

# League of Women Voters of the Charlottesville Area

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## BYLAWS

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### ARTICLE I

#### Name

*Section 1. Name.* The name of this organization shall be the League of Women Voters of the Charlottesville Area, hereinafter referred to in these bylaws as LWV CVA. This local League is an integral part of the League of Women Voters of the United States and of the League of Women Voters of Virginia.

### ARTICLE II

#### Purposes and Policy

*Section 1. Purpose.* The League of Women Voters, a nonpartisan political organization, encourages informed and active participation in government, works to increase understanding of major public policy issues, and influences public policy through education and advocacy.

*Section 2. Political Policy.* The League shall not support or oppose any political party or any candidate.

### 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.* The membership of the LWV CVA shall be composed of voting members and associate members.

(a) Voting members shall be citizens at least 16 years of age who join the League, and life members (those who have been enrolled in the League for 50 years or more).

(b) Associate members shall be all other members who join the league.

### ARTICLE IV

#### Board of Directors

*Section 1. Number, Manner of Selection, and Terms of Office.* The Board of Directors shall consist of the Officers of the League, four elected Directors, and up to four appointed directors. Two 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 and qualified: they shall take office on July 1 of the year in which they are elected. Each year the Board members shall appoint such additional Directors, not exceeding two, as they deem necessary to carry out the work of the League. The terms of office of the appointed Directors shall be two years, beginning July 1 of the year in which they are appointed.

*Section 2. Qualifications.* 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 LWV CVA.

*Section 3. Vacancies.* The president, subject to confirmation by the Board of Directors, shall have the power to fill all vacancies which occur during the year, to complete the term of the vacated position. A vacancy is

deemed to occur upon the death, resignation or three consecutive unexcused absences from board meetings of an Officer or Director. An Officer or Director may be removed by the Board for misconduct in office or failure to perform assigned duties.

*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. Executive Committee.* The elected Officers shall constitute an Executive Committee. It shall exercise such power and authority as may be delegated to it by the Board of Directors and shall report all actions taken by it between regular meetings of the Board. Meetings of the Executive Committee may take place in person or by electronic means (telephone conferencing, video conferencing or email), provided that all members have access to the electronic media being used.

Meetings held by electronic means must have procedures adopted for discussion and/or debate to ensure that all board members can fully participate in such asynchronous (back and forth and not at the same time) meetings. A majority of the Executive Committee shall constitute a quorum.

*Section 6. Meetings.* There shall be at least eight 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 three members of the board. Regular or special meetings may take place in person, or by electronic means (telephone conferencing, video conferencing or email), provided that all members have access to the electronic media being used. Meetings held by electronic means must have procedures adopted for discussion and/or debate to ensure that all board members can fully participate in such asynchronous (back and forth and not at the same time) meetings.

*Section 7 Quorum.* A majority of the members of the Board of Directors shall constitute a quorum for a Board meeting. Participation by electronic means shall constitute presence in person at a meeting.

## **ARTICLE V**

### **Officers**

*Section 1. Enumeration and Election of Officers.* The Officers of LWV CVA shall be a president, no more than three vice-presidents, a secretary, and a treasurer who shall be elected for terms of two years by the general membership at an annual meeting. All Officers shall take office on July 1 following the annual meeting at which their election takes place. The president and the secretary shall be elected in the even-numbered years. The vice-president(s) and the treasurer shall be elected in the odd-numbered years.

*Section 2. The President.* The president shall preside at all meetings of the organization and of the Board of Directors. The president may, in the absence or disability of the treasurer, sign or endorse checks, drafts and notes, and shall be ex-officio, a member of all committees except the nominating committee. The president shall have such powers of supervision and management as may be designated by the Board. In the event of the absence, disability, resignation or death of the president, the vice-presidents, in order of their rank, shall assume the office. If none of the vice-presidents is able to serve as president, the Board of Directors shall fill the vacancy from among the elected Officers and Directors to complete the term of the vacated position. If no elected member of the Board is able to serve, the nominating committee shall recommend a candidate to the Board of Directors.

*Section 3. The Vice-Presidents.* Each vice-president shall perform such duties as the president and the board may designate.

*Section 4. The Secretary.* The secretary shall keep minutes of all meetings of the League and of all meetings of the Board of Directors. The secretary 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 moneys due, shall be custodian of these moneys, shall deposit them in a bank or other regulated financial institution designated by the Board of Directors, and shall disburse the same according to the adopted budget or as directed by the Board. The Assistant to the Board of Directors, if there is one, may be authorized to collect, receive and deposit all moneys, and provide reports of same to the treasurer. The treasurer shall present statements to the Board at their regular meetings and an annual report to the annual meeting.

*Section 6. Transfers of Property.* The consent of the Board of Directors and the signatures of two Officers, as designated by the board, shall be necessary to endorse, transfer and deliver any certificate of stock, bond, note or other security or property in the name and in behalf of the LWV CVA.

## **ARTICLE VI Financial Administration**

*Section 1. Fiscal Year.* The fiscal year of the LWV CVA shall commence on the first day of July each year.

*Section 2. Dues.*

A. Annual dues shall be payable on the first day of the fiscal year or upon application for membership. Life members shall be exempt from paying dues. Any member who fails to pay dues within four months of the time they become payable shall be dropped from the membership roles.

B. The amount of annual dues shall be recommended by the Board of Directors subject to the approval of a majority of the members voting at the Annual Meeting. Household membership dues for two or more members residing at the same address shall be determined by the Board of Directors. Membership dues for a student enrolled either full or part-time in an accredited institution shall be determined by the Board of Directors. Any proposed changes to dues shall be made available to members at least two weeks prior to the Annual Meeting at which the budget is adopted.

C. Members who join after the first day of the fiscal year and before four months prior to the start of the fiscal year shall pay full dues. Those members joining in the four months prior to the start of the fiscal year shall pay full dues, but not be billed again for dues during the next fiscal year.

*Section 3. 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 and shall set dues for all categories of membership.

*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 committee shall consist of at least three members of the League, including the treasurer. The Chair of the committee and a majority of its members shall not be members of the Board. The proposed budget as approved by the Board shall be sent to all members at least two weeks before the annual meeting

*Section 5. Financial Review.* An annual financial review shall be performed.

## **ARTICLE VII Meetings**

*Section 1. Membership Meetings.* There shall be at least three educational meetings of the membership each year. The time and place shall be determined by the Board of Directors. The Board of Directors shall call a special general membership meeting upon the written request of 15 percent of the voting members.

*Section 2. Annual Meeting.* An Annual Meeting shall be held between March 1 and May 31, the exact date to be determined by the Board of Directors. The Annual Meeting shall:

- (a) Adopt a local program for the ensuing year,
- (b) Elect Officers and Directors and members of the nominating committee,
  
- (c) Adopt an adequate budget,
- (d) Transact such other business as may properly come before it.

*Section 3. Quorum.* Ten percent of the voting members shall constitute a quorum at all business meetings of the League, provided written notice of the meeting is sent to the membership at least one week in advance.

## **ARTICLE VIII Nominations and Elections**

*Section 1. Nominating Committee.* The nominating committee shall consist of at least three and not to exceed five members, at least one of whom shall be a member of the Board of Directors. The chair[man] and **one or** two members, who shall not be members of the board, shall be elected at the Annual Meeting. Nominations for these offices shall be made by the current nominating committee. The other members of the committee shall be appointed by the Board of Directors. 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.

*Section 2. Report of Nominating Committee and Nominations from the Floor.* The report of the nominating committee of its nominations for Officers, Directors, and the members of the succeeding nominating committee shall be sent to all members at least two weeks before the date of the annual meeting. The report of the nominating committee shall be presented to the annual meeting, and immediately following this report, nominations may be made from the floor by any voting member. No one whose consent has not been previously secured shall be nominated by either method for any office.

*Section 3. Elections.* The election shall be by ballot except that when there is but one nominee for an office it shall be by voice vote. A majority vote of those voting members present 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 the program.

*Section 2. Program.* The program of the LWV CVA shall consist of:

- (a) Action to implement the principles of the LWV VA and the LWVUS,
- (b) Those local governmental issues chosen for concerted study or concurrence and action.

*Section 3. Action by the Annual Meeting.* 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 at least two months prior to the annual meeting and shall formulate a proposed program.
- (b) The proposed program shall be sent to all members at least two weeks 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) Recommendations for program submitted by voting members at least 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, and
  - (2) the annual meeting shall adopt the item by a two-thirds vote.
- (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 change is to be discussed, and  
(2) final action by the membership is taken at a succeeding meeting.

*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.

*Section 5. Local League Actions.* LWV CVA may act only in conformity with, or not contrary to, the program of the League of Women Voters of the United States or the League of Women Voters of Virginia.

#### **ARTICLE [XI] X Parliamentary Authority**

The rules contained in *Roberts Rules of Order*, as most recently 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] XI Archives**

The Manuscript Division of the Alderman Library of the University of Virginia is designated the repository of the restricted deposit of records of LWV CVA.

#### **ARTICLE [XIII] XII Amendments**

These bylaws may be amended by a two-thirds vote of the voting members present and voting at any general membership meeting, provided the amendment has been submitted to the membership in writing at least two weeks before the general meeting.

#### **ARTICLE [XIV] XIII Dissolution**

Upon withdrawal of recognition by the League of Women Voters of the United States and of Virginia, all moneys and assets after payment of all obligations including PMPs shall remit to the League of Women Voters of Virginia.