

## **LWV OF BOULDER COUNTY BYLAWS**

*On May 6, 2017 members approved proposed amendments to Article IV, Section 1; Article V, Sections 1 and 5, and Article VI, Section 2.*

### **ARTICLE I**

#### **Section 1**

The name of this corporation shall be the LEAGUE OF WOMEN VOTERS OF BOULDER COUNTY, INC., hereinafter referred to in these Bylaws as LWVBC. This local League is an integral part of the League of Women Voters of the United States (LWVUS) and of the League of Women Voters of Colorado (LWVCO).

### **ARTICLE II. PURPOSES AND POLICY**

#### **Section 1. Purposes**

League of Women Voters of Boulder County 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 provisions of these Bylaws, League of Women Voters of Boulder County 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 League of Women Voters of Boulder County shall be attempting to influence legislation.

#### **Section 2. Political Policy**

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

### **ARTICLE III MEMBERSHIP**

#### **Section 1. Eligibility**

Any person who subscribes to the purpose and policy of the League shall be eligible for membership.

#### **Section 2. Types of Membership**

a. Voting Members. Persons at least 16 years of age who join the LWVBC shall be voting members of the LWVBC, the LWVCO, and the LWVUS; (1) those who live within an 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 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. 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 elected by the general membership, at least six elected Directors, and not more than six appointed Directors. At least three of the 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. The elected members shall appoint such additional Directors, not exceeding six, as they deem necessary to carry on the work of the League. The terms of office of the appointed Directors shall be one year and shall expire at the conclusion of the next Annual Meeting.

#### **Section 2. Qualifications**

No person shall be elected or appointed or shall continue to serve as an officer or Director of this corporation unless that person is a voting member of the LWVBC.

#### **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 the next Annual Meeting by a majority vote of the remaining members of the Board of Directors. Three consecutive absences from a Board meeting of any member without valid reason shall be deemed a resignation.

#### **Section 4. Powers and Duties**

The Board of Directors shall have charge of the property and business of the corporation 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. As it may deem necessary, the Board shall create and designate special committees, e.g., an executive committee, an auditing committee. The powers and authority of such committees shall be determined by the Board.

### **Section 5. Meetings**

There shall be at least nine regular meetings of the Board of Directors annually. The President, or a Co-President, may call special meetings of the Board of Directors and shall call a special meeting upon the written request of five members of the Board. Board members may make decisions by the use of e-mail messages. Any decision made by e-mail shall be reported at the next Board meeting and shall be included in the minutes as official record.

### **Section 6. Quorum**

A majority of the elected members of the Board shall constitute a quorum.

### **Section 7. Polls Outside of Meetings**

The President, or a Co-President, may poll the Board and make a public statement based on results of the poll provided that:

- a. The League is being asked to support or oppose a local public policy issue not previously discussed at any Board meeting, and
- b. A stand must be stated prior to the next Board meeting to influence public policy, and
- c. A majority of the Board agree that the chosen stand is consistent with League positions, and
- d. The stand is recorded at a subsequent meeting of the Board.

## **ARTICLE V. OFFICERS**

### **Section 1. Enumeration and Election of Officers**

The Officers of the LWVBC shall be a President or Co-Presidents, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. The President or Co-Presidents shall be elected for a term of one year by the general membership at an Annual Meeting and take office on the first day of July following the election. The Secretary and Treasurer shall be elected for a term of two years by the general membership at an Annual Meeting and take office on the first day of July following their election. The Secretary shall be elected in odd-numbered years; the Treasurer shall be elected in even numbered years. The First Vice President and the Second Vice-President shall be chosen by the Board from the ranks of Directors to serve until the conclusion of the next Annual Meeting. Serving as a Vice President does not change the length of a Director's term on the Board

### **Section 2. The President**

The President, or a Co-President, shall preside at all meetings of the corporation and of the Board

of Directors. The President, or a Co-President, may, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes. The President or a Co-President, shall be, ex officio, a member of all committees except the Nominating Committee. The President, or a Co-President, 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. The 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, or both Co-Presidents, possess all the powers and perform all the duties of that office until such time as the Board of Directors shall elect one of its members to fill the vacancy. Vice-Presidents shall perform such other duties as the President, a Co-President, and Board may designate.

### **Section 4. The Secretary**

The Secretary shall keep minutes of all meetings of the League at which business is transacted and of all meetings of the Board of Directors and shall send copies of the minutes of the meetings of the Board of Directors to State and National offices as requested. The Secretary shall notify all Officers and Directors of their election. The Secretary shall sign, with the President, or a Co-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 serves on the Board and is responsible for all financial aspects of the organization by overseeing the financial administration, reviewing procedures and financial reporting, advising the Board on financial strategy and advising on fundraising. The Treasurer disburses according to Board policy or direct order of the Board. The Assistant Treasurer is appointed by the Board and manages accounting procedures. The Assistant Treasurer collects and deposits all monies received and reviews all records with the Treasurer, accomplishing tasks as assigned. The Treasurer shall present statements to the Board at their regular meetings and an Annual Report to the Annual Meeting. There shall be a review or examination of the books of the Treasurer before the Annual Meeting and at such other times as requested by the Treasurer or the Board of Directors.

## **ARTICLE VI. FINANCIAL ADMINISTRATION**

### **Section 1. Fiscal Year**

The fiscal year of the LWVBC shall commence on the first day of July in each year.

### **Section 2. Dues**

a. Annual dues consist of three parts: the per member payment (PMP) collected and sent to the State League annually; the PMP collected and sent to the National League annually; and the payment collected by the LWVBC for the purpose of meeting its operating expenses and maintaining a reserve.

b. The dues shall be no less than the sum of the PMPs paid annually to the State and National Leagues, plus the amount deemed necessary for operations at the local level. The amount payable shall be recommended by the Board and submitted to the Annual Meeting for adoption of changes. Increases to one or both PMP levels may be added by action of the Board, to the annual dues rate agreed upon at the LWVBC Annual Meeting the same year the new PMP takes effect.

c. An eligible person becomes a member of the LWVBC upon payment of dues and remains a member for 12 months, setting an expiration date. No refunds are given if members choose to resign in advance of their membership expiration date. Members may pay in advance for additional years of membership. Renewal for 12 months requires payment of dues within 30 days following the expiration date. Failure to pay within one month of the expiration date shall cause the individual to be dropped from the membership rolls. The individual may be reinstated at any point when s/he has again paid in full. If the individual was dropped from membership more than six months prior to the payment resulting in reinstatement, the expiration date shall be reset to the one-year anniversary of that payment.

d. Members are those for whom regular dues are paid in full. Student member dues equal one half the regular member's rate. Household member dues are one half the regular member's rate and this applies to the first and each subsequent individual who shares an address with the primary member. Sustaining members are those who make monthly payments of at least \$5/month above the individual rate. The sustaining contribution may be paid monthly or in a single lump sum of at least \$60 per individual (\$120 for a sustaining household). Life members are those with more than 50 years of membership and are not charged

dues. Complimentary members are those excused from paying dues by action of the board. Eligible members may opt for a different category of membership when they renew.

### **Section 3. Budget Committee**

A Budget Committee shall be appointed by the Board of Directors at least three months prior to the Annual Meeting to prepare a budget for the ensuing year. The proposed budget shall be sent to the Board for review and approval. The Treasurer shall not be eligible to serve as chair of the Budget Committee.

### **Section 4. Budget**

A proposed budget for the ensuing year shall be submitted by the Board of Directors to all members one month before the Annual Meeting and shall be presented at the Annual Meeting for adoption. The budget shall include support for the work of the League as a whole.

### **Section 5. Distribution of Funds on Merger or Dissolution**

In the event of the merger or dissolution of the League of Women Voters of Boulder County, for any reason all monies and securities or properties of whatsoever nature be owned or under the absolute control of League of Women Voters of Boulder County shall be distributed at the discretion of the board to any member organization of the national League of Women Voters which is exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, or if none of those organizations are then in existence, or exempt under those 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.

## **ARTICLE VII. MEMBERSHIP MEETINGS**

### **Section 1. Membership Meetings**

There shall be at least two (2) meetings of the membership each year. Time and place shall be determined by the Board of Directors.

### **Section 2. Annual Meeting**

An Annual Meeting shall be held between mid April and mid May, or the nearest convenient date thereto, 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 membership shall constitute a quorum at all membership meetings of the LWVBC.

## **ARTICLE VIII. NOMINATIONS AND ELECTIONS**

### **Section 1. Nominating Committee**

The Nominating Committee shall consist of five (5) members, two of which shall be members of the Board of Directors. The chairman and 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 shall be appointed by the Board of Directors immediately following the Annual Meeting. 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 one month before the date of the Annual Meeting. The report of the Nominating Committee shall be presented to 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. Elections**

The election shall be by ballot. If there is but one nominee for any office, the Secretary may be instructed to cast the ballot for that office. A majority vote shall elect. 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**

The Program of the LWVBC shall consist of

- a. Action to implement the LWVUS principles.
- b. Those local governmental issues chosen for concerted study and action.
- c. New or amended local positions arrived at after study, member consensus or concurrence and Board approval. Such positions shall be effective immediately and may serve as the basis for action taken prior to the next annual meeting.

### **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 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. Recommendations for program submitted by voting members two months prior to the Annual Meeting but not 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 LWV only when authorized by the proper Board of Directors.

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

### **Section 1. National Convention**

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 LWVBC under the provisions of the Bylaws of the LWVUS.

**Section 2. State Convention**

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 LWVBC under the provisions of the Bylaws of LWVCO.

**Section 3. State Council**

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 that Council in the number allotted the LWVBC under the provisions of the Bylaws of LWVCO.

**ARTICLE XI. PARLIAMENTARY AUTHORITY**

**Section 1. Parliamentary Authority**

The rules contained in Robert's Rules of Order, Newly Revised, shall govern the corporation 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 vote of the voting members present and voting at the Annual Meeting, provided the amendments were submitted to the membership in writing at least one month in advance of the meeting. (Amended 1967, 1968, 1969, 1971, 1972, 1973, 1974, 1975, 1976, 1977, 1978, 1985, 1988, 1992, 1994, 1995, 1996, 2002, 2005, 2007, 2008, 2014, 2016, 2017)