ~~and Treasurer~~. 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 League LWWNCA, 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 LWWNCA board. Two directors [OF THE FOUR 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, I.E. ONE YEAR TERMS FOR APPOINTED DIRECTORS.

Section 2. Qualifications. No person shall be elected or appointed or shall continue to serve as an LWWNCA 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 ~~needs to~~ SHALL be conducted by electronic means, I.E. NOT PHYSICALLY IN PERSON. ~~such as telephone conference call, video conferencing or email. due to unusual circumstances such as inclement weather conditions or the need for a meeting.~~ Minutes of ALL IN-PERSON AND ELECTRONIC MEETINGS shall be recorded by the secretary or a designee.

Section 6. Special BOARD 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. ~~,such as telephone conference call, video conferencing or e-mail. The use of electronic meetings shall be reserved for those issues needing a decision before an i-person meeting is scheduled.~~ Board members shall be notified of the time and place of special meetings 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 **(no change)**

Article VI, Financial Administration

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 LWWNCA fund-raising activity. A copy of the proposed budget shall be sent to each member-League President at least THIRTY (30) DAYS ~~two months~~ before Convention. For each of its locally-recruited members, as of the date set by LWWUS, each local member League shall contribute to LWWNCA 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. **No change**

Section 4. Distribution of Funds on Dissolution. **No change**

Article VII, Convention

Section 1. Place, Date, and Call. An LWWNCA 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 ~~three months~~ 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 LWWNCA board members and of delegates representing member Leagues and Member-at-Large (MAL) Units ~~(MAL)~~ 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 LWWNCA 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 ~~determined~~ CURRENT YEAR ~~as of the~~ reporting date ~~required~~ SET by LWWUS.

Section 5. Observers. **no change**

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. **No change**

Article VIII, Nominations and Elections

Section 1. Nominating Committee. **No changes**

Section 2. Suggestions for Nominations. **No changes**

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 ~~two months~~ 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.

Article IX, Program.

~~**Section 1. Principles.** The principles constitute the authorization for the adoption of the Program.~~

~~**Section 2. Program.** The Program shall consist of~~

- ~~A. Action to implement the principles, and~~
- ~~B. Study of and action on metropolitan, regional, and inter-jurisdictional governmental issues.~~

REPLACE WITH FOLLOWING (TAKEN FROM LWVUS BYLAWS):

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 LWNCA 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 Action PROCEDURE FOR LWNCA PROGRAM ADOPTION IN ODD-NUMBERED YEARS. The Convention shall CONSIDER and adopt a two-year Program using the following procedures:

- A. In odd-numbered years, Member League Boards may make recommendations for Program to the LWNCA Board ~~by February 15~~ AT LEAST SIXTY (60) DAYS BEFORE CONVENTION.
- B. The Board shall consider the recommendations and shall formulate a Proposed Program, I.E. RECOMMENDED PROGRAM, which shall be submitted to the member Leagues NO LATER THAN THIRTY (30) DAYS BEFORE CONVENTION ~~by March 15~~, together with a list of all ~~non~~-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 ~~by February 15~~, 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 LWNCA POSITIONS SHALL BE READOPTED AS PART OF THE TWO-YEAR PROGRAM.

Section 4. Changes in Program IN EVEN-NUMBERED YEARS. ~~In the event of altered conditions, changes in Program may be made during the Convention that is held in even-numbered years or at special meetings. Provisions for special meetings shall be in accord with Article VII and notification of any proposed Program changes shall be sent to all member Leagues at least Sixty(60) days prior to the meeting.~~

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 or special meeting.

B. CONSIDER PROGRAM DEVELOPMENT IN EVEN-NUMBERED YEARS

Section 5. No member may act in the name of LWNCA unless authorized by the President. **No change**

Section 6. Member League Action. Member Leagues may take action on area governmental matters on which LWNCA has a position only when specifically authorized to do so by the LWNCA President. Member Leagues may act in conformity with, but not contrary to the position taken by LWNCA. **No change**

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

Article X, Parliamentary Authority **(no change)**

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 LWNCA BOARD ~~by February 15-~~ AT LEAST SIXTY (60) DAYS BEFORE CONVENTION.

B. All such proposed amendments together with the recommendations of the LWNCA Board shall be sent to member-League presidents at least ~~two months~~ 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.**

Initially adopted May 21, 1971

Amended May 25, 2002

Amended May 14, 2005

Amended May 12, 2007

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Amended May 7, 2011

Re-affirmed May 4, 2013

Amended May 7, 2016

Amended May 5, 2018

Add: AMENDED MAY 1, 2021