

# BYLAWS OF LEAGUE OF WOMEN VOTERS OF DULUTH, MN LLC

## **Article I: Name**

The name of this organization shall be League of Women Voters of Duluth, hereinafter referred to in these bylaws as LWV Duluth 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 Minnesota, hereinafter referred to as LWVMN.

## **Article II: Purposes and Policy**

**Section 1. Purposes.** The purposes of LWV Duluth are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

**Section 2. Policies.**

- a. LWV Duluth will not support or oppose any political party or any candidate.
- b. LWV Duluth 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 policies of the League of Women Voters (LWV) will be eligible for membership.

**Section 2. Types of Membership.**

- a. Voting members. Persons at least 16 years of age who join LWV Duluth also will be voting members of LWVMN and LWVUS.
  1. Individuals who live within the area of a local LWV may join that LWV or any other local LWV.
  2. Individuals who reside outside the area of any local LWV may join a local LWV or become state members.
  3. Individuals who have been members of LWVUS for 50 years or more will be honorary life members excused from the 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 (non-voting) members. All others who join LWV Duluth or LWVMN will be associate members.

## **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, six elected directors and not more than six appointed directors.

- a) Three directors shall be elected by the general membership at each annual meeting and shall serve for a term of two years or until their successors have been elected or qualified.
- b) The elected members shall appoint such additional directors (appointed directors), not exceeding six, as they deem necessary to carry on the work of the League. The term of office of the appointed directors shall be one year and shall expire at the conclusion of the next annual meeting.
- c) Two individuals may be elected or appointed to share one position, or two positions may be held by one individual, elected, or appointed to a dual-position

office. When position sharing is used the number of appointed directors may be increased to not more than eight appointed directors.

**Section 2. Voting Member.** No person shall be elected or appointed or shall continue to serve as an officer or director of this organization unless she or he is a voting member of the League of Women Voters of Duluth.

**Section 3. Vacancy.** Any vacancy occurring in the Board of Directors by reason of the resignation, death or disqualification of an officer or elected member may be filled (on suggestion of the nominating committee), 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 without a valid reason shall be deemed a resignation.

**Section 4. Work of the Board.** 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.

**Section 5. Number of Meetings.** There shall be at least seven regular meetings of the Board of Directors annually. The president may call a special meeting upon the written request of three members of the Board.

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

**Section 7. Electronic Meetings and Voting.** Any Board meeting may be held as an electronic meeting if needed or desired. The president may allow for board voting on an issue via electronic means.

- a) A majority of the directors in office must participate in the requested electronic voting to constitute a quorum for the transaction of business. Every director shall be entitled to one vote.
- b) Directors will register their vote within two days (48 hours) following the notification of the request to vote.
- c) Except as otherwise specified in these bylaws, the acts of a majority of the directors voting via electronic means (for which a quorum participates) shall be acts of the Board.
- d) Electronic voting shall be recorded in the minutes reflecting the motion and voting results.
- e) Accommodations will be made for members without access to technology.

**Section 8. Committees.** The Board may establish committees of the Board.

- a) The Board may determine the number and identity of the persons to serve on such committees.
- b) Committee members must be members of the League but need not be members of the Board.
- c) Unless otherwise determined by the Board, all committees shall make recommendations to the Board and shall not have the authority to act on behalf of the Board. This means that members and/or committees may act in the name of the League of Women Voters only when authorized to do so by the Board of Directors.
- d) Committees may act only in conformity with the policies and positions of the League of Women Voters of Duluth, the League of Women Voters of Minnesota, and the League of Women Voters of the United States.

- e) When immediate action is necessary and contacting the Board is not possible, the president (or designee) can be contacted and will act on behalf of the Board.
- f) Committees will communicate with the Board on a regular basis and ask for guidance when needed.
- g) Committee chairs will receive training on the bylaws, policies, and program/positions of the League of Women Voters of Duluth.

## **Article V. Officers**

**Section 1. Officers.** The officers of the League of Women Voters of Duluth shall be a president, a first vice president/president-elect, a second vice president/ membership, a secretary, and a treasurer who shall be elected by the general membership at an annual meeting and take office immediately.

- a) The president and first vice president/president-elect shall be elected annually for a term of one year.
- b) The second vice president/membership shall be elected for a term of two years in the even numbered years.
- c) The secretary and treasurer shall be elected for a term of two years in the odd numbered years.
- d) Two individuals may be elected to share one position or, two positions may be held by one individual elected to a dual-position office.
- e) If no president is elected at the annual meeting, the duties of president shall be assumed either by a different Board member each month or by an agreeable arrangement among the Board members.

**Section 2. Duties of the President.** The president shall preside at all meetings of the organization and of the Board of Directors. She or he may, in the absence or disability of the treasurer, sign or endorse checks, drafts and notes. She or he shall be, ex-officio, a member of all committees except the nominating committee. She or he 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.

**Section 3. Duties of the Two Vice Presidents.** The two vice presidents, in the order of their rank, shall, in the event of absence, disability, resignation, or death of the president, possess all the powers and perform all the duties of that office, until such time as the Board of Directors shall select one of its members to fill the vacancy.

- a) The first vice president/president-elect shall work with the president to understand and learn the duties and responsibilities of the president in order to succeed the current president.
- b) The second vice president/membership shall assume the duties and responsibilities as outlined in the membership portfolio.
- c) The vice presidents shall perform such other duties as the president and Board may designate.

**Section 4. Duties of the Secretary.** The secretary shall keep minutes of all meetings of the League including the annual meeting, and of all meetings of the Board of Directors. She or he shall sign, with the president, all contracts and other instruments when so authorized by the Board and shall perform such other duties as may be incident to the office.

**Section 5. Duties of the Treasurer.** The treasurer will work with the bookkeeper on the financial administration for the League.

- a) The treasurer shall present the financial position of the organization at all regular Board meetings, including but not limited to a *Monthly Income and Expense Report* and a *Statement of Financial Position*.
- b) The treasurer will serve on the budget committee (but may not be its chair). The treasurer will provide the committee with the necessary income and expense reports for the current year and once the *Proposed Budget* has been approved by the Board, the treasurer is responsible for sending it to the Voter newsletter editor so that it can be published one month prior to the annual meeting.
- c) The treasurer shall present the general financial position of the organization to the members at the annual meeting, including the results of the annual audit of financial records and any financial challenges facing LWV Duluth.
- d) The treasurer will be responsible for the organization of the budget into individual categories reflecting all fundraising (income) and activities (expenses), making changes as necessary.
- e) The treasurer is responsible to submit the approved *Annual Financial Report* to LWVMN by May 31 of each year, as part of the renewal of the LLC affiliation with LWVMN.
- f) The treasurer is responsible for authorizing reimbursement forms and arranging for payment.
- g) The treasurer performs duties of bookkeeper as needed or desired; this includes making deposits. (See Article VI Financial Administration)

## **Article VI. Financial Administration**

**Section 1. Fiscal Year.** The fiscal year of the League of Women Voters of Duluth is April 1 to March 31.

**Section 2. Dues.** Members are encouraged to renew their memberships in September, unless the member has already paid dues between January and August. Any member who fails to pay dues by December 31 shall be dropped from the rolls.

**Section 3. 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 two weeks before the annual meeting. The treasurer shall not be eligible to serve as chairman of the budget committee.

**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 5. Annual Audit.** Once a year, between the end of the fiscal year on March 31, and one week prior to the annual meeting, an audit of the bookkeeper's records will be conducted by the president (or the president's designee from the Board), a member of the budget committee and one off-Board member. A letter stating the findings of the audit shall be presented by the president (or the president's designee) at the annual meeting and shall be filed with the treasurer's report. In addition, the LWVMN audit will be completed by the treasurer and bookkeeper, signed by the president, and sent to LWVMN by April 30.

**Section 6. Bookkeeper.** The bookkeeper shall collect and receive all monies due. She or he shall be the custodian of these monies, shall deposit them in a bank designated by the

Board of Directors, pay all bills due in a timely manner, reimburse members according to the reimbursement form they submitted and shall disburse other funds as directed by the Board.

- a) The bookkeeper will provide reports to the treasurer, as requested, prior to the Board meetings for the purpose of developing financial reports to the Board.
- b) The bookkeeper will provide year-end reports to the treasurer, in the format requested, for use at the annual meeting and for audit reports to be sent to LWVMN.
- c) If the bookkeeper position is open, the treasurer will assume all duties listed in Section 6.

## **Article VII. Meetings**

**Section 1. Events.** There shall be at least two events open to all members each year. Time and place shall be determined by the Board of Directors.

**Section 2. Electronic Meetings.** Regular meetings of the board, special meetings of the board, Convention, Council, and committees are authorized to meet by electronic means so long as all members can simultaneously hear each other and participate during the meeting. An anonymous vote conducted through a designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

**Section 3. Annual Business Meeting.** An annual business meeting shall be held in the spring, the exact date to be determined by the Board of Directors. At the annual meeting, the members shall:

- a) Establish a quorum. Twenty-five percent of the membership shall constitute a quorum at all business meeting of the League of Women Voters of Duluth.
- b) Adopt a local program for the ensuing year.
- c) Elect officers, directors, and members of the nominating committee.
- d) Adopt an adequate budget.
- e) Transact such other business as may properly come before it.

## **Article VIII. Nominations and Elections**

**Section 1. Nominating Committee.** The nominating committee shall consist of no fewer than six members with the chair of the membership committee (or their designee) counted as one of the six. Members will be balanced between Board members and off-Board members, with the balance tipping to off-Board members whenever possible.

- a) To the extent possible, nominating committee members will be elected during the annual meeting. Nominations can also be made at the annual meeting by any voting member. However, if a full slate has not been elected at the annual meeting, committee members may be appointed by the Board, as requested by the elected committee members.
- b) The chair of the nominating committee will be decided by the elected committee members.

**Section 2. Nominating Committee Report.** The report of the nominating committee of its nominations for the slate of officers, elected directors, and the elected members of the succeeding nominating committee shall be made available to all members one month before the date of the annual meeting. Options include publishing in the Voter newsletter, on the website or in some other electronic format guaranteed to reach all members. The report of the nominating committee shall be presented at the annual meeting. Immediately following the presentation of this report nominations may be made from the floor by any voting member, provided the consent of the nominee shall have been secured.

**Section 3. Voting.** Providing that there is but one nominee for each office, the election of the slate reported by the nominating committee will be by the secretary who is instructed to cast the ballot for every nominee. If a valid nomination is made from the floor resulting in more than one person nominated for a position, the election for that position will be conducted by the president by a show of hands by those qualified to vote. 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 for the League.** The program of the League of Women Voters of Duluth shall consist of:

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

**Section 3. Voting on Program.** The annual meeting shall act upon the program using the following procedures:

- a) 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.
- b) The proposed program shall be sent to all members one month before the annual meeting.
- c) A majority 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.
- d) 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 which the change is to be discussed.
  - 2) The proposed changes are discussed by the Board.
  - 3) Final action by the Board is taken at a succeeding meeting.

**Section 4. Authorization to Speak on Behalf of the League.** Members may communicate verbally or in writing in the name of the League of Women Voters only when authorized to do so by the Board of Directors. They may act only in conformity with, and not contrary to, a position taken by the League of Women Voters of Duluth, the League of Women Voters of Minnesota, and the League of Women Voters of the United States.

## **Article X. National Convention, State Convention and Council**

**Section 1. National Convention Delegates.** 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 League of Women Voters of Duluth under the provisions of the bylaws of the League of Women voters of the United States.

**Section 2. State Convention Delegates.** 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 that convention in the number allotted the League of Women Voters of Duluth under the provisions of the bylaws of the League of Women Voters of Minnesota.

**Section 3. Delegates to State 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 that council in the number allotted to the League of Women Voters of Duluth under the provisions of the bylaws of the League of Women Voters of Minnesota.

## **Article XI. Parliamentary Authority**

**Section 1. Robert's Rules of Order.** 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 bylaws.

## **Article XII. Amendments**

**Section 1. Bylaw 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 2 weeks in advance of the meeting.

**Section 2. Bylaw Amendments.** Any proposed amendment of these bylaws also requires the approval of the Board of League of Women Voters Minnesota.

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