

League of Women Voters of Orange County

BYLAWS

Adopted April 26, 2018

As adopted October 29, 1939 and amended February 1955; March 5, 1970; March 24, 1971; March 22 1973; March 31, 1974; March 28, 1978; Annual Meeting 1986; April 23, 2008; May 28, 2011; April 24, 2013; April 2014; April 26, 2018

ARTICLE I. NAME

The name of this organization shall be the League of Women Voters of Orange County (LWVOC). 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 Florida (LWVFL).

ARTICLE II. PURPOSE AND POLICY

- Sec 1. The purpose of the LWVOC shall be to promote political responsibility through informed and active participation in government and to act on selected governmental issues.
- Sec 2. The League shall not support or oppose any political party or any candidate.

ARTICLE III. MEMBERSHIP

- Sec 1. **Eligibility** Any person who subscribes to the purpose and policy of the League shall be eligible for membership.
- Sec 2. **Types of Membership** The membership of LWVOC shall be composed of voting members and associate members.
- 2.1 **Voting Members:** Persons at least 16 years of age who join the LWVOC, and are in good standing, shall be voting members of the local and state Leagues of their place of joining and of the LWVUS.
- a. **Members:** Those who live within the area of any local League may join that League or any other local League.
- b. **Members-at-Large:** Those who reside outside the area of any local League may join a local League or shall be state members-at-large.
- c. **Life Members:** Those who have been members of the League for 50 years or more shall be life members excused from payment of dues.
- 2.2 **Associate Members:** All others who join the League shall be associate members.

ARTICLE IV. BOARD OF DIRECTORS

- Sec 1. **Number** The Board of Directors (Board) shall consist of the LWVOC (see Article V), eight elected directors and not more than eight appointed directors.
- Sec 2. **Elected Directors, Election and Terms of Office** Of the elected directors, four shall be elected in odd-numbered years and four in even-numbered years by the general membership at the Annual Meeting and shall serve for a term of two years or until their successors have been elected and qualified.
- Sec 3. **Appointed Directors, Selection and Terms of Office** The President shall appoint such additional directors, with the majority approval of the elected members of the Board, and not to exceed the number of elected directors, as the President deems 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.
- Sec 4. **Qualifications** All voting members of the LWVOC are eligible for election or appointment as officers or directors of this organization.
- Sec 5. **Vacancies** Any vacancy occurring in the Board by reason of the resignation, death or disqualification of an officer or elected member shall be filled, until the next Annual Meeting, by the majority vote of the remaining members of the Board. Unexcused absences from three consecutive Board meetings or four unexcused absences from Board meetings in a year shall be considered a resignation from the Board.
- Sec 6. **Powers and Duties** The Board shall have full charge of the property and business of LWVOC, 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.
- Sec 7. **Board Meetings** There shall be at least eight regular meetings of the Board annually as scheduled by the Directors. The Presidents have full authority to call special meetings of the Board as needed. Meetings may be requested by Board members upon written request of five Board members.
- Sec 8. **Vote by Electronic Means** When matters arise upon which the Board must vote between scheduled meetings there may be a need to take the vote electronically. Information may be distributed electronically and the votes may be received by the Secretary electronically. Procedural requirements include:
- a. Two days (48 hour) notice and request for vote.
 - b. The results shall be noted in the minutes of the following board meeting.
- Sec 9. **Quorum** A majority of the Board shall constitute a quorum.
- Sec 10. **Board Member Removal** 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 majority vote of the Board.

ARTICLE V. OFFICERS

- Sec 1. **Enumeration and Election of Officers** The officers of LWVOC shall be a President or Co-Presidents, 1st Vice President, 2nd Vice President, a Secretary and a Treasurer. The President(s) and the 1st Vice President shall be elected for a term of one year. Other officers shall be elected for terms of two years. Officers are to be elected by the general membership at the Annual Meeting and shall take office immediately.
- Sec 2. **President(s)** The President(s) shall preside at all meetings of the organization and of the Board, except as provided in Section 3, below. The President(s) may, in the absence or disability of the treasurer, sign or endorse checks, drafts and notes. The President(s) shall be ex officio member of all committees except the Nominating Committee. The President(s) shall have such usual powers of supervision and management as may pertain to the Office of the President and shall perform such other duties as may be designated by the Board. Only the President(s) or the Presidents' designee may speak for the League.
- Sec 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, possess all the powers and perform all the duties of that office. In the event that neither Vice President is able to serve in this capacity, the Board shall elect one of its members to fill the vacancy until the next Annual Meeting. The Vice Presidents shall perform such other duties as the President(s) and Board may designate. The Vice Presidents, at the request of the President(s), may preside at any specific meeting.
- Sec 4. **Secretary** The Secretary shall keep minutes of the Annual Meetings and all meetings of the Board and shall perform such other functions as may be incident to the office and requested by the Presidents.
- Sec 5. **Treasurer** The Treasurer shall collect and receive all monies due. The Treasurer shall be the custodian of these monies, shall deposit them in a bank designated by the Board, and shall disburse the same only upon approval of the Board. The treasurer shall present statements to the Board at their regular Board meetings and an annual report to the Annual Meeting. The Treasurer, or other directors as designated by the Board, shall sign all contracts and agreements on behalf of the League and in accordance with the policies approved by the Board.
- Sec 6. **Past Presidents** The immediate Past President(s) shall be a voting member of the Board for the year following service as President. The immediate Past President(s) shall perform such duties as the President(s) and the Board shall designate.

ARTICLE VI. FINANCIAL ADMINISTRATION

- Sec 1. **Fiscal Year** The fiscal year of LWVOC shall commence on the first day of April each year.
- Sec 2. **Dues** The Board sets the dues and is authorized to make changes to the membership fees, categories and method of collection by majority vote.
- Sec 3. **Dues Nonpayment** Annual dues shall be due and payable by members each year. Members who fail to pay dues on time will be in expired status until their dues are paid.
- Sec 4. **Budget** A budget for the ensuing year shall be submitted by the Board to the Annual Meeting for adoption. The budget shall include support for the work of the League as a whole.
- Sec 5. **Budget Committee** A Budget Committee shall be appointed by the Board at least two months prior to the Annual Meeting to prepare a budget for the ensuing year. The proposed budget shall be approved by the Board and sent to all members one month before the Annual Meeting. The Treasurer shall serve as a member of the Budget Committee, but shall not be eligible to serve as Chairman of the Budget Committee.
- Sec 6. **Financial Review** There shall be an annual review of the LWVOC books by an accredited CPA.

ARTICLE VII. MEETINGS

- Sec 1. **Membership Meetings** There shall be at least three general meetings of the membership each year. Time and place shall be determined by the Board.
- Sec 2. **Annual Meeting** An Annual Meeting shall be held in April each year, the exact date to be determined by the Board. The Annual Meeting shall adopt a local program for the ensuing year, elect officers, directors and members of the nominating committee, adopt an adequate budget and transact such other business as may properly come before it.
- Sec 3. **Quorum** A quorum of all general meetings of LWVOC shall consist of members present.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

- Sec 1. **Nominating Committee** The nominating committee shall consist of five members; two of whom shall be members of the Board. 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 two members shall be appointed by the Board immediately following the Annual Meeting. Any vacancy on the Nominating Committee shall be appointed by the President(s). Suggestions for nominations for officers and directors may be sent to this committee by any voting member.

- Sec 2. **Nominating Committee Report** The report of the Nominating Committee of its nominations for officers, directors and members of the succeeding Nominating Committee shall be sent to all members one month before the date of the Annual Meeting. The final report of the Nominating Committee shall be presented at the Annual Meeting.
- Sec 3. **Nominations from the Floor** Immediately following the presentation of the Nominating Committee Report at the Annual Meeting, nominations may be made from the floor by any voting member provided the consent of the nominee shall have been secured.
- Sec 4. **Elections** The election shall be by ballot. When there is but one nominee for each office, the ballot may be dispensed with and the election held by voice vote or a show of hands by those present. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE IX. PROGRAM AND PRINCIPLES

- Sec 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.
- Sec 2. **Program** The local Program of the LWVOC shall consist of such local governmental issues pertaining to Orange County as are chosen for concerted study and action and those local issues that are recommended at the Annual Planning Meeting, Committee Meetings, or submitted by voting members in January or February.
- Sec 3. **The Annual Meeting** The Annual Meeting shall act upon the Program using the following procedures:
- a. The Board shall consider recommendations for the local Program 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 vote 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.
 - d. Recommendations for the Program submitted by voting members prior to the Annual Meeting, but not recommended by the Board, may be considered by the Annual Meeting provided that:
 - 1) The Annual Meeting shall order consideration by a majority vote.
 - 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 voted upon.
- 2) Any change adopted shall be by a two-thirds vote.

Sec 4. **Member Action** Members may act in the name of the LWVOC only when authorized to do so by the President(s).

ARTICLE X. CONVENTIONS

Sec 1. **National Delegates** Members of the Executive Board, at a meeting before the date on which the names of the delegates must be sent to the LWVUS, shall select the allotted number of delegates to the national convention of the LWVUS under the provisions of the bylaws of LWVUS.

Sec 2. **State Delegates** Members of the Executive Board, at a meeting before the date on which the names of the delegates must be sent to the LWVFL, shall select the allotted number of delegates to the state convention of the LWVFL under the provisions of the bylaws of LWVFL.

ARTICLE XI. PARLIMENTARY AUTHORITY

A current edition of *Robert's Rules of Order* shall govern the conduct of business in all cases in which they are applicable and not in conflict with these bylaws.

ARTICLE XII. AMENDMENTS

Sec 1. **Amendments** These bylaws may be amended by a two-thirds vote at any Annual Meeting, using the following procedures:

- a. Proposals for change shall be submitted by any local League member to the Board at least three months prior to the Annual Meeting.
- b. All such proposed amendments together with the recommendations of the Board shall be sent to the local membership at least one month prior to the Annual Meeting.