

LWVSCDE BYLAWS

LEAGUE OF WOMEN VOTERS OF SUSSEX COUNTY, DELAWARE, INC BYLAWS

ARTICLE I

Name

The name of this organization shall be the League of Women Voters of Sussex County, Delaware, Inc., hereinafter referred to in these Bylaws as LWVSCDE, or, as the League. 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 Delaware, hereinafter referred to in these Bylaws as LWVDE.

ARTICLE II

Purpose and Policies

Sec. 1. Purposes.

- a) The purposes of the LWVUS are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.
- b) The corporation 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 Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the activities of the corporation shall be attempting to influence legislation.

Sec. 2. Policies. The policies of the LWVUS are

- a) **Political Policy.** The League shall not support or oppose any political party or any candidate.
- b) **Diversity, Equity & Inclusion Policy.** The League is fully committed to ensure compliance - in principle and in practice - with LWVUS' Diversity, Equity, and Inclusion Policy.
- c) The LWVSCDE may take action on local governmental measures and policies in the public interest in conformity with the Principles and/or the positions of the LWVUS and the LWVDE.

ARTICLE III

Membership

Sec. 1. Eligibility. Any person who subscribes to the purpose and ~~policy~~ policies of the LWVUS shall be eligible for membership.

Sec. 2. Types of Membership.

- a) **Voting Members.** Persons at least 16 years of age who join the LWVSCDE shall be voting members of local Leagues, state Leagues and of the LWVUS. Those who live within an area of a local League may join that League or any other local League;
 1. Those who reside outside the area of any local League may join a local League or shall be state members-at-large;
 2. Those who have been members of the League for fifty (50) years or more shall be life members excused from the payment of dues.
 3. Those who are students are defined as individuals enrolled either as full or part time with an accredited institution.
- b) **Associate Members.** All others who join the League shall be associate members.

ARTICLE IV

Officers

Sec. 1. Election, Qualifications and Term. The Officers of the LWVSCDE shall include president or co-presidents, vice-president, secretary, and treasurer, who shall be elected for terms of two years at the annual meeting. Vacancies other than the presidency may be filled by vote of the remaining members of the board for the remainder of the unexpired term. Nominees for office must be members in good standing.

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Sec. 2. The President/Co-Presidents. The President shall have such powers of supervision and management as customarily pertain to the office; shall preside at all meetings of the organization and the Board, or designate another person to do so; shall be, ex officio, a member of all committees except the nominating committee; shall 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 or co-presidents, the Vice-President shall assume the office. If the Vice-President is unable to serve as President, the Board shall fill the vacancy from among elected directors.

Sec. 3. The Vice-President. The Vice-President shall perform such duties as the President and Board shall direct.

Sec. 4. The Secretary. The Secretary shall keep minutes of the meetings of the membership and of the Board. The Secretary shall perform such other duties as the President and the Board direct.

Sec. 5. The Treasurer. The Treasurer shall perform such duties as customarily pertain to the office; arrange for a review of the books biannually at the direction of the Board, and maintain deposits in authorized financial institutions.

ARTICLE V Board of Directors

Sec. 1. Selection, Qualifications and Term. The Board of Directors shall consist of the elected officers and directors and directors appointed by the Board. The elected officers and directors shall serve for a term of two years or until their successors have been elected and qualified. The appointed officers and directors shall serve until the close of the next annual meeting. Vacancies other than the presidency may be filled by vote of the remaining members of the board.

Sec. 2. Powers. The Board shall manage and supervise the business affairs and activities of the LWVSCDE subject to the instructions of the Annual Meeting. It shall select delegates to the state and to the national Convention. It shall accept responsibility for such other matters as the national or state Board may from time to time delegate to it. It shall have power to create such special committees as it deems necessary and shall perform such other duties as are specified in these Bylaws. The Board shall have the authority to establish local committees for the purpose of:

- a) Study and consensus on League Program;
- b) Study and action on local issues as authorized by the Board;
- c) Other activities as authorized by the Board.

Sec. 3. Executive Committee. The Board may appoint an Executive Committee consisting of the officers plus one (or more) director(s) resulting in an uneven number. The Executive Committee shall exercise such power and authority as may be delegated to it by the Board and shall report to the Board on all actions taken by it between regular meetings of the Board. Board members shall be notified of upcoming Executive Committee meetings.

Sec. 4. Meetings. There shall be at least six regular meetings of the Board or Executive Committee held annually, four of which shall be meetings of the full Board. The President may call special meetings upon the written or e-mail request of five members of the Board. More than three unexcused absences per year from regular Board or Executive Committee meetings may constitute a resignation from the Board. Board meetings and Executive committee meetings are open to all members. Only designated members of the Board or Executive Committee are eligible to vote.

Sec. 5. Quorum. A majority shall constitute a quorum at meetings of the Board or Executive Committee of the LWVSCDE.

Sec. 6. Electronic Voting. To facilitate prompt decision making between Board meetings when delay seems inadvisable, an electronic vote of Board members may be taken using the following procedure:

- a) The President deems a prompt decision is necessary;
- b) Sufficient background information is supplied to Board members to enable them to cast an

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informed vote;

- c) Board members must send their electronic yea or nay vote to all Board members;
- d) All members of the Board must vote affirmatively for the proposed action to be approved;
- e) Board members who do not have access to electronic mail must be polled by telephone or in person with background information having been supplied;
- f) The vote, either yea or nay, shall be reaffirmed for recording purposes in the minutes, at the next Board meeting.

Sec. 7. Teleconference and Video Board Meetings - Board meetings may be conducted using electronic means of communication (e.g. Skype, Zoom, conference calls, etc.), provided that all Board Members have been notified in advance, arrangements for participation have been made to be inclusive, and a quorum is expected.

ARTICLE VI

Financial Administration

Sec. 1. Fiscal Year. The fiscal year of the LWVSCDE shall be July 1st to June 30th of each year.

Sec. 2. Dues. Annual dues for the new fiscal year shall be established by the members at the Annual Meeting and shall include the total of the national and state per member payment plus a determined amount for local use. When two members reside at the same address in a common household, they shall make a payment equal to one and one half times the determined per member dues.

Sec. 3. Budget. A two-year budget 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. The budget shall be prepared by a committee which shall be appointed by the President, with the approval of the Board, for that purpose at least two months before the Annual Meeting. The Treasurer shall be, ex officio, a member of the Budget Committee but shall not be eligible to serve as chair. The proposed budget shall be submitted to the Board, and after Board approval shall be sent to all members at least two weeks before the Annual Meeting.

Sec. 5. Distribution of Funds on Dissolution. In the event of the merger or dissolution of this corporation for any reason, all moneys and securities or other property of whatsoever nature which at the time be owned or under the absolute control of this corporation shall be distributed at the discretion of the board, or such other persons as shall be charged by law with the liquidation or winding up of this corporation and its affairs, to any member organization of the League of Women Voters national organization which is exempt under 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or if none of these organizations are then in existence or exempt under those tax provisions, then at the discretion of the board, to another organization which is organized and operated exclusively for the charitable and educational purposes and which has established its tax exempt status under such designated tax provisions.

Sec. 6. Review. The Board of Directors shall make provision for a review of the books by a qualified person at least once every two years.

ARTICLE VII

Meetings

Sec. 1. Membership Meetings. There shall be at least two general meetings of the membership each year, one of which may be the Annual Meeting. The time and place shall be determined by the Board. The Board may call a special general membership meeting and shall call such meeting upon the written request of 10 percent of the voting members.

Sec. 2. Annual Meeting. An Annual Meeting shall be held between May 1 and June 30, the exact date to be determined by the Board. The Annual Meeting shall:

- a.) Elect officers and directors, the chair and members of the Nominating Committee in odd years.
- b.) Adopt a two-year budget.
- c.) Adopt a local Program annually.
- d.) Transact such other business as may properly come before it. Absentee or proxy voting shall

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not be permitted.

Sec. 3. Quorum. Fifteen Per Cent of the membership shall constitute a quorum at all general meetings of the LWVSCDE.

ARTICLE VIII Nominations and Elections

Sec. 1. Nominating Committee. The Nominating Committee shall consist of three members nominated by the Nominating Committee and elected at the Annual Meeting. Any vacancy on the Nominating Committee shall be filled by the President with Board approval. Suggestions for nominations for officers and directors may be sent to this committee by any voting members.

Sec. 2. Report of Nominating Committee and Nominations from the Floor. The report of the Nominating Committee of its nominations for officers, directors, the chair and two member of the succeeding Nominating Committee shall be sent to all members at least two weeks before the date of the Annual Meeting. Following the presentation of this report at the Annual Meeting, nominations may be made from the floor by any voting member present, provided the consent of the nominee shall have been secured.

Sec. 3. Elections. The elections shall be by ballot, provided that when there is but one nominee for each office, the Secretary may be instructed to cast the ballot for every nominee. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE IX Principles and Program

Sec. 1. Authorization. The Principles are concepts of government adopted by the national convention and supported by the League as a whole. They are the authorization for the adoption of national, state and local program.

Sec. 2. Program. The local Program of the LWVSCDE shall consist of:

- a.) Action to implement the Principles of the LWVUS and
- b.) Those local governmental issues chosen for study, sustained attention and concerted action.

Sec. 3. Adoption. The membership shall use the following procedure to adopt the Program:

- c.) The Board of Directors shall consider the recommendations sent in by the voting members two months prior to the Annual Meeting and shall formulate a proposed Program.
- d.) The proposed Program shall be sent to all members two weeks before the Annual Meeting.
- e.) A majority vote 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.
- f.) Recommendations for Program submitted by voting members two months prior to the Annual Meeting, but not 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 items by a two-thirds vote.
- g.) Changes in 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 two weeks prior to a general meeting of the membership, at which the change is to be discussed, and
 - 2. final action by the membership is taken at a succeeding meeting.

Sec. 4. Units in Governmental Jurisdictions or Unincorporated Areas.

- a.) Voting members resident within the jurisdiction(s) of local government(s), or meeting in units in unincorporated areas, (hereinafter referred to as area(s)) concerned, may make recommendations to the Board two months before the Annual Meeting.

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- b.) The Board shall consider these recommendations and formulate a proposed program which shall be sent to the members at least 2 weeks before the Annual Meeting.
- c.) Issues that relate to (a) specific jurisdiction(s) or area(s) in the Program as presented to the Annual Meeting by the Board shall require for adoption a majority vote of members resident within the jurisdiction(s) of the local government(s) or area(s) concerned, followed by a majority vote of concurrence by members residing outside the jurisdiction(s) of the local government(s) or area(s) concerned.
- d.) Recommendations for program submitted by members resident within the jurisdiction(s) of the local government(s) or area(s) concerned but not included in the Program recommended by the Board may be considered by the Annual Meeting provided that:
 - 1. They were submitted two months before the Annual Meeting
 - 2. The Annual Meeting shall order consideration by a majority vote of members resident within the jurisdiction(s) of the local government(s) or areas(s) concerned
 - 3. The Annual Meeting shall adopt the items by a majority vote of the members resident within the jurisdiction(s) of the local government(s) or areas(s) concerned, and followed by a majority vote of concurrence of the members resident outside the jurisdiction(s) of the local government(s) or areas(s) concerned.
- e.) Changes in program, in case of altered conditions, may be made provided that information concerning the proposed changes has been sent to all members at least two weeks prior to a general membership meeting at which the jurisdiction(s) of the local government(s) or area(s) concerned is taken at a succeeding meeting, with concurrence by the membership residing outside the jurisdiction(s) of the local government(s) or area(s).

Sec. 5. Member Action. Members may act in the name of the League of Women Voters only when authorized to do so by the appropriate Board of Directors.

ARTICLE X

National Convention and State 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 LWVSCDE under the provisions 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 elect delegates to that Convention in the number allotted under the provisions of the Bylaws of the LWVDE.

ARTICLE XI

Parliamentary Authority

Sec. 1. Parliamentary Authority. The rules contained in the book, Roberts' Rules of Order, 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

Indemnification

Sec 1. Indemnification. LWVSCDE shall indemnify directors, officers and employees made a party to any legal proceeding by reason of her/his/their service in that capacity unless it is established that:

- a.) The act or omission of such person giving rise to the proceeding was material and was committed in bad faith or was the result of active and deliberate dishonesty;
- b.) Such person actually received an improper personal benefit from her/his/their act giving rise to the proceeding; or
- c.) In the case of criminal proceeding, such person had reasonable cause to believe that the act or omission giving rise to the proceeding was unlawful. LWVSCDE shall not however, indemnify a director, officer and employee in any proceeding brought by LWVSCDE against such person (or by such person against LWVSCDE).

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Sec. 2. Reimbursement/Advancement of Expenses. LWVSCDE shall reimburse, and advance expenses to, any director, officer or employee made a party to any legal proceeding by reason of her/his/their service in that capacity incurs in defending herself/himself/theirself in such proceeding if such person is entitled to indemnification under Section 1 of this Article.

Sec. 3. Board Determination. Sections 1 and 2 of this Article are intended to create legal obligations as set forth therein. The Treasurer shall not, however, disburse any monies or incur any obligations thereunder without the prior approval of the Board. If a director, the person seeking indemnification, reimbursement or advance of expenses shall not participate in the vote for approval.

Sec. 4. Liability of Directors. The LWVSCDE directors shall have no right, title, or interest in or to the property of the Corporation. Except as otherwise required by law, no director shall be personally liable for the debts, liabilities or obligations of the Corporation

Sec. 5. Insurance. LWVSCDE shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE XIII

Amendments

Sec. 1. Amendments. A majority of the Board members present must approve Bylaw amendment(s) before submitting them for approval at the Annual Meeting.

Sec. 2. Approval. Those members present at the Annual Meeting must approve Bylaw amendment(s) by a two-thirds vote, provided the amendment(s) were submitted to the membership in writing at least two weeks prior to the meeting.

Amended: April 7, 2009

Amended: June 23, 2010

Amended: May 13, 2014

Amended: May 19, 2015

Amended: May 21, 2018

Amended: November 16, 2018

Amended: May 7, 2021