

BYLAWS
of
THE LEAGUE OF WOMEN VOTERS OF INDIANA

Incorporated in 1920.
Bylaws last amended by the LWVIN on May 1, 2021
(Last updated May 1, 2021)

Article I
Name

The name of this organization shall be the League of Women Voters of Indiana, also referred to in these bylaws as LWVIN. This state League is an integral part of the League of Women Voters of the United States, also referred to in these bylaws as LWVUS.

Article II
Purposes and Policy

Section 1: Purposes

The purposes of the LWVIN are to promote political responsibility through informed and active participation in government and to act on selected governmental issues. This corporation is organized and operated exclusively for charitable 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 Articles, 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: Policies

a. Political Policy

The LWVIN shall not support or oppose any political party or any candidate.

b. Diversity, Equity, and Inclusion Policy

The LWVIN is fully committed to ensure compliance – in principle and in practice – with the LWVUS’ Diversity, Equity, and Inclusion Policy.

Article III
Membership

Section 1: Eligibility

Any person who subscribes to the purposes and political policy given in Article II shall be eligible for membership.

Section 2: Types of Membership

The membership of LWVIN shall be composed of voting members and associate members.

- a. Voting members. Persons at least 16 years of age who join the League shall be voting members of the LWVIN and of LWVUS.
 - 1. Those who reside within the 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 either join a local League or be state members-at-large who shall pay annual dues to LWVIN;
 - 3. Those who have been members of LWVUS for fifty years or more shall be life members excused from the paying of state dues.
- b. Associate Members. All others who join the League shall be associate members.

Article IV Officers

Section 1: Enumeration and Election of Officers

The officers shall be a president, a first vice president, a second vice president, a secretary and a treasurer.

The officers to be elected at Convention are:

President
First Vice President
Treasurer

The officers to be elected at Council are:

Second Vice President
Secretary

Officers shall hold office until the conclusion of the convention or council two years following their election or until their successors have been elected and qualified except the Treasurer who shall continue to serve through the end of the second fiscal year of their term.

Re-election of officers is permitted to provide for continuity but exceeding three terms is discouraged.

Section 2: The President

The president shall preside at all meetings of LWVIN and its board of directors. The president, along with another officer authorized by the board, shall sign all contracts and other instruments binding to LWVIN and may, in the absence or disability of the treasurer, sign or endorse checks, drafts and notes. The president shall be, ex officio, a member of all committees except the nominating committee. The president shall have the usual powers of the office and shall perform such other duties as may be designated by the board. If no vice president is able to fill a vacancy in the presidency, the board shall fill the vacancy in the presidency from among the elected directors.

Co-Presidents: Two persons may be elected as co-presidents by the convention to serve two-year terms together. The duties of the office of president shall be divided between them, and they shall report to the board as to that division. If one co-president resigns, the remaining co-president may choose to serve alone or the first vice-president shall fill the vacancy in the presidency.

Section 3: The Vice Presidents

- a. Succession. In the event of resignation, disability, or death of the president or both co-presidents, the two vice presidents, in order of their rank, shall succeed to the office of president.
- b. Temporary Authority. If the president or both co-presidents are absent or temporarily step(s) down from the chair, the two vice presidents, in order of their rank, shall temporarily perform the duties of the president.
- c. Regular Duties. The vice presidents shall perform such duties as may be designated by the president and the board.
- d. Vacancies. Any vacancy in the vice presidency shall be deemed to be in the office of the second vice president.

Section 4: The Secretary

The secretary shall keep minutes of the convention and the council and of meetings of the board and the executive committee. The secretary shall notify all officers and directors of their election. The secretary shall perform such other duties as may be designated by the board.

Section 5: The Treasurer

The treasurer shall collect, receive and disburse monies; shall be custodian of these monies and shall deposit them in a bank or banks designated by the board; shall present periodic written financial statements to the board at its regular meetings and an annual written report to the convention or council. The treasurer shall perform such other duties as may be designated by the board.

Section 6: Executive Committee

The officers shall together constitute an executive committee of the board.

- a. The duties of the executive committee shall be assigned by the board. Duties may include, but shall not be limited to, planning statewide meetings; examining the financial condition of LWVIN; and recommending policies and procedures for LWVIN.
- b. Each executive committee meeting shall be announced to the board, so that any director may attend as an observer. The executive committee shall submit its minutes to the next board meeting.
- c. The delegation of authority to the executive committee shall not relieve the board of any responsibility under Indiana law and these bylaws.
- d. A majority of the current executive committee shall constitute a quorum. Members of the executive committee may participate in an executive committee meeting by means of conference telephone or similar communications equipment allowing all participants to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- e. Meetings of the executive committee may be held electronically when circumstances require timely action and prevent a face-to-face meeting. In such cases the president shall present one issue to the committee for consideration; members shall respond so that all members of the committee can see the discussion. At least forty-eight hours shall be allowed for response. Sixty percent of the whole executive committee must agree on any action in an electronic meeting. The outcome shall be reported to the next regular meeting of the committee or the board, whichever comes first.

Article V Board of Directors

Section 1: Number, Manner of Selection, and Term of Office

The board of directors shall consist of

- the officers,
- seven elected directors,
 - 3 elected at Convention
 - 4 elected at Council
- appointed directors, not to exceed 7.

Directors shall serve until the conclusion of the convention or council two years following their election or until their successors have been elected and qualified. The elected members may appoint such additional directors, not exceeding seven, as they deem necessary to carry on the work of LWVIN. The term of office of the appointed directors, not to exceed two years, shall be stated at the time of their appointment.

Section 2: Qualifications

Only voting members shall be elected or appointed or shall continue to serve as officers or directors.

Section 3: Vacancies

Any vacancy on the board, other than in the office of president or first vice president, may be filled by a majority vote of the remaining members until the next regular election to that office. Article IV covers the succession to presidency and first vice presidency.

The board may, by majority vote, drop from its membership any member of the board who fails to attend three consecutive board meetings.

Section 4: Powers and Duties

The board shall have full charge of the property and business of the organization, subject to the instructions of the convention and the council.

- a. The board shall plan and direct the work necessary to carry out the program adopted by the convention or, as provided in Article XIII-5, the council.
- b. The board shall accept responsibilities delegated to it by the board of LWVUS.
- c. The board shall encourage and support the work of local Leagues.
- d. The board is responsible for the organization and guidance of provisional League and member-at-large units.
- e. The board shall support the work of those inter-League organizations of which local Leagues in Indiana are a part.
- f. The board is responsible for the fiscal development of LWVIN.
- g. The board shall create and designate such committees as it may deem necessary.
- h. The board shall adopt state positions and act on those positions.

Section 5: Regular Meetings

There shall be at least five regular meetings of the board annually. The president shall notify each member of the board of all regular meetings in writing at least two weeks in advance.

Periodic face-to-face meetings are encouraged but not required. Safety concerns should be paramount.

Section 6: Special Meetings

The president or a co-president may or, upon the written request of five members of the board, shall call a special meeting of the board. Members of the board shall be notified of the purpose, time and place of special meetings at least six days in advance except that, during a convention or council, the president or a co-president may or, upon the request of five members of the board, shall call a special meeting of the board without delay. Only business announced in the call for a special meeting may be transacted at the meeting.

Section 7: Quorum

A majority of the current members of the board shall constitute a quorum. Members of the board may participate in a board meeting by means of conference telephone or similar communications equipment allowing all participants to hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

Section 8: Electronic Polling

Meetings of the board may be held by electronic polling, such as email or surveys, when circumstances require timely action and prevent a meeting. In such cases the president shall present one issue to the board for consideration; members shall respond so that all members of the board can see the response; at least forty-eight hours shall be allowed for response and the outcome shall be reported with the minutes of the next regular meeting. Sixty percent of the whole board must agree on any action in an electronic meeting. The board may set further detail in a policy.

Article VI
Electronic Meetings

Any LWVIN meeting, including any meeting of the Members, Board of Directors, Executive Committee, or any other committee, may be held by remote communication as provided herein and shall be subject to the following provisions:

- a. The technology used for the electronic meeting shall allow attendees full access to and full participation in all meeting transactions either continuously or intermittently throughout the specified time of the meeting.
- b. The LWVIN shall implement reasonable measures to authenticate the attendance and vote of each attendee.
- c. Participation in a remote meeting shall constitute presence for all purposes, including quorum and voting.
- d. Any action that could be taken at an in-person meeting may also be taken at a remote meeting held pursuant to this provision.
- e. Procedural rules related to the conduct of electronic meetings shall be established and promulgated by the Board of Directors.

Article VII
Local Leagues and Other Units

Section 1: Local Leagues

- a. Local Leagues are those Leagues within the state of Indiana that have been so recognized by LWVUS.

- b. The board has responsibility for the establishment of new local Leagues. The LWVIN board shall recommend, to the national board, recognition as a local League of any group of members in any community in Indiana, provided the group
 - 1. meets the guidelines and requirements for local Leagues adopted by the national convention and
 - 2. meets the requirements for local Leagues adopted by the state convention.
- c. In the event of recurring failure by a local League to meet the national guidelines and requirements for local Leagues or the state requirements for local Leagues, and in accordance with Section 4 of this article, the state board shall recommend to the national board that recognition be withdrawn. All funds held by a local League from which recognition has been withdrawn shall be transferred to LWVIN.

Section 2: Member-at-large Units

- a. Member-at-large (MAL) units are local groups of members-at-large that have organized themselves according to guidelines established by the state board and that have been recognized as units by the state board.
- b. The board shall develop guidelines for the organization and activities of MAL units and shall assist local groups of MALs who wish to form recognized units.

Section 3: Inter-League Organizations

- a. Local Leagues may create or join inter-League organizations (ILOs) in order to promote the purposes of the League and to take action on county, metropolitan, or regional governmental matters of common concern.
- b. ILOs recognized in Indiana shall be those which are organized in conformity with the guidelines for ILOs adopted by the national convention, which are recognized by the national board, and of which local Leagues in Indiana are a part.

Section 4: Withdrawal Process

Recognition of local Leagues, ILOs, and MAL units may be withdrawn only upon full investigation and after the organization involved has had an opportunity to be heard by a committee of the board. Withdrawal of recognition requires a three-fourths vote of the board.

Article VIII Financial Administration

Section 1: Fiscal Year

The fiscal year of LWVIN shall commence on the first of July of each year and shall end on the thirtieth of June.

Section 2: Financial Support

- a. Each local League shall make an annual per member payment to LWVIN in an amount to be determined by majority vote of the convention. Each newly recognized League shall pay one-half of its per-member payment to LWVIN for one year following the first council or convention after its recognition.
- b. When two or more members reside at the same address in a common household, the amount of the per member payment determined by the convention shall be paid for the first member, and a payment equal to one-half per member payment shall be paid for each other household member.

- c. Members-at-large shall pay dues individually to LWVIN. Dues are set by the convention, with implementation by board policy. Membership ends six months after dues payment has lapsed.

Section 3: Budget

The board shall submit to the convention or council a proposed budget for the ensuing year. This budget shall provide for the support of LWVIN. A copy of the proposed budget shall be sent to each local League at least one month in advance. The convention or council shall adopt the budget, by a majority vote.

Section 4: Budget Committee

The budget shall be prepared by a committee appointed for that purpose. The treasurer shall be an ex officio member of the budget committee but shall not be eligible to serve as chair.

Section 5: Distribution of Funds on Dissolution

In the event of the merger or dissolution of this corporation for any reason, all money and securities or other property of whatsoever nature which at the time be owned or under the absolute control of the corporation shall be distributed at the discretion of the board, or such other persons as shall be charged by law with the liquidation or winding up of the corporation and its affairs, to any member organization of the League of Women Voters national organization which is exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or if none of these organizations are then in existence or exempt under those tax provisions, then, at the discretion of the board, to another organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under such designated tax provisions.

Section 6: Transfers of Property

The consent of the board and the signatures of two officers 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 LWVIN, but not including funds to be drawn from the general operating account or checking account.

Section 7: Review

The financial records of LWVIN shall be reviewed annually by the board. The board may appoint other persons to act in its stead.

Article IX State Convention

Section 1: Place, Date, and Call

A convention of LWVIN shall be held biennially in odd-numbered years at a time and place to be determined by the board. The president shall send a first call for the convention to local Leagues and to members-at-large not less than three months before the opening date. Thereafter, the board may advance or postpone the opening date by not more than two weeks. A final call for the convention shall be sent to local Leagues and MALs at least one month in advance.

Section 2: Composition

The convention shall consist of, each entitled to vote,

- a. the delegates chosen by local Leagues;

- b. the one or more representatives of members-at-large as provided in Section 4-c of this article;
- c. the president of each local League or an alternate; and
- d. the members of the state board.

Section 3: Qualifications and Voting Rights of Delegates

Each delegate shall be a voting member of LWVIN. Each delegate shall be entitled to only one vote at the convention. Absentee or proxy voting shall not be permitted. The convention shall be the sole judge of whether a delegate is qualified to vote.

Section 4: Representation

- a. Each recognized local League shall be entitled to at least one delegate, in addition to the president.
- b. Each local League having more than twenty voting members shall be entitled to one additional delegate for each additional twenty voting members or major fraction thereof. The number of voting members enrolled in the local League as reported to LWVUS in January of the convention year shall be the basis for the number of its delegates.
- c. For the first twenty MALs (if greater than 10), there shall be one delegate; for each additional twenty MALs or major fraction thereof, there shall be an additional delegate. Their selection shall be governed by state policy.

Section 5: Powers

The convention shall consider and authorize the program for study and action, shall elect officers, directors, and the chair and two members of the nominating committee, shall adopt a budget for the ensuing fiscal year, shall consider amendments to the bylaws, and shall transact such other business as may be properly presented.

Section 6: Quorum

Delegates from one-third of the recognized local Leagues, other than the state board, shall constitute a quorum.

Article X State Council

Section 1: Place, Date, and Call

A council of LWVIN shall be held biennially in even-numbered years at a time and place to be determined by the board. The president shall send a first call to local Leagues not less than three months before the opening date. A special council may be called in the event of extreme emergency, with at least ten days notice.

Section 2: Composition

Delegates to the council shall be the president of each recognized local League or an alternate, two delegates chosen by each local League, and the members of the state board.

Section 3: Qualifications and Voting Rights of Delegates

Each delegate shall be a voting member of LWVIN. Each delegate shall be entitled to only one vote at the council. Absentee or proxy voting shall not be permitted. The council shall be the sole judge of whether a delegate is qualified to vote.

Section 4: Powers

- a. The council shall give guidance to the board on program and method of work.
- b. The council shall elect officers, directors and committees as provided elsewhere in these bylaws.
- c. The council is authorized to change the program only in the event of an emergency. An emergency is a situation, new or changed since the last convention, which calls for immediate attention in order to take timely action.
- d. The council shall adopt a budget for the ensuing fiscal year.
- e. The council shall transact such other business as may be properly presented.

Section 5: Quorum

Delegates from one-third of the recognized local Leagues, other than the state board, shall constitute a quorum.

Article XI Nominating Committee

Section 1: Composition

The nominating committee shall consist of five voting members of LWVIN, no two of whom shall be members of the same local League. Committee member terms shall be two years but reelection is permitted.

Section 2: Duties

The nominating committee shall seek out and present to the convention or council, as appropriate, nominees for officers, directors, and chair of the succeeding nominating committee. The nominating committee shall request suggestions for nominations. Local League boards and individual members may send suggestions to the nominating committee. The nominating committee shall also compile names of potential board members and shall advise the president on request about filling vacancies on and off board.

Efforts should be made to ensure geographic diversity.

Section 3: Selection

- a. At Convention
 1. The chair, who shall not be a member of the board, shall be elected by the convention. Nomination for the chair shall be made by the current nominating committee; further nominations may be made from the floor.
 2. One member of the committee, who shall not be a member of the board, shall be elected by the convention. Nomination for this member shall be made by the nominating committee and additional nominations shall be accepted from the floor of the convention.. The consent of each nominee shall have been previously obtained.
 3. A member of the Board shall be selected by the Board at their first meeting after convention.
- b. At Council
 1. One member of the committee, who shall not be a member of the board, shall be elected by the council. Nomination for this member shall be made by the nominating committee and additional nominations shall be accepted from the floor. The consent of each nominee shall have been previously obtained.

2. A member of the Board shall be selected by the Board at their first meeting after council.

Any vacancy on the nominating committee shall be filled by appointment by the board, observing the same board or non-board membership status as that of the vacancy.

Section 4: Special Term Durations after Adoption

Those elected or appointed at the convention where these changes to XI.3 are adopted shall serve as follows: The Chair and two members shall serve 2 years; the other two members shall serve 3 years until the 2nd following council. The Chair shall assign each member into one of these two groups.

Article XII Nominations and Elections

Section 1: Report of the Nominating Committee and Nominations from the Floor

The report of the nominating committee of its nominations shall be sent to local Leagues one month in advance. The report shall be presented to the convention or council at its first session. Immediately following the presentation, nominations may be made from the floor, provided that the consent of each nominee has been previously obtained.

Section 2: Elections

At the first plenary session, the president shall appoint an election committee to conduct the election. The election shall be by ballot, except that if there is only one nominee for an office, it shall be by voice vote.

Article XIII Principles, Program and Action

Section 1: Principles

The principles are concepts of government adopted by the LWVUS convention and supported by LWVIN. They constitute the authorization for the adoption of national, state, and local program.

Section 2: Program Description

The program of LWVIN shall consist of:

- a. action to implement the principles, and
- b. those governmental issues chosen for concerted study and action.

Section 3: Program Selection

The convention shall select governmental issues for concerted study and action, using the following procedures:

- a. Local Leagues may submit program proposals to the LWVIN board at least two months prior to the convention.
- b. The LWVIN board shall consider the proposals and shall forward a recommended program to local Leagues at least one month prior to the convention. Program proposals not included in the recommended program shall be listed at the same time.
- c. Proposals for changes in the recommended program may be submitted by local Leagues and must be received by the state board at least two weeks before the opening of the

convention. The board shall consider such proposals before the convention and may revise its recommended program. Such revisions may not be voted on by the convention during the same session in which they are presented.

- d. A majority vote shall be required for the adoption of the program items recommended by the state board.
- e. Proposals for program submitted by local Leagues to the board at least two months before the convention but not recommended by the board may be adopted by the convention only when consideration is ordered by a majority vote and, at a later session, the proposal for adoption receives a two-thirds vote.

Section 4: Floor Concurrences

After local Leagues have studied a state program item selected in accordance with this article, have reached member agreement, and have reported the agreement to the LWVIN board, a position on the item is reached by the LWVIN board. No LWVIN position can be taken without approval by the LWVIN board. Therefore, "floor concurrences" or final positions on new program cannot be adopted by delegates at convention or council.

Section 5: Council Action

In an emergency, the council may change the program as provided in Article X-4-c. The following procedures shall be followed:

- a. The board shall notify local Leagues at least two months before the council of any emergency program changes it is recommending.
- b. Local League boards may also propose emergency changes in the program. They shall make any such proposals to the state board at least two months before an anticipated council. The state board shall consider all such proposals. Any emergency program change proposed by a local League board and recommended by the state board shall be announced to local League boards at least one month before the council.
- c. A two-thirds vote of the council shall be required to adopt any emergency program change recommended by the state board.
- d. Any emergency program change proposed to the state board by a local League in accordance with Section 5.b of this article, but not recommended by the state board, may be adopted by the council, provided consideration is ordered by a majority vote and the emergency change receives a two-thirds vote.

Section 6: Program Action

- a. Local Leagues and inter-League organizations may take action on governmental measures and policies only in conformity with the principles and positions taken by LWVUS and LWVIN and with their own positions. Members of local Leagues and members-at-large may act in the name of LWVIN only when authorized to do so by the state board.
- b. LWVIN may take action on governmental measures and policies only in conformity with the principles and positions taken by LWVUS and LWVIN. State board members may act in the name of LWVIN only when authorized to do so by the board.
- c. Local Leagues and inter-League organizations may take action on state governmental matters only when authorized to do so by the state board. Local Leagues and inter-League organizations may act only in conformity with, and not contrary to, the positions taken by LWVIN.

Article XIV

National Convention and Council

Section 1: National Convention

The board, at a meeting before the date on which names of delegates must be sent to LWVUS, shall appoint delegates to the national convention in the number allowed by the bylaws of LWVUS.

Section 2: National Council

The board, at a meeting before the date on which names of delegates must be sent to LWVUS, shall appoint delegates to the national council in the number allowed by the bylaws of LWVUS.

Article XV Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern LWVIN in all cases in which they are not inconsistent with public law and these bylaws.

Article XVI Amendments

Section 1: Process of Amendment

These bylaws may be amended by using the following procedures:

- a. At least three months before the convention,
 1. the president shall name a bylaws committee from among board members to submit proposed amendments to the board for consideration; and
 2. amendment proposals shall be solicited from the local Leagues. Such proposals must reach the state board at least two months before the convention.
- b. At least one month before the convention, all proposed amendments, together with the recommendations of the board shall be sent to local Leagues and to members-at-large.
- c. Presidents of local Leagues shall notify members of the proposed amendments.

Section 2: Adoption

A two-thirds vote of the convention shall be required to adopt any amendments to these bylaws.