

BYLAWS
LEAGUE OF WOMEN VOTERS OF METROPOLITAN
COLUMBUS

Article I

NAME

The name of the Corporation shall be League of Women Voters of Metropolitan Columbus-herein referred to as LWVMC.

Article II

PURPOSE

The purpose of the LWVMC is to encourage the active and informed participation of citizens in government and to increase understanding of public policy issues. No part of the net earnings of LWVMC shall inure to the benefit of any private shareholder or individual. LWVMC shall not be used to support or oppose any political party or any candidate.

LWVMC is organized and operated exclusively for charitable purposes under Section 501c3 of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Bylaws, LWVMC 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 LWVMC shall be attempting to influence legislation.

ARTICLE II

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 The membership of LWVMC shall be composed of voting members and associate members

a. Voting Members

Dues paying members who are at least 16 years of age shall have voting rights in LWVMC and in LWV Ohio and LWVUS.

b. Voting Life Members

Those who have been members of the League for 50 years or more shall be Voting Life Members excused from the payment of dues.

c. Associate Members

All others who join the League shall be associate members with no voting rights. Associate members are any individuals who do not fit into Article II 2 a or b.

ARTICLE III

Meetings

Section 1 Membership Meetings

- a. There shall be at least two (2) general meetings of the membership yearly, one of which will be designated as the Annual Meeting.
- b. A special meeting may be called by the Board of Trustees, President, or five percent (5%) of the voting membership.

Section 2 Annual Meeting

The Board of Trustees will determine the date of the Annual Meeting, to be held between April 1 and June 15 each year. The purposes of the Annual Meeting are:

- a. To elect officers, Trustees, and the chairperson and two members of the Nominating Committee,
- b. To adopt a budget,
- c. To transact business related to the League that comes before the membership, and
- d. To adopt the local Program in even-numbered years; to recommend for further implementation of the adopted Program in alternate years.

Section 3 Place of meeting

The Board of Trustees shall designate any suitable place in the greater metropolitan area of Columbus, Ohio as the place of meeting for any membership or annual meeting called by the Board of Trustees.

Section 4 Notice of Meetings

- a. A written notification of the Annual Meeting shall be given no fewer than ten days or more than sixty days before the meeting.
- b. The notification shall be mailed or emailed to each member noting the date, time, place and purpose of the meeting.

Section 5 Action by Members Without Meeting

- a. Any action which may have been authorized and approved at a meeting of the members may be approved and authorized by a majority of the voting members responding through written confirmation.
- b. Members shall be allowed thirty days to respond in writing to the said notification.
- c. A written report of the mail/email vote shall be given to all members.

Section 6 Quorum

Seven percent (7%) of the voting membership shall constitute a quorum at all meetings of the League.

Section 7 Voting and Elections

The act of the majority of a quorum of the voting members present at a meeting is an act of the voting membership. Election of Board members, officers and members of the Nominating Committee shall be by ballot, except that if there is only one nominee for an office, it shall be by voice vote. In the case where no candidate has the majority of the vote, the top two candidates shall have a run-off. The Candidate with the majority votes shall be the winner. All other business before the meeting may be either by ballot or a voice vote.

ARTICLE IV

Board of Trustees

Section 1 Qualifications and Selection

The Board of Trustees shall consist of not more than twenty (20) Trustees, including six (6) elected officers, nine (9) elected Trustees and not more than five (5) Trustees appointed by the President and approved by the Board. No person shall be elected, appointed or continue to serve as a Trustee of the LWVMC unless that person is a voting member of the LWVMC.

Section 2 Board of Trustees

The full term of an elected Trustee elected at the regular Annual Meeting, shall be for two years, or shall expire at the Annual Meeting in the second year after such Trustee's election. A Trustee elected to an unexpired term shall serve until the next regular Annual Meeting at which elections are held. Notwithstanding the above, up to one third of Trustees and officers elected at an Annual Meeting may be elected for a one (1) year term. The ballot shall clearly specify which Trustees and officers are running for one (1) or two (2) year terms.

Section 3 Appointed Trustees and Terms of Office

- a. There shall be not more than five (5) Trustees appointed by the President and approved by the Board.
- b. Appointed Trustees shall serve until the close of the next Annual Meeting and may be reappointed.

Section 4 Powers and Duties

The Board of Trustees shall conduct the affairs of LWVMC; and 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. The Board shall plan and direct the work necessary to carry out the Program as adopted by the LWVUS National Convention, the LWV Ohio State Convention, and by LWVMC at the Annual Meeting. The Board shall designate an Executive Committee, to be composed of the officers of LWVMC , and may designate such other special committees as it may deem necessary. The committees shall have and exercise the authority granted to them by the Board of Trustees in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee of any responsibility imposed by law. Each committee shall serve at the pleasure of the Board of Trustees, , and shall be subject to the control and direction of the Board of Trustees.

Section 5 Regular Meetings

There shall be at least nine (9) regular meetings of the Board of Trustees annually. The President may call special meetings of the Board of Trustees and shall call a special meeting upon the written request of five (5)

members of the Board.

Section 6 Place of Meeting

The Board of Trustees shall designate any suitable place in the greater metropolitan area of Columbus, Ohio, as the place of any meeting called by the Board of Trustees.

Section 7 Notice

Unless waived, notice of the time and place of each regular or special meeting of the Board of Trustees shall be given to each Trustee by personal delivery, mail, electronic mail, telephone, telegram, fax or cablegram at least two (2) days before the meeting. Individual board members may elect to receive notice of meetings or any other notice required to be provided by the articles of incorporation or code of regulations of LWVMC by electronic mail, or other means. The election can be made by making a request to the President of LWVMC. The notice need not specify the purpose of the meeting; and unless otherwise indicated in the notice any business may be transacted at the meeting. Any Trustee may waive notice of the time and place of any meeting of the Trustees, either before or after the meeting.

Section 8 Quorum

A majority of the members of the Board of Trustees shall constitute a quorum.

A majority of the Trustees in office constitutes a quorum for filling a vacancy.

Section 9 Removal

Any Trustee may be removed for just cause, by a majority vote of the Board of Trustees.

Section 10 Vacancy

Upon the death, resignation or removal of any Trustee, the remaining Trustees, though less than a majority of the whole authorized number of Trustees, may, by vote of a majority of their number fill any vacancy in the board. Any such appointed Trustee shall serve until the next annual meeting at which time the positions shall be filled by an election pursuant to Article IV, Sections 2, to complete the remainder of the unexpired term. Upon the third consecutive absence, the President shall contact the delinquent Trustee regarding their attendance. Three consecutive absences from any Board meeting without a valid reason may be deemed a resignation by majority vote of the Board of Trustees.

Section 11 Action by Trustees Without a Meeting and between regularly scheduled meetings.

Any action which may have been authorized or taken at a meeting of the Trustees may be taken without a meeting by unanimous written consent of the Trustees.

Special meetings of the board may be held by means of authorized communications equipment, such as electronic mail transmission or telephone, which allows all persons participating to contemporaneously communicate with each other. The President shall notify all board members of the time of the special meeting at least 24 hours prior to the meeting either by electronic mail transmission or by telephone if the board member has not elected to receive notices by means of electronic mail transmission.

The LWVMC board may create a committee, consisting of at least 3 board members, and may delegate to the

committee the authority to act with the same authority as the board. The committee shall serve at the pleasure of the board, and shall act only in the intervals between regular meetings. The board in creating the committee may prescribe that only specific actions or types of action may be taken by the committee. Any actions of the committee shall be reduced to writing and presented at the next regularly scheduled board meeting. Meetings of the committee may be held by means of electronic mail transmission or by telephone.

Section 12 Manner of Action

The act of the majority of the Trustees present at a meeting at which a quorum is present is the act of the Board, unless the act of a greater number is required by these bylaws .

ARTICLE V

Officers

Section 1 Enumeration and Election of Officers

The officers of LWVMC shall be a President, three Vice Presidents, a Secretary and a Treasurer. Each officer, with the exception of the President, shall be elected to a term of two years and until their successors have been duly elected and qualified. The President may be elected for either a one or two-year term.

Section 2 The President

The President shall preside at all meetings of the Board of Trustees unless the President shall designate someone else to preside and may, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes. The President shall be an Ex Officio member of all committees except the Nominating Committee. The President shall have and exercise general charge and supervision of the affairs of LWVMC and shall do and perform such other duties as may be assigned by the Board of Trustees.

In the event of the disability of the President, the Board of Trustees shall appoint one of its elected members to serve as President until the next annual meeting pursuant to Article IV Section 8.

Section 3 Vice Presidents

The Vice Presidents shall perform such duties as the President and Board designate.

Section 4 Secretary

The Secretary shall be responsible for minutes of all meetings of the Board of Trustees, the Annual Meeting and any additional meetings the Board of Trustees shall deem necessary. The Secretary shall notify all officers and Trustees of their election. The Secretary shall sign, along with the President, all contracts and other instruments when so authorized by the Board of Trustees and shall perform such other functions as the President and Board of Trustees shall designate.

Section 5 Treasurer

The Treasurer, or a duly appointed assistant, shall have custody of all funds, property and securities of LWVMC, subject to such regulations as may be imposed by the Board of Trustees. The Treasurer may endorse for collection checks, notes and other obligations and deposit to the credit of LWVMC at such bank or

depository as the Board of Trustees from time to time may designate. The Treasurer shall enter, on books kept for that purpose, full and accurate account of all monies and obligations received, paid, or incurred for or on account of LWVMC, and shall exhibit such books at all reasonable times to any Trustees or Officers. The Treasurer shall present statements to the Board of Trustees at their regular meetings and an annual report at the Annual Meeting, and have the books examined yearly by an off Board person appointed by the President.

Section 6 Removal

Any officer may be removed for just cause from office by the affirmative vote of a majority of the Board of Trustees at any regular or special meeting called for that purpose.

Section 7 Vacancy

Any vacancy created by removal, resignation, death or disability of an officer shall be filled by the majority vote of the Board of Trustees with the exception of the President, which is to be filled as described in Article V, Section 2 . Appointed officers shall serve until the next Annual Meeting at which time the position shall be filled by an election pursuant to Article V section 1, to complete the remainder of the unexpired term.

ARTICLE VI

Financial Administration

Section 1 Fiscal Year

The fiscal year of LWVMC will coincide with that of the LWV Ohio.

Section 2 Dues

Annual dues shall be payable on the first day of September of each calendar year. When two or more persons reside at the same address in a common household, full dues shall be paid by the first person and a payment equal to one half the dues shall be paid by each additional member. Low income, scholarship, student, and/or other special dues rates may be established by a majority vote of the Board. Anyone who fails to pay dues by the end of the calendar year shall be dropped from the membership roles. Life members and Honorary Life Members shall not be required to pay Annual dues.

Section 3 Budget

At the Annual Meeting the Board of Trustees shall submit, for adoption by the membership, a budget for the upcoming year. The budget shall include funding for the work of LWVMC and shall indicate the amount of dues.

Section 4 Distribution of Funds on Dissolution

In the event this corporation is dissolved all the assets thereof will become the property of the League of Women Voters of Ohio Education Fund, a trust organized in Columbus, Ohio. In the event the League of Women Voters Education Fund shall at any time become no longer qualified to receive the assets under the provisions of sec. 501(c)(3) of the Internal Revenue Code of the United States of America (or corresponding provisions of any subsequent United States Revenue laws), the trustees shall prescribe a substitute therefore, which is so qualified, and in any event, the assets shall in the event of dissolution of this trust, become the property of an organization which is tax exempt under sec. 501(c)(3) of the Internal Revenue Code or a similar statute then in effect.

ARTICLE VII

Committees

Section 1 Nominating Committee

The Nominating Committee shall consist of five members. Two shall be members of the Board of Trustees and shall be appointed by the Board of Trustees immediately following the Annual Meeting. The Chairperson and other two members, none of whom shall be members of the Board of Trustees, shall be elected at the Annual Meeting. Nominations for these offices shall be made by the current Nominating Committee. Any vacancy on the Nominating Committee shall be filled by the Board of Trustees. Suggestions for nominations for Officers and Trustees may be sent to this Committee by any voting member.

Section 2 Report of the Nominating Committee and Nominations from the Floor

The report of the Nominating Committee of its nominations for Officers, Trustees, and members of the succeeding Nominating Committee shall be sent to all members at least 30 days before the date of the Annual Meeting. Immediately following the presentation of this report at the Annual Meeting, nominations may be made from the floor by any voting member provided the consent of the nominee shall have been secured.

Section 3 Budget Committee

A Budget Committee shall be appointed by the Board at least 120 days before the Annual Meeting. The Committee shall consist of the Treasurer and one other Trustee, and three other individuals who are not members of the Board of Trustees. The Treasurer shall not be eligible to serve as Chairperson of the Budget Committee. The Budget Committee shall prepare a budget for approval of the Board and the proposed budget shall be sent to all members at least 30 days prior to the Annual Meeting.

Section 4 Bylaws Committee

The Board shall appoint a Bylaws Committee at least every 5 years to review and make certain the Bylaws are still current. The Committee shall consist of at least three (3) voting members. Bylaws may be amended by a two-thirds vote of the voting members attending the Annual Meeting provided that the proposed amendments were submitted to the membership in writing at least 30 days prior to the meeting.

Section 5 Finance Committee

The Finance Committee shall serve as an on-going internal review of the fiscal policy and procedures of LWVMC and to serve as a sounding board for the general membership. The Committee shall be responsible for developing sound fiscal management policies and procedures and informing the Board of any deviations from such policies and procedures that it observes.

The Committee shall consist of at least three voting members: two Trustees, one of whom serves as chair, and an individual from the general membership. All the members will be appointed by the President of the LWVMC. The Administrator of the LWVMC and the Treasurer will serve as non-voting ex officio members. Voting members shall serve a term of two (2) years. The Finance Committee meetings shall be called by the Chairperson at least once a year and as required.

ARTICLE VIII

Program

Section 1 Authorization

The governmental principles and positions adopted by the LWVUS National Convention, LWV Ohio State Convention, constitute the authorization for the adoption of the Program.

Section 2 Program

The Program of LWVMC shall consist of:

- a. action to implement the principles and positions of LWVUS and LWV Ohio and,
- b. those local governmental issues chosen by LWVMC for study and action.

Section 3 Program Selection

The membership shall select the Program for adoption using the following procedures:

Local issues chosen by LWVMC for study and action shall be adopted in even numbered years.

Voting members shall submit recommendations to the Board of Trustees at least 60 days prior to the Annual Meeting.

The Board of Trustees shall consider the recommendations and develop a proposed Program that will be sent to all members at least 30 days before the Annual Meeting.

Recommendations for the Program submitted by the voting members at least 60 days prior to the Annual Meeting but not recommended by the Board of Trustees may be considered at the Annual Meeting provided that the voting members in attendance at the Annual Meeting first approve discussion regarding the non-approved program.

Section 4 Changing the Program

In the case of altered conditions during the biennium the membership may amend the Program provided that information concerning the proposed changes has been sent to all members at least 30 days prior to a general membership meeting at which the change is to be discussed and voted upon.

Section 5 Member Action

Members may act in the name of LWVMC only when authorized to do so by the Board of Trustees.

ARTICLE IX

National Convention, State Convention and Council

Section 1 National Convention The Board of Trustees at a meeting before the date on which the names of the delegates must be sent to the national office shall select delegates to LWVUS National Convention in the number allotted LWVMC under the provisions of the By-Laws of LWVUS.

Section 2 State Convention

The Board of Trustees at a meeting before the date on which the names of the delegates must be sent to the state office shall select delegates to the LWV Ohio Convention in the number allotted LWVMC under the provisions of the By-Laws of LWV Ohio

Section 3 State Council

The Board of Trustees at a meeting before the date on which the names of delegates must be sent to the state office shall select delegates to that Council in the number allotted to LWVMC under the provisions of the By-Laws of LWV Ohio.

ARTICLE X

Indemnification

LWVMC shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that she/he is or was a Trustee or officer of the corporation, or is or was serving at the request of the corporation as a Trustee, director, officer, or employee of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by her/him in connection with such action, suit or proceeding, to the extent and under the circumstances permitted by the General Nonprofit Corporation Law of the State of Ohio. Such indemnification (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the Trustee or officer is proper in the circumstances because she/he has met the applicable standards of conduct set forth in the General Nonprofit Corporation Law of the State of Ohio. Such determination shall be made (1) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not, and are not, parties to or threatened with any such action, suit or proceeding, or (2) if such a quorum is not obtainable, or if a majority vote of a quorum of disinterested directors so directs, in a written opinion by legal independent legal counsel meeting the requirements of independence prescribed by the General Nonprofit Corporation Law of Ohio, or (3) by the members, or (4) by the Court of Common Pleas or the court in which such action, suit, or proceeding was brought.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Regulations, any agreement, vote of members or disinterested Trustees, or otherwise, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. LWVMC may pay expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding referred to above, in advance of the final disposition of such action, suit or proceeding as authorized by the Trustees in the specific case, upon receipt of any undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that she/he is entitled to be indemnified by LWVMC as authorized in this Article XI.

The corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer or employee of LWVMC, or is or was serving at the request of LWVMC as a director, Trustee, officer or employee of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or another enterprise against any liability asserted against her/him and incurred by her/him in any such capacity, or arising out of her/his status as such, whether or not the corporation would have the power to indemnify her/him against such liability under this Article XI.

ARTICLE XI

Parliamentary Authority

The rules contained in the most recent 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

These Bylaws may be amended by a two-thirds vote of the voting 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.

Approved at LWVMCEF Board Meeting – May 4, 2020