



## LEAGUE OF WOMEN VOTERS OF TARRANT COUNTY BYLAWS 2018

### ARTICLE I. NAME

*Section 1. **Name.*** The name of this organization shall be the League of Women Voters of Tarrant County, hereinafter referred to in these bylaws as LWVTC. This local League is an integral part of the League of Women Voters of the United States (LWVUS) and the League of Women Voters of Texas (LWVTX).

### ARTICLE II. PURPOSES AND POLICY

*Section 1. **Purposes***

- a) The purposes of the LWVTX 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 bylaws, 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.

*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 LWVUS 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) Individuals who live within the Tarrant County area may join LWVTC 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 the payment of dues.
- b) Associate Members. All others who join the League shall be associate members.

## ARTICLE IV. OFFICERS

*Section 1. **Election of Officers**.* The officers of the League of Women Voters of Tarrant County shall be a President or Co-Presidents, and/or a President-Elect, three Vice-Presidents, a Secretary, and a Treasurer who shall be elected by the general membership at an Annual Meeting and take office at that time. The President or Co-Presidents and the President-Elect shall be elected annually for terms of one year. All other officers shall be elected for terms of two years. The Voter Services Vice-President and the Secretary shall be elected in odd-numbered years. The Program Vice-President, the Organization Vice-President and the Treasurer shall be elected in even-numbered years. Any two or more offices may be held by the same person with the exception that the President or Co-President may not also be Secretary or Treasurer.

*Section 2. **The President**.* The President or Co-Presidents shall preside at all meetings of the organization and of the Board of Directors; may, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes; shall be, ex-officio, a member of all committees except the Nominating Committee; shall have such usual powers of supervision and management as may pertain to the office of the President or Co-Presidents and perform such other duties as may be designated by the Board.

*Section 3. **The President-Elect**.* The President-Elect shall serve as Assistant to the President, performing such duties as prescribed by the President or Co-Presidents and the Board; shall be familiar with the duties of the Presidency and may be nominated for that office the year following election as President-Elect. In the event of absence, disability, resignation, or death of the President, the President-Elect may possess all the powers and perform all the duties of that office until such time as the Board shall fill the vacancy.

*Section 4. **The Vice-Presidents**.* The Voter Services, Organization, and Program Vice-Presidents shall perform such duties as the President or Co-Presidents and the Board of Directors may designate consistent with their assigned portfolios. The Board of Directors shall designate at their first board meeting which of the Board Members shall possess the authority to conduct the business of the organization in the event of an absence of both President or Co-Presidents and President-Elect.

*Section 5. **Secretary**.* The Secretary shall keep minutes of all meetings of the Board of Directors, the Annual Meeting, and any other League meetings as directed by the Board; 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 this office.

*Section 6. **Treasurer**.* The Treasurer shall collect and receive all moneys paid to the local league and the LWV-Texas Education Fund for use by the local league; shall be custodian of these moneys; shall deposit them in one or more financial institutions designated by the Board or to the LWV-TEF; and shall disburse the same only upon order of the Board; shall present monthly statements and an Annual Report to the Board and a comprehensive financial report at the Annual Meeting.

## ARTICLE V. 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 as defined in Article IV, five (5) elected Directors and not more than five (5) appointed Directors. The Elected Directors shall be elected by the general membership at Annual Meeting and shall serve for a term of one year, these terms to begin on the Annual Meeting date. The elected members shall appoint such additional Directors, not exceeding five (5), as they deem necessary to carry on the work of the League. The terms of office of the appointed Directors shall be for the balance of one year and shall begin on the date of their appointment.

*Section 2. **Qualifications.*** Any person elected or appointed to the Board of Directors must be a voting member of the League of Women Voters of Tarrant County.

*Section 3. **Vacancies.*** 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, until May 31 of the current League year, by a majority vote of the remaining members of the Board of Directors. In the event of a vacancy occurring in a two (2) year officer position, the Nominating Committee shall present a nominee for the unexpired term of office at the next Annual Meeting. Three (3) absences from Board meetings of any member without pre-approved 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 accept responsibility and shall delegate work as necessary to carry out the Program as adopted by the National Convention/Council, the State Convention, and the Annual Meeting. The Board shall create and designate such special committees as it may deem necessary.

*Section 5. **Indemnification and Limitation of Liability.*** The directors and all officers or other appointed representatives of the League of Women Voters of Tarrant County shall be indemnified and their liability shall be limited to the fullest extent authorized by the Texas Non-Profit Corporation Act, Article 1396-2.22A, Vernon's Annotated Civil Statutes, as it now exists or hereafter may be amended and by the Charitable Immunity and Liability Act, Chapter 84 of the Civil Practices and Remedies Code.

*Section 6. **Meetings.*** There shall be at least nine (9) regular meetings of the Board of Directors annually. The President or Co-Presidents may call special meetings of the Board and shall call a special meeting upon the written request of five (5) members of the Board. Although most board meetings will take place in person, regular and special meetings may be held by electronic means (such as telephone conferencing, video conferencing and email) provided the board adopts and publishes discussion/debate procedures for asynchronous meetings (such as e-mail that happens back and forth and not at the same time). The board may not use electronic meetings unless all board members have access to the electronic media used.

*Section 7. **Board Quorum.*** A majority of members of the Board of Directors shall constitute a quorum.

*Section 8. **Removal from Office.*** In executing the duties of their office, board members are expected to carry out applicable laws and regulations as well as League bylaws, mission, policies, principles, positions, standards and procedures. Board members who do not shall be counseled. If violations persist, they may be removed from office by a 2/3 vote of the board of directors.

*Section 9. **Standing Committees.*** Standing committees shall be Budget, Bylaws, Nominating, Membership, Development, and Policy. Additional committees shall be appointed by the President or Co-President as the board shall deem necessary to carry on the work of the League.

## ARTICLE VI. FINANCIAL ADMINISTRATION

*Section 1. **Fiscal Year.*** The fiscal year of the League of Women Voters of Tarrant County shall commence on the first day of June of each year.

*Section 2. **Dues.*** The amount of annual dues shall be determined by a two-thirds (2/3) vote of the voting members present and voting at the Annual Meeting, if a change is proposed. Notice of a proposed dues change shall be sent to all members not less than twenty-one (21) days before the Annual Meeting. If adopted, a change in dues will become effective on June 1 of the same year. Dues shall be payable on the first day of the anniversary month of member's joining the League. Any member who fails to pay dues within four (4) months after they become payable shall be dropped from the membership rolls. Where two (2) members reside at the same address in a common household, their dues may be equal to one and one-half times annual dues.

*Section 3. **Budget Committee.*** The Budget Committee shall consist of three (3) to five (5) members appointed by the Board of Directors at its first regular meeting to prepare a budget for the ensuing year including a dues schedule. The proposed budget shall be sent to all members not less than twenty-one (21) days before the Annual Meeting. The Treasurer shall be a member, but not be eligible to serve as Chair of the 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. **Independent Financial Review.*** The books of the Treasurer shall be reviewed annually by two or more qualified persons other than members of the Board of Directors. Their review of financial activities shall begin after the LWVTC fiscal year ends on May 31 and shall be completed before December 31 of the same calendar year. Upon completion, the reviewers shall submit their findings and recommendations to the Board of Directors. Their letter reporting results of the financial review shall be made a part of LWVTC permanent records.

*Section 6. **Distribution of Funds on Dissolution.*** In the event of the dissolution of the local league, all moneys, securities, and property which may at the time be owned by or under the control of the local league shall be paid to the LWV of Texas after the state and national per member payments and other obligations have been met.

## ARTICLE VII. MEETINGS

*Section 1. **Membership Meetings.*** There shall be at least six (6) unit or general membership meetings each year. Time, place, and topic of such meetings shall be determined by the Board of Directors. The President or Co-Presidents must call a membership meeting upon the written request of twelve percent (12%) of the membership.

*Section 2. **Annual Meeting.*** An Annual Meeting shall be held between May 1 and May 31 of each year, 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 amount of dues if a change is proposed.
- d) Adopt a budget.
- e) Transact such other business as may properly come before it.

All members shall be sent a copy of each item proposed to be presented not less than twenty-one (21) days prior to the meeting.

*Section 3. **Annual Meeting Quorum.*** Twelve percent (12%) of the current membership shall constitute a quorum at the annual meeting of the League of Women Voters of Tarrant County. At all other general business meetings, those members in attendance shall constitute a quorum providing timely notice has been given in accordance with the bylaws.

## ARTICLE VIII. NOMINATIONS AND ELECTIONS

*Section 1. **The Nominating Committee.*** The Nominating Committee shall consist of five (5) members. The Chair and two (2) members, who shall not be members of the incoming Board of Directors, shall be elected at Annual Meeting. Nominations for these offices shall be made by the current Nominating Committee. The two other members of the Nominating Committee may be members of the Board and shall be appointed by the incoming Board following the Annual Meeting. Any vacancy on the Nominating Committee shall be filled by the Board. Suggestions for nominations for Officers and Directors 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, Directors and the members of the succeeding Nominating Committee shall be sent to all members not less than twenty-one (21) days before the date of Annual Meeting. Immediately following the presentation of this report at Annual Meeting nominations may be made from the floor by any voting member provided the consent of the nominee has been obtained.

*Section 3. **Elections.*** The elections shall be by ballot, unless there is only one nominee for an office, in which case it shall be by voice vote. A majority 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 the Program.

*Section 2. **Program.*** The program of the League of Women Voters of Tarrant County shall consist of those governmental issues chosen for concerted study and action.

*Section 3. **Local Program Selection.*** The Local Program shall consist of such local governmental issues as the membership shall choose for study and action in the following manner:

- a) Voting members may submit recommendations to the Board of Directors at least two (2) months prior to the Annual Meeting.
- b) The Board of Directors shall consider the recommendations and formulate a Proposed Program.
- c) The Proposed Program shall be sent to all members not less than twenty-one (21) days before the Annual Meeting.
- d) A majority vote of voting members present and voting at the Annual Meeting shall be required for adoption of items in the Proposed Program presented to the Annual Meeting by the Board of Directors.
- e) Any Program Item submitted by voting members two (2) months prior to the Annual Meeting but not recommended by the Board of Directors may be adopted by the Annual Meeting provided that:
  - 1) The Annual Meeting shall order consideration by a majority vote of voting members present and voting, and
  - 2) The Annual Meeting shall adopt the item by a two-thirds (2/3) vote of voting members present and voting.
- f) 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 the members at least two (2) 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 general membership meeting with a two-thirds (2/3) vote of voting members present and voting necessary for adoption.

*Section 4. **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. They may act only in conformity with, and not contrary to, a position taken by the League of Women Voters of Tarrant County, the League of Women Voters of Texas, and the League of Women Voters of the United States.

## ARTICLE X. NATIONAL CONVENTION, STATE CONVENTION AND COUNCIL

*Section 1. **National Convention.*** The membership or the Board of Directors at a meeting before the date on which the names of the delegates must be sent to the National Office shall select delegates to that Convention in the number allotted the League of Women Voters of Tarrant County under the provision of the Bylaws of the League of Women Voters of the United States.

*Section 2. **State Convention**.* The membership or the Board of Directors 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 Convention in the number allotted the League of Women Voters of Tarrant County under the provisions of the Bylaws of the League of Women Voters of Texas.

#### ARTICLE XI. PARLIAMENTARY AUTHORITY

*Section 1. **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 Bylaws.

#### ARTICLE XII. AMENDMENTS

*Section 1. **Amendments**.* These bylaws may be amended by a two-thirds (2/3) vote of the voting members present and voting at the Annual Meeting provided the proposed changes were sent to the membership in writing at least twenty-one (21) days in advance of the meeting.