

## **BYLAWS**

### **League of Women Voters of Kansas City/Jackson, Clay & Platte Counties**

As adopted by the organization 2004, April 2007, 2008, 2010, 2014, 2016, 2019

#### **ARTICLE I**

##### **Name**

Section 1 **Name:** The name of this organization shall be League of Women Voters of Kansas City/Jackson, Clay & Platte Counties hereafter referred to in these bylaws as League. This local League is an integral part of the League of Women Voters of the United States (herein referred to as LWVUS) and the League of Women Voters of Missouri (herein referred to as LWVMO).

Section 2 **Form:** The League shall be a nonprofit public benefit corporation incorporated under the laws of the State of Missouri.

#### **ARTICLE II**

##### **Purposes & Political Policy**

Section 1 **Purposes:** The Purposes of the League are to promote political responsibility through informed and active participation in government and to act on selected governmental issues. LEAGUE 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 articles, League 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 League shall be the carrying on of 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 League shall be eligible for membership.

Section 2 **Types of Membership:** This Corporation shall have the following two types of members who together shall be referred to herein as "Members": voting Members and nonvoting Associate-Members. Individuals at least 16 years of age may join the League as voting Members of League, LWVMO and of LWVUS. All others who join shall be Associate Members of League, LWVMO and LWVUS. Any Member or Associate Member of 50 years shall be referred to as a "Life Member" and excused from payment of dues.

**Section 3 Termination of Membership:** A member may resign at any time by providing notice to the Membership Chair. The resignation shall be effective upon receipt of such notice, unless a different resignation date is specified. Membership shall terminate upon the death of a member. The board may terminate a member for nonpayment of dues.

#### **ARTICLE IV Officers**

**Section 1 Election, Qualification and Terms:** The officers of League shall be president or co-presidents; a vice president, or, first and second vice presidents; and a secretary and a treasurer. They shall be voting members of the League and shall be elected for terms of 2 years by the general membership at the annual meeting. Except for the Treasurer, they take office immediately. The Treasurer shall take office at the beginning of the fiscal year. The President(s) and the Secretary shall be elected in odd-numbered years. The vice president or first and second vice president and the treasurer shall be elected in the even numbered years.

**Section 2 The President or Co-Presidents:** The President, or Co-President, shall preside at all meetings of the corporation and of the Board of Directors unless the President designates another person to do so. The office of the President may be held concurrently by Co-Presidents. -The President shall be an ex officio member of all committees except the nominating committee and the audit/budget committee; may sign or endorse checks in the absence of the Treasurer. The President shall perform such other duties as the Board may direct and shall sign all contracts, agreements, and other such instruments when so authorized by the Board.

In event of the absence, disability, resignation or refusal to act or death of the president or co-presidents, the Vice President(s) in order of their rank shall assume the office. If no vice-president is able to serve as president, the Board shall fill the vacancy from among the elected directors to serve until the next Annual Meeting.

**Section 3 The Vice President(s):** The Vice-President(s) shall perform such duties as the President(s) and the Board shall direct. In the event of the death, absence, disability, resignation or refusal to act as the President(s), the Vice President(s) in order shall possess all the powers and perform all the duties of the President(s) and shall do and perform such other duties and exercise such other authority as may be from time to time imposed upon or assigned to the Vice Presidents by the Board of Directors.

**Section 4 The Secretary:** The Secretary shall keep, or cause to be kept, at the principal office or such place as designated by the Board, the original or copy of the corporation's Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 5 **The Treasurer:** The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transaction of the corporation. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board. In the absence or disability of the Treasurer, the President, the Vice President or the Secretary may sign or endorse checks, drafts, and notes.

The Treasurer shall present financial statements to the Board at its regular meeting, the program's year-to-date financial report to the members at the Annual Meeting, and a year-end financial report to the Board within 60 days of the close of the fiscal year.

## **ARTICLE V**

### **Board of Directors**

Section 1 **Selection, Qualifications, Term and Vacancy:** The Board of Directors shall consist of the officers of LEAGUE, up to 6 directors elected by the annual meeting and not more than 6 directors who are appointed by the elected members of the Board. All Directors must be voting members of LEAGUE. Vacancies other than the Presidency may be filled by vote of the remaining members of the Board. An appointment to a board vacancy will expire at the next annual meeting.

Directors shall be elected at the annual meeting to serve beginning at the close of the annual meeting for a term of two program years. One half of the directors shall be elected or appointed in odd numbered years and the remaining one half in the even numbered years. An appointed director, other than by appointment to fill a vacancy, shall hold office concurrently with the directors elected in the same year in which the appointment occurs. Each director shall have responsibility for a portfolio which is one of the program year's main areas of program and action.

Section 2 **Powers:** The Board shall manage and supervise the business affairs and activities of LEAGUE subject to the instructions of the annual meeting. It shall select delegates to state convention and council and to national convention. It shall accept responsibility for such other matters as the national or state Board may from time to time delegate to it. It shall have the power to create such special committees, as it deems necessary and shall perform such other duties as are specified in these bylaws. The Board shall be responsible for supervising all development activities and insuring that the necessary resources for the operation of LEAGUE will be secured. The Board shall be responsible for overseeing all compliance requirements.

Section 3 **Meetings:** At least 5 regular meetings of the Board shall be held annually. The President may call special meetings and shall call a special meeting upon the written request of 5 members of the Board. Members of the Board shall be notified of the time, place, and purpose of the special Board meeting at least 48 hours in advance electronically or by phone.

Section 4 **Electronic Meetings:** Meetings may be conducted by telephone or other communication technology. When the meeting is called, all Board members shall be informed that official business may be transacted and that a member who is participating by electronic means is deemed present in person at the meeting. At the beginning of the meeting and again at the time any vote is conducted, each member shall verify their identity and their ability to simultaneously hear each other.

**Section 5 Action Without Meeting:** The directors may take action between meetings by mail or an e-mail ballot, when necessary, provided that notice of the proposed action sets forth the proposed action, provides the opportunity to specify approval or disapproval of the proposal, and a reasonable time in which to return the ballot is allowed. Notice, quorum, and other requirements for the conduct of meetings shall apply. Ballots shall be filed with a report of the action and shall be part of the minutes of the next meeting of the Board of Directors.

Section 6 **Executive Committee:** The President or Co-presidents, the Vice-president(s), the Secretary and the Treasurer shall constitute the Executive committee. The executive committee shall exercise such power and authority as may be delegated to it by the Board and shall report to the Board on all actions taken by it at the next Board meeting.

Section 7 **Quorum:** A majority of the Board of Directors shall constitute a quorum and a majority of those present shall have power to act in all matters except as specified elsewhere in these bylaws.

Section 8 **Removal from Office:** Three unexcused absences within a program year from regular Board meetings shall constitute reason for removal from the board. A 2/3 vote of the Board quorum is required to remove a Board member for three unexcused absences or failure to perform duties.

Section 9 **Compensation:** No person shall receive compensation for serving on the Board. A member of the Board may be reimbursed for reasonable out of pocket expenses as the Board determines.

## **ARTICLE VI MEETINGS**

Section 1 **Membership Meetings:** There shall be no fewer than four meetings of the General Membership each year. The Board shall determine the time and place.

Section 2 **Annual Meeting:** An annual meeting shall be held in April or May, the exact date, time and place to be determined by the Board. The annual meeting shall:

- a) Adopt a local program for the ensuing year, by examining each existing local position for retention, modification, or deletion by vote of the annual meeting.
- b) Vote on the board's recommended and non-recommended proposed studies
- c) Elect officers and directors
- d) Elect the chair and two members of the nominating committee
- e) Adopt a budget for the next fiscal year
- f) Transact such other business as may properly come before it
- g) A quorum shall consist of 15% of voting members

Members shall receive all materials for the annual meeting in writing at least two weeks in advance

**Section 3 Special meetings:** The Board may call a special general membership meeting and shall call such a meeting upon the written request of one percent of the voting members. Members shall be notified in writing at least seven days in advance of the meeting. Notice of such meetings shall state the purpose of the meeting and only business related to that purpose may be considered and acted on, including changes in local program.

Fifteen percent, two of whom shall be officers of the LEAGUE, shall constitute a quorum at special meetings.

## **ARTICLE VII**

### **Nominations and Elections**

**Section 1 Nominating Committee:** The nominating committee shall consist of at least three members: a chairman and two members that shall be elected at the annual meeting to serve until the next annual meeting. Following the election, the board may appoint more Nominating Committee members not already serving on the board to serve with the elected nominating committee members. All appointments are to be made at the recommendation of the Nominating Committee. Vacancies on the committee shall be filled by appointment by the Board.

**Section 2 Report of Nominating Committee:** The report of the Nominating Committee shall include the slate -of nominations for officers and directors and a chair and two-members of the next nominating committee, and shall be sent to the Board no later than its regular meeting prior to the Annual Meeting, and to all members at least two weeks before annual meeting. The report of the nominating committee shall be published in The Call and presented at the annual meeting. Nominations may be made from the floor immediately after presentation of the slate of candidates provided the consent of the nominee has been obtained.

**Section 3 Elections:** The election shall be by ballot except if there is only one nominee for each position on the ballot, the entire slate of candidates may be elected by vote of acclamation. A majority vote shall constitute election. Sufficient ballots shall be printed by the Nominating Committee for use at the election if needed.

Section 4 **Leadership Development:** When making nominations, the committee should consider nomination for board service to be an opportunity for League to develop leadership within the organization.

## **ARTICLE VIII**

### **Indemnification of Directors, Officers, Employees and Agents**

Section 1 **Mandatory Indemnification:** The Corporation shall to the maximum extent permitted under the General Not-For-Profit Corporate Law of the State of Missouri as amended, indemnify and allow reasonable expenses of any person who was or is a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of or volunteered services to the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of any committee or of any other Corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such person.

Section 2 **Liberal Construction:** In order for League to obtain and retain qualified directors and officers, the foregoing provisions shall be liberally administered in order to afford maximum indemnification of directors and officers and accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent or public policy.

Section 3 **Supplementary Benefits:** The League may supplement the right of indemnification under Section 1 of this Article by one or more of the following: purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

## **ARTICLE IX**

### **Principles and Programs**

Section 1 **Principles:** The principles are concepts of government adopted by the LWVUS National Convention and supported by the League as a whole. They are the authorization for the adoption of national, state and local/regional program.

**Section 2 Program:** The program of the League shall consist of its public policy positions and actions to implement the Principles and those local/regional governmental issues chosen by the annual meeting for concerted study and action as follow:

Voting members may make recommendations to the Board for the annual program at least ~~two months~~ six weeks before the annual meeting, by proposing to modify or delete an existing position, or undertake a new or updated study.

- a) The Board shall consider these recommendations and formulate a proposed program of public policy positions which shall be sent to the members at least two weeks before the annual meeting.
- b) The annual meeting shall adopt by majority vote a program of existing positions and proposed additions, deletions, or modifications of positions, and approved studies to be undertaken.
- c) Program recommendations submitted to the Board but not proposed by the Board may be considered by the annual meeting provided that the
  - i. The annual meeting shall order consideration by a majority vote of the members present
  - ii. The annual meeting shall adopt the item by a majority vote of the members present.

Section 3 **Change in Program:** Changes in the adopted annual program, in the case of altered conditions, may be made provided that information concerning the proposed change has been sent to all members at least two weeks before a general membership meeting at which the change is to be discussed and final action by the membership is taken at a succeeding meeting.

Section 4 **Program Action:** Members may act in the name of the League only when authorized to do so by the appropriate board. They may act only in conformity with, and not contrary to, a position taken by the LEAGUE, the LWVMO or the LWVUS.

Section 5 **Program Record:** A record shall be kept of the LEAGUE's positions on local governmental issues in the Secretary's permanent file.

## **ARTICLE X**

### **Financial Administration**

Section 1 **Fiscal Year:** The fiscal year of the League shall be from July 1 to June 30 of each year.

Section 2 **Dues:** Shall be paid upon becoming a member in accordance with **the Standing Rules** and shall be renewable annually. The amount of dues shall be determined by the Board and approved by the membership at the Annual meeting. Membership shall be canceled if dues are not paid in a timely manner and in accordance with the Standing Rules. When two ~~or more~~ members reside at the same address in a common household, the payment determined will be one full membership and one half of that for the 2<sup>nd</sup> household member.

Section 3 **Finance/Audit Committee:** A finance/audit committee shall be appointed by the Board to prepare an annual budget, review all financial records (with outside consultants, if needed), provide oversight of the "conflict of interest" policy and of compliance requirements. The proposed budget for the next fiscal year shall be sent to all members at least two weeks before the annual meeting.

**Section 4 Distribution of Funds on Dissolution:** In the event of the dissolution of LEAGUE all monies and securities or other property of whatsoever nature which may at the time be owned by or under the control of LEAGUE shall be paid to the LWVMO Education Fund which is exempt under section 501 c (3) after the state and national per member payments and other obligations have been met. If this organization is not 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 Section 501 c (3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

#### **ARTICLE XI**

##### **Parliamentary Authority**

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

#### **ARTICLE XII**

##### **Amendments**

These bylaws may be amended by a two-thirds vote of voting members at the annual meeting or at a special meeting called for that purpose provided that the proposed amendments were submitted to the membership in writing at least two weeks in advance of the meeting.

#### **ARTICLE XIII**

##### **Governance**

Wherever not otherwise provided in the bylaws, the internal affairs of LEAGUE shall be governed by the procedures established in the General Not-For-Profit Corporate Law of the State of Missouri. The Board shall establish written policies for effective governance and the conduct of activities to set and achieve the operational goals of LEAGUE, as directed by the membership in the annual meeting.