

# LEAGUE OF WOMEN VOTERS OF VIRGINIA BYLAWS (as approved by Convention Delegates)

As amended: June 2, 2013, June 18, 2016 (pursuant to LWVUS action), May 23, 2021, June 3, 2023.

## ARTICLE I. Name and Office

**Sec. 1. Name.** The name of this organization shall be League of Women Voters of Virginia, hereinafter referred to as LWV-VA or the state League. This state League is an integral part of the League of Women Voters of the United States, hereinafter referred to as LWVUS.

**Sec. 2. Office.** The principal office of the LWV-VA shall be at such place as the board of directors shall determine.

## ARTICLE II. Purposes and Policy

**Sec. 1. Purposes.** The purposes of the LWV-VA are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

**Sec. 2. Political Policy.** The League shall not support or oppose any political party or any candidate.

**Sec. 3. Diversity, Equity, and Inclusion Policy.** The League is fully committed to ensure compliance with diversity, equity, and inclusion, in principle and in practice.

## ARTICLE III. Membership

**Sec. 1. Eligibility.** Any person who subscribes to the purposes and policy of the League shall be eligible for membership.

### Sec. 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, the state League 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, and (4) those who are students enrolled either full or part time with an accredited institution.
- b. **Associate Members.** All others who join the League shall be associate members.

## ARTICLE IV. Officers

**Sec. 1. Election, Qualifications and Term.** The officers of the LWV-VA shall be a president, or co-presidents, and a first vice-president, a second vice-president, a secretary, and a treasurer who shall be voting members of the LWV-VA. They shall be elected by the convention. They shall take office on July 1 following convention and shall serve for two years or until their successors have been elected and qualified.

**Sec. 2. The President.** The president or co-presidents shall have such powers of supervision and management as customarily pertain to the office; shall preside at all meetings of the organization and of the board of directors or designate another person to do so; shall be, ex officio, a member of all committees except the nominating committee; shall appoint an elected member of the board to sign with the president, all contracts and other such

instruments when so authorized by the board; may, in the absence or disability of the treasurer, sign or endorse checks, drafts and notes; and shall perform such other duties as the board may designate. The office of the president may be filled by two persons, to be called co-presidents. Thus, the term president shall refer to either a president or two co-presidents in these bylaws.

**Sec. 3. The Vice-Presidents.** The two vice-presidents, in the order of their rank, shall, in the event of the 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 of directors shall fill the vacancy from among the elected directors. The vice-presidents shall perform such other duties as the president and board may designate.

**Sec. 4. The Secretary.** The secretary shall keep or cause to be kept minutes of convention, council and of meetings-- whether in-person or electronic--of the board of directors and executive committee and present them to the board for approval at its next meeting. The secretary shall notify all officers and directors of their election. The secretary shall perform such other duties as customarily pertain to the office.

**Sec. 5. The Treasurer.** The treasurer, or a duly appointed assistant, shall collect and deposit all monies received. The treasurer shall be the custodian of these monies, shall deposit them in financial institutions designated by the board of directors, and shall disburse the same in accord with the adopted budget or upon order of the board of directors. The treasurer shall present periodic statements to the board at its regular meetings and an annual report to the convention or council. The books of the treasurer shall be reviewed when a new treasurer takes office and no less frequently than biennially and a report shall be presented to the board at its next meeting.

**Sec. 6. Transfers of Property.** With prior approval of the board, either the president or the treasurer shall have the authority to assign, endorse, transfer and deliver, in the name and on behalf of the LWV-VA, any certificate of stock, bond, note or other security or property belonging to the League.

## **ARTICLE V. Board of Directors**

**Sec. 1. Selection, Qualifications and Term.** The board of directors shall consist of the officers of the LWV-VA, six directors elected by the convention and not more than six directors appointed by the elected members of the board. All directors shall be voting members of the LWV-VA. The elected directors shall take office on July 1 following the convention and serve for two years or until their successors have been elected and qualified. The term of office of the appointed directors shall expire concurrently with that of the elected directors.

**Sec. 2. Vacancies.** Vacancies other than the presidency may be filled, until the next convention, by vote of the remaining members of the board.

### **Sec. 3. Powers.**

- a. 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 convention.
- b. The board shall plan and direct the work necessary to carry out the program on state governmental matters as adopted by the convention and/or council.
- c. The board shall accept responsibility delegated to it by the board of directors of the LWVUS for the organization and development of local Leagues; guidance of and cooperation with Inter-League Organizations (hereinafter referred to as ILOs); promotion of League program; financial development; and such other matters as the national board may delegate to it. It may form Leagues-at-Large where circumstances dictate such organization and shall adopt rules and procedures for the formation and operation of such Leagues-at-Large.
- d. The board shall have the power to appoint off-board chairs with organization or program portfolios; to create such special committees as it deems necessary; and shall perform such other duties as are specified in these bylaws.

**Sec. 4. Regular Meetings.** There shall be at least four regular meetings of the board of directors annually. A minimum of two of these shall be in-person meetings. Notice of the time and place of the meeting shall be given by mail or electronic communication at least two weeks before the meeting. No action taken at any regular board meeting attended by three fourths of the members of the board shall be invalidated because of the failure of any member or members of the board to receive any notice properly sent or because of irregularity in any notice actually received. More than three unexcused absences in one fiscal year shall constitute a resignation.

**Sec. 5. Special Meetings.** The 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. Notice of the time and place of the special meeting shall be given at least six days before the meeting, provided, however, that during a convention the president may, or upon the request of five members of the board shall, call a special meeting by handing the members of the board a written notice of the time and place of said meeting.

**Sec. 6. Quorum.** A majority of the members of the board shall constitute a quorum. Up to one quarter of the members of the board may participate in an in-person meeting by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear or communicate electronically with one another. Participation by such means shall constitute presence in person at a meeting.

**Sec. 7. Executive Committee.** An executive committee composed of the president or co-presidents, the vice presidents, the secretary and the treasurer shall make decisions between regular board meetings on matters that require immediate attention. The committee shall exercise such power and authority as may be delegated to it by the state board and shall keep minutes and report to the board at its next meeting on all actions taken.

**Sec 8. Electronic Meetings.** Regular and special meetings of the board of directors and executive committee may be conducted by electronic means, such as telephone conference calls, video conferencing, or e-mail.

## **ARTICLE VI. Local Leagues, ILOs and Leagues-at-Large**

### **Sec. 1. Local Leagues.**

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

The state board has responsibility for the establishment of new Leagues and shall recommend to the national board that it grant recognition as a local League to any group of members of the League in any community within the state in which no local League exists, provided the group fulfills state and national requirements.

- b. In the event of recurrent failure of a local League to fulfill these requirements, the state board shall recommend to the national board that it withdraw recognition from the local League. All funds held by a local League from which recognition has been withdrawn shall be paid to the LWV-VA after the national per member payment and other obligations have been met.

### **Sec. 2. Inter-League Organizations (ILOs).**

- a. Members enrolled in local Leagues may organize ILOs in order to promote the purposes of the League and to take action on county, metropolitan or regional governmental matters.
- b. The state board shall recommend to the national board that such an ILO be recognized provided requirements adopted by the national convention have been fulfilled. In the event of recurrent failure of an ILO to fulfill these requirements, the state board shall recommend to the national board that it withdraw recognition from the ILO. All funds held by an ILO from which recognition has been withdrawn shall be prorated among the member Leagues.

**Sec. 3. Leagues-at-Large.**

- a. The state board may authorize the establishment of Leagues-at-Large in communities where circumstances dictate such organization. Leagues-at-Large shall fulfill state League requirements.
- b. In the event of recurrent failure of a League-at-Large to fulfill these requirements, the state board may withdraw recognition from the League-at-Large. All funds held by a League-at-Large from which recognition has been withdrawn shall be paid to the state League after other obligations have been met.

**ARTICLE VII. Convention**

**Sec. 1. Place, Date, and Call.** A convention of the LWV-VA shall be held biennially in the odd-numbered years at a time and place to be determined by the board of directors. A first call to convention shall be sent to the presidents of local Leagues and ILOs and to the chairs of Leagues-at-Large at least six weeks before the date fixed in said call. Thereafter the board may advance or postpone the opening date of the convention by not more than two weeks. A final call giving the exact time and place of the convention shall be sent to the presidents of local Leagues and ILOs and to the chairs of Leagues-at-Large at least thirty days before convention.

**Sec. 2. Composition.** The convention shall consist of:

- a. delegates chosen by the members of local Leagues in the number provided in Sec. 4 of this Article;
- b. the presidents of local Leagues and chairs of Leagues-at-Large or an alternate in the event the president or chair is unable to attend;
- c. the members of the board of directors of the LWV-VA;
- d. LWV-VA off-board committee chairs with portfolios;
- e. one delegate chosen by the board of each ILO: and
- f. delegates, chosen by the board of the LWV-VA, to represent the members-at-large not organized in a League-at-Large, in the number provided in Sec. 4 of this Article.

**Sec. 3. Delegates' Qualifications and Voting.** All delegates shall be voting members of the League. No delegate shall be entitled to more than one vote and absentee or proxy voting shall not be permitted. Delegates of local Leagues that have failed to make a reasonable effort to meet the fiscal year's per member payment to the LWV-VA shall be denied voting privileges. The convention shall be the sole judge of whether a delegate is qualified to vote.

**Sec. 4. Representation.** The members of the LWV-VA who are organized into local Leagues or Leagues-at-Large, and members-at-large not organized in a League-at-Large, in the Commonwealth of Virginia, shall be entitled to voting representation in the convention as follows: the members in each local League or League-at-Large shall be entitled to two delegates; when a local League membership reaches 25 voting members, it shall be entitled to one additional delegate; thereafter one additional delegate shall be authorized for each additional twenty-five voting members or major fraction thereof belonging to said local League. The members-at-large not organized in a League-at-Large shall be entitled to one delegate; when the number of members-at-large not organized in a League-at-Large reaches 25 voting members, they shall be entitled to one additional delegate; thereafter one additional delegate shall be authorized for each additional 25 voting members-at-large not organized in a League-at-Large or major fraction thereof of such members-at-large not organized in a League-at-Large. The official membership count shall be determined by national office records of voting members as reported to the national office in the membership count of the year in which the convention is held.

**Sec. 5. Powers.** The convention shall consider and authorize for action a program; elect officers and directors, the chair and two members of the nominating committee; adopt a budget for the next fiscal year; give guidance to the board on program and methods of work; and transact such other business as may properly come before it.

**Sec. 6. Quorum.** Thirty percent of the possible number of voting delegates other than the members of the state board shall constitute a quorum provided that a majority of local Leagues are represented.

## **ARTICLE VIII. Council**

**Sec. 1. Place, Date and Call.** A meeting of the council shall be held biennially, approximately twelve months after each convention at a time and place to be determined by the board of directors. A formal call giving the exact time and place of the council shall be sent to the presidents of local Leagues and ILOs and to the chairs of Leagues-at-Large at least six weeks before a council meeting. In the event of an emergency, the board may call a special council meeting.

**Sec. 2. Composition.** The council shall consist of the presidents of local Leagues and the chairs of Leagues-at-Large or an alternate in the event the president or chair is unable to attend; one delegate chosen by each local League and League-at-Large; the members of the state board; one delegate chosen by the board of each ILO; and one delegate chosen by the board of the LWV-VA to represent the members-at-large not organized in a League-at-Large.

**Sec. 3. Delegates' Qualifications and Voting.** All delegates shall be voting members of the League. Delegates of local Leagues that have failed to make a reasonable effort to meet the fiscal year's per member payment to the LWV-VA shall be denied voting privileges. The council shall be the sole judge of whether a delegate is qualified to vote.

**Sec. 4. Powers.** The council shall give guidance to the board on program and methods of work; adopt changes in the program, if recommended by the board, following the procedures described in Article X; adopt a budget for the next fiscal year; and transact such other business as may properly come before it.

**Sec. 5. Quorum.** Ten delegates, other than the members of the state board, shall constitute a quorum provided that a majority of local Leagues are represented.

## **ARTICLE IX. Nominations and Elections**

**Sec. 1. Nominating Committee.** The nominating committee shall consist of five members, of whom three shall not be members of the state board. The three to be elected by the convention shall include the chair. Promptly after convention, the board shall appoint two of its members to the committee. Vacancies shall be filled by appointment by the board.

**Sec. 2. Suggestions for Nominations.** The nominating committee shall request suggestions for nominations through the president of each local League and ILO and chair of each League-at-Large by advising them of the offices to be filled and the address to which suggestions are to be sent. Any LWV-VA member may submit suggestions to the nominating committee.

**Sec. 3. Report of Nominating Committee.** The report of the nominating committee containing its nominations for officers, directors and the chair and two members of the next nominating committee shall be sent to the presidents of local Leagues and ILOs and to the chairs of Leagues-at-Large four months [June 3, 2023] before convention. The report of the nominating committee shall be presented to the convention at its first session. Nominations may be made from the floor immediately thereafter, provided the consent of the nominee has been obtained.

**Sec. 4. Election.** The election shall be the responsibility of an election committee appointed by the president at the first session of the convention. Election shall be by ballot except that if there is only one nominee for an office it shall be by voice vote. A majority vote shall constitute an election.

## **ARTICLE X. Principles and Program**

**Sec. 1. Principles.** The governmental Principles adopted by the national convention and supported by the League as a whole constitute the authorization for the adoption of program.

**Sec. 2. Program.** The program of the LWV-VA shall consist of action to implement the Principles and those state governmental issues chosen for concerted study or concurrence and action by the convention or, if recommended by the board, the council. Information on governmental issues designed for member information and education may be prepared and disseminated by the board at any time.

**Sec 3. Program Adoption.**

- a. LWV-VA committees and task forces, local League boards, and voting members of the LWV-VA may make recommendations for new issues for study, amendment or elimination of current LWV-VA positions, or concurrence with a new support position. Recommendations must be submitted to the state board at least three months before convention or council.
- b. Any such League board, LWV-VA study committee, task force or voting member shall send to the board accompanying background information on the issue proposed for study, concurrence, amendment or action, including the timing, need and importance of the issue for study or action, and the rationale for seeking the proposed form of obtaining member agreement.
- c. The board shall consider all properly submitted recommendations and formulate a proposed program, which shall be sent to the presidents of local Leagues and ILOs and to the chairs of Leagues-at-Large at least four weeks before convention or, if the board recommends, the council.
- d. The convention or council shall adopt or amend the program proposed by the board by a majority vote of those present and voting.
- e. e. A program recommendation properly submitted by the deadline but not proposed by the board may be adopted by the convention only if its consideration is ordered by a majority vote of the convention and the proposal receives approval by a three-fifths vote of the convention delegates present and voting at a subsequent session of the same meeting.

**Sec. 4. LWV-VA Program Support Positions.** After the LWV-VA board approves new or amended positions for inclusion in LWV-VA program, they become the LWV-VA's positions and the basis for action on the issue. Changes to the positions may be made by the convention or council according to the procedures and limitations described in this Article.

**Sec. 5. Program Action.** Local Leagues may act only in conformity with, not contrary to, the positions taken by the LWVUS or the LWV-VA. Action on state governmental matters on the basis of local positions should be undertaken only after consultation with the state board. Members may act in the name of the LWV-VA only when authorized to do so by the state board.

**ARTICLE XI. National Convention and Council**

**Sec. 1. National League Convention.** The state board, at a meeting before the date on which names of delegates must be sent to the national office, shall elect delegates to national convention in the number allotted the LWV-VA under the provisions of the LWVUS bylaws.

**Sec. 2. National League Council.** The state board, at a meeting before the date on which names of delegates must be sent to the national office, shall elect delegates to national council in the number allotted the LWV-VA under the provisions of the LWVUS bylaws.

**ARTICLE XII. Financial Administration**

**Sec. 1. Fiscal Year.** The fiscal year of the LWV-VA shall be from July 1 through June 30 of the subsequent year.

## **Sec. 2. Financial Support.**

- a. Financial responsibility for the work of the League as a whole shall be assumed annually by local Leagues.
- b. Members of local Leagues shall pay annual dues to the local League. Each local League shall make a per member payment directly to the LWV-VA, the amount of such payment to be determined by the convention or council. When two or more members reside at the same address in a common household, the local League shall make a payment equal to one and one-half times the determined per member payment. A local League shall be excused from making a per member payment for life members.
- c. Members-at-large shall pay annual dues to the LWV-VA, the amount to be determined by the state board. The LWV-VA shall make a per member payment to the LWVUS for members-at-large.

**Sec. 3. Budget.** The board of directors shall submit to the convention and council for adoption a budget for the next fiscal year, specifying the per member payment rate. A copy of the budget shall be sent to the presidents of local Leagues and ILOs and to the chairs of Leagues-at-Large at least four weeks before the convention or council. A budget shall be adopted by a majority vote of the convention or council.

**Sec. 4. Budget Committee.** The budget shall be prepared by a committee that shall be appointed by the state board for that purpose at least three months before convention or council. The treasurer shall be, ex officio, a member of the budget committee, but shall not be eligible to serve as chair.

**Sec. 5. Distribution of Funds on Dissolution.** In the event of the dissolution of the LWV-VA, all moneys and securities that may at the time be owned by or under the absolute control of the LWV-VA shall be paid to the LWV-VA Education Fund after the state board has paid or made provisions for payment of all the liabilities of the LWV-VA. All other property of whatsoever nature, whether real, personal, or mixed that may at the time be owned by or under the control of the LWV-VA shall be disposed of by any officer or employee of the organization having possession of same to such person, organization, or corporation for such public, charitable or educational uses and purposes as the board of directors in its absolute discretion may designate.

## **ARTICLE XIII. 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 in which they are not inconsistent with these bylaws.

## **ARTICLE XIV. Amendments**

These bylaws may be amended at any convention or council by a two-thirds vote provided that the proposed amendment was submitted to the state board at least three months before convention by a local League board or was proposed by the state board. The state board shall send all such proposed amendments to the presidents of local Leagues and ILOs and to the chairs of Leagues-at-Large at least four weeks before the convention or council at which they will be considered.