

League of Women Voters of the Spokane Area Bylaws

Article I – Name

The name of this organization shall be League of Women Voters of the Spokane Area, hereinafter referred to in these Bylaws as LWVSA. This local League is an integral part of the League of Women Voters of the United States and the League of Women Voters of Washington.

Article II - Purpose and Policies

Section. 1. **Purposes.** The purposes of the LWVUS are:

- a. To promote political responsibility through informed and active participation in government.
- b. To act on selected governmental issues.

Section. 2. **Policies.** The policies of the LWVSA 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.

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 payment of dues.

(4) Those who are students are defined as individuals enrolled either as full or part time with an accredited institution.

B. Associate Members shall be all other members and shall have no vote.

Article IV - Board of Directors

Section 1. Number, Manner of Selection and Term of Office: The Board of Directors shall consist of the officers of the League (see Article V), and elected and appointed Directors. At any one time there should be not less than four and not more than six elected Directors and not more than six appointed Directors. Three Directors are to be elected in the even-year and three Directors to be elected in the odd year. At the Annual Meeting at least two and not more than three two-year term Directors shall be elected by the Voting Members and shall serve for specified term, or until their successors have been elected and qualified. Additionally, one-year term Directors may be elected to fill unexpired terms in order to maintain a stagger of terms. The elected Board of Directors shall appoint such additional Directors, not exceeding six, as they deem necessary to carry on the work of the League. The terms of office of the appointed Directors shall be one year and shall expire at the conclusion of the next Annual Meeting.

Section 2. Qualifications: No person shall be elected or appointed or shall continue to serve as an officer or director of this organization unless (s)he is a voting member of the LWVSA.

Section 3. Vacancies: Any vacancy occurring in the Board of Directors by reason of the resignation, death, or disqualification of an officer or elected Director may be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board of Directors. Three consecutive absences from a Board meeting of any Director without a valid reason shall be deemed a resignation.

Section 4. Powers and Duties: The Board of Directors shall 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. It shall plan and direct the work necessary to carry out the Program as adopted by the National Convention, the State Convention, and the Annual Meeting. The Board shall create and designate such special committees as it may deem necessary.

Section 5. Meetings: There shall be at least nine regular meetings of the Board of Directors annually. The President may call special meetings of the Board of Directors and shall call a special meeting upon the written request of a quorum of the Board.

Section 6. Quorum: A majority of the members of the Board of Directors shall constitute a quorum.

Section 7. Executive Committee: An Executive Committee consisting of the elected officers of the organization may meet to decide routine administrative and financial detail and may act for the Board in an emergency situation, providing appropriate program chairs have been included if program items are being considered. A majority of the Executive Committee shall constitute a quorum. Actions must be presented at the following Board meeting and ratified by the entire Board and documented in the minutes of that Board meeting.

Section 8. Consent to Electronic Communication: Board Members shall at the start of their term provide consent to receive notifications and transmissions electronically and shall advise the president and other members of any change in his/her email address. If a board member's e-mail becomes invalid and a valid one is not provided or if a board member is unable to communicate via

e-mail, communication shall be made via regular mail, or via telephone with memorialization via regular mail.

Section 9. Action without a Meeting: Any corporate action required or permitted by the Articles of Incorporation or Bylaws or by the laws of the State of Washington, to be taken at a meeting of the board of directors (or its committees) may be taken without a meeting, by electronic transmission. Each matter to be voted upon must be responded to by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

Article V – Officers

Section 1. Enumeration and Election of Officers: The Officers of the LWVSA shall be the Executive Officers, a Secretary, and a Treasurer who shall be elected for terms of two years by the Voting Members at the Annual Meeting and will take office immediately. The Treasurer's term of office will start July 1 following election. The Executive Officers may be (1) two Co-Presidents with or without a Vice President, (2) a President and a Vice-President, or (3) an Executive Leadership Committee to be determined by the newly elected Board with duties divided and/or rotated as they determine. One Executive Officer (a Co-President or President) and the Secretary shall be elected in odd-numbered years. The second Executive Officer (a Co-President or Vice President and Treasurer shall be elected in even-numbered years.

Section 2. Executive Officers: An Executive Officer shall preside at all meetings of the organization and of the Board of Directors. They may, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes. They shall be, ex-officio, a member of all committees except the Nominating Committee. They shall have such usual powers of supervision and management as may pertain to the office of the President and perform such other duties as may be designated by the Board. In the case of Co-Presidents or Executive Officers, they shall divide the duties of the president between or among themselves as they determine.

Section 3. The Vice-Presidents: The Vice-President if any, shall possess all the powers and perform all the duties of that office serving as the President Pro-tem in the inability of the President to serve, until such time as the Board of Directors shall select one of its members to fill the vacancy until the next Annual Meeting, selecting from elected members when possible. The Vice-President shall perform such other duties as the President and the Board may designate.

Section 4. The Secretary: The Secretary shall keep minutes of all business meetings of the League and of all meetings of the Board of Directors, shall notify all officers and directors of their election, 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 collect and receive all money due, shall be the custodian of these moneys, shall deposit them in a bank designated by the Board of Directors, and shall disburse the same only upon order of the Board. The Treasurer shall present statements to the Board at their regular meetings and an annual report to the Annual Meeting. The Treasurer shall ensure that membership records are maintained.

Article VI - Financial Administration

Section 1. Fiscal Year: The fiscal year of the LWVSA shall be the same as the fiscal year of the LWVUS.

Section 2. Dues: Annual dues shall be determined by the Board of Directors with the approval of the membership at a general meeting, provided that twenty (20) days written notice has been given to the members.

A. Dues must be paid by September 30.

B. New members joining under the installment plan of two consecutive monthly payments, will not have voting privileges, nor will their name be sent to state or national until dues are paid in full.

Section 3. Per Member Payment (PMP) - no PMP will be collected from Honorary/Life and student members as state and national do not collect.

Section 4. Budget: A Budget for the ensuing year 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.

Section 4. Budget Committee: A Budget Committee shall be appointed by the Board of Directors at least two months prior to the Annual Meeting to prepare a budget for the ensuing year. The proposed budget shall be sent to all members not less than 20 days nor more the 40 days before the Annual Meeting. The Treasurer shall not be eligible to serve as chair of the Budget Committee.

Section 6. Distribution of Funds upon Dissolution: In the event of the dissolution, for any cause, of the LWVSA, all moneys and securities held by the LWVSA shall be paid to the League of Women Voters of Washington after the Board of Directors has paid or made provision for the payment of all liabilities of the LWVSA.

Article VII – Meetings

Section 1. Membership Meeting: There shall be no fewer than eight meetings of the membership each year. Time and Place shall be determined by the Board of Directors.

Section 2. Annual Meeting: An Annual Meeting shall be held in the last quarter of the fiscal year, the exact date to be determined by the Board of Directors. The Annual Meeting shall:

- A. Adopt local program (See Article IX-Program),
- B. Elect officers, directors, and members of the Nominating Committee,
- C. Adopt an adequate budget, and
- D. Transact such other business as may properly come before it.

Section 3. Quorum: Ten percent of the membership as of January 1st of the current year, shall constitute a quorum at all business meetings of LWVSA.

Section 4. Privilege of the Floor: Privilege of the floor may be granted to National and/or State Board Members in attendance at business meetings of the LWVSA.

Section 5. Meeting Schedule: The Annual Meeting, general meetings and/or Board Meetings may be rescheduled or held electronically (virtual platform) during times of emergencies or as determined by the board.

Article VIII - Nominations and Elections

Section 1. Nominating Committee: The Nominating Committee shall consist of three or five members. The Chair and one or two members, constituting a majority of the committee, shall not be members of the Board, and shall be elected at the Annual Meeting. Nominations for these offices shall be made by the current Nominating Committee. The remaining member(s), who shall be members of the Board, shall be appointed by the Board of Directors immediately following the Annual Meeting. If there is one elected member other than the Chair, the Board will appoint one member; and if two elected members, shall appoint two members. Any vacancy on the Nominating Committee shall be filled by the Board of Directors. Suggestions for nominations for Officers and Directors may be sent to this Committee by any voting member. Nominating Committee will ensure all efforts are made to provide a diverse, equitable, and inclusive slate of officers and Board.

Section 2. Report of the Nominating Committee and Nominations from the Floor: The report of the nominating committee of its nominations for Officers, Directors and the succeeding Nominating Committee shall be sent to all members not less than 20 days and not more than 40 days before the date of the Annual Meeting. Immediately following the presentation of this report at Annual Meeting, nominations may be made from the floor by any voting member providing the consent of the nominee shall have been secured.

Section 3. Elections: The election shall be by ballot, provided that when there is but one nominee for each office, the election may be conducted by a show of hands approving the proposed slate. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

Article IX – Program

Section 1. Authorization: The governmental principles adopted by the National Convention and supported by the League as a whole, constitute the authorization for the adoption of Program.

Section 2. Program: The Program of the LWVSA shall consist of:

- A. Action to implement the Principles of the League of Women Voters of the United States,
- B. Those local governmental issues chosen for concerted study and action.

Section 3. Program Adoption: The Annual Meeting shall adopt a Local Program using the following procedures:

- A. The Board of Directors shall consider the recommendations sent in by voting members resident within the jurisdiction of the local government(s) concerned two months prior to the annual meeting and shall formulate a proposed program.
- B. The proposed program shall be sent to all members not less than 20 days nor more than 40 days before the Annual Meeting.
- C. Subjects in the proposed program as presented to the Annual Meeting by the Board of Directors shall require for adoption a majority vote of voting members resident within the jurisdiction(s) of the local government(s) concerned, present and voting, followed by a majority vote of the concurrence by voting members, present and voting, residing outside the jurisdiction(s) of the local government(s) concerned.
- D. Recommendations for program submitted by voting members resident within the jurisdiction(s) of the local government(s) concerned two months prior to the Annual Meeting but not included in the proposed program 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 of voting members resident within the jurisdiction(s) of the local government(s) concerned and present and voting, and
 - (2) The Annual Meeting shall adopt the item by two-thirds vote of the voting members resident within the jurisdiction(s) of the local government(s) concerned and present and voting, and followed by a two-thirds vote of concurrence of the voting members resident outside the jurisdiction(s) of the local government(s) concerned and present and voting.
- E. Changes in the 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 membership meeting at which the changes are discussed;
 - (2) Final action by the membership resident within the jurisdiction(s) of the local government(s) concerned is taken at a succeeding meeting with concurrence by the membership residing within the jurisdiction(s) of the local government(s). At Annual Meetings, discussion and final action shall take place at that one meeting. A two-thirds vote of those present and voting is required for passage.

Section 4. Member Action: Members may act in the name of the League of Women Voters only when authorized to do so by the proper Board of Directors. They may act only in conformity with, and not contrary to, a position taken by the LWVSA, the League of Women Voters of Washington and the League of Women Voters of the United States.

Article X - National Convention, State Convention and State Council

Section 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 LWVSA under the provisions of the Bylaws of the League of Women Voters of the United States.

Section 2. State Convention and Council: The Board of Directors at a meeting before the date on which the names of delegates must be sent to the state office shall select delegates to the Convention or Council in the number allotted the LWVSA under the provisions of the Bylaws of the League of Women Voters of Washington.

Article XI - Parliamentary Authority

Parliamentary Authority: The rules contained in “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 By-Laws.

Article XII – Amendments

Amendments: These By-laws may be amended by two-thirds vote of the voting members present and voting at the Annual Meeting, provided that amendments were submitted to the membership in writing in advance of the meeting, not less than 20 days and not more than 40 days.

Amended 5/2006 Printed October 2006 amm Amended 5/14/08 amm Amended 5/17/12 amm Amended 5/12/17 jlc Amended 5.12.20 amm; adjusted 7.7.20 as per Articles I,II,III as passed at LWVUS Convention amm; Amended 5/19/21 amm