

# **BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF THE GRAND TRAV**

Recommended Revisions February 11, 2010

The League of Women Voters of the Grand Traverse Area was organized as a provisional chapter in December 1959, and recognized as a local League in January 1962, thereby becoming an integral part of the League of Women Voters of Michigan. Its Area of organization initially included Grand Traverse and Leelanau counties and was expanded in 2000 to include Antrim, Benzie and Kalkaska counties.

## **ARTICLE I - NAME**

### **SEC. 1. NAME.**

The name of this organization shall be the League of Women Voters of the Grand Traverse Area, hereinafter referred to in these bylaws as LWVGTA. This local League is an integral part of the League of Women Voters of the United States and of the League of Women Voters of Michigan hereinafter referred to as LWVUS and LWVMI respectively.

## **ARTICLE II - PURPOSES AND POLICY**

### **SEC. 1. PURPOSES.**

The purposes of the LWVGTA shall be 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.

## **ARTICLE III - MEMBERSHIP**

### **SEC. 1. ELIGIBILITY.**

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

### **SEC 2. TYPES OF MEMBERSHIP.**

a. Voting members. Citizens at least 18 years of age who join the LWVGTA shall be voting members of the local and state Leagues of their place of joining and of the LWVUS. Those who have been members of the League for 50 years or more shall be honorary 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

##### SEC. 1. NUMBER, MANNER OF SELECTION, AND TERM OF OFFICE.

The Board of Directors shall consist of the officers of the League, four elected directors, and not more than four appointed directors. One half of elected 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 four, as they deem necessary to carry on the work of the League. The term of office of the appointed directors shall be one beginning July 1.

##### SEC. 2. QUALIFICATIONS

No person shall be elected or appointed or shall continue to serve as an officer or director of this organization unless that person is a voting member of the LWVGTA.

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

##### SEC. 4. POWERS AND DUTIES.

The Board of Directors shall manage and supervise the business, affairs, and activities of the LWVGTA, 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 may appoint an Executive Committee consisting of no fewer than five Board members. 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 between regular meetings of the Board.

#### SEC. 5. MEETINGS.

There shall be at least nine regular meetings of the Board annually. The President may call special meetings of the Board, and shall call a special meeting upon the written request of five members of the Board. ~~Written notice shall be given personally, by mail, or by electronic transmission. The notice shall include a description of any means of remote communication by which a member may participate. When timely decisions are required, email or conference call shall be an acceptable meeting alternative. Decisions shall be recorded in the minutes of the next regularly scheduled board meeting.~~

#### SEC. 6. QUORUM.

A majority of the members of the Board shall constitute a quorum. ~~Any one or more members of the Board may participate in a meeting by means of conference telephone or other similar equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting or adjourned meeting, after verification of the person's qualifications to participate in the meeting, may be by any means of remote communication by which all persons participating in the meeting can communicate with each other. Participation by such means shall constitute presence in person at a meeting. However if a quorum is not present, action on routine administrative matters only may be taken by a unanimous vote of six Board members. No such action shall involve the expenditure of more than \$100.~~ The Board or any of its committees may act by unanimous written or electronic transmission consent to any action, given before or after the action. A record of all such votes shall be kept with the minutes of the meeting.

### ARTICLE V - OFFICERS

#### SEC. 1. ENUMERATION AND ELECTION OF OFFICERS.

The officers of the LWVGTA shall be a President, a First Vice President, a Second Vice-President, a Secretary and a Treasurer who shall be elected for terms of two years by the general membership at an Annual Meeting and take office July 1. The President, First Vice President and the Secretary shall be elected in odd-numbered years. The Second Vice-President and the Treasurer shall be elected in even-numbered years.

#### SEC. 2. THE PRESIDENT.

The President shall preside at all meetings of the organization and of the Board of Directors. The President 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 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.

### SEC. 3. THE VICE-PRESIDENTS.

The Vice-Presidents, in order of seniority, shall, in the event of absence, disability, or death of the President, possess all the powers and perform all the duties of that office until such time as the Board of Directors shall select one of its members to fill the vacancy. The Vice-Presidents shall perform such other duties as the President and the Board may designate.

### SEC. 4. THE SECRETARY.

The Secretary shall keep minutes of all meetings of the Board of Directors, of the Annual Meeting, and of any membership meetings at which business is conducted. The Secretary shall sign with the 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.

### SEC. 5. THE TREASURER.

The Treasurer shall collect and receive all moneys due. The Treasurer shall be the custodian of those moneys, shall deposit them in a bank designated by the Board of Directors, and shall disburse the same only upon order of the Board. The Treasurer shall present statements to the Board at their regular meetings and in a report to the Annual Meeting. **The Treasurer shall distribute an annual financial report to each member at the annual meeting. It shall also be available by electronic transmission or any member may request it in writing. The report shall include the LWVGTA's fiscal year-to-date statement of assets and liabilities, including trust funds, the principal change in assets and liabilities, and its sources and applications of funds.** The books of the Treasurer shall be reviewed at the end of the fiscal year as directed by the Board.

## ARTICLE VI - FINANCIAL ADMINISTRATION

### SEC. 1. FISCAL YEAR.

The fiscal year of the LWVGTA shall commence on the first day of July.

### SEC.2. DUES.

(a) Dues shall be set each year at the Annual Meeting and may

include special rates for family and student memberships. Any increase in dues for LWVGTA shall be presented one month before the Annual Meeting and voted on at that meeting.

(b) Annual dues shall be payable ~~on the first day of the anniversary month of the member joining the League~~ **by May 31 of each year**. Any member who fails to pay dues ~~within three months after they become payable~~ **in a timely manner** shall be dropped from the membership rolls.)

(c) A one-time pro-rated amount may be granted to member(s) for a partial year's membership.

### SEC. 3. NATIONAL AND STATE PER MEMBER PAYMENT (PMP).

The LWVGTA shall make a Per Member Payment to the national League in the amount determined by the LWVUS and a Per Member Payment to the state League in the amount determined by the LWVMI. If the PMP for either the LWVUS or the LWVMI is increased, the dues for the LWVGTA will automatically be increased by the same amount at the beginning of the next fiscal year.

### SEC. 4. BUDGET COMMITTEE.

The budget shall be prepared by a committee appointed by the Board for that purpose at least six months before the Annual Meeting. The Treasurer shall be, ex officio, a member of the Budget Committee but shall not be eligible to serve as chair. The Board shall consider the proposed budget and recommend a budget, which shall be sent to the members at least one month before the annual meeting.

~~(Sec. 5.)~~

~~Note: The new Sec. 5 consists of Article XIV Distribution of Funds on Dissolution and has some new wording from the LWVUS Model Bylaws.~~

### SEC. 5. DISTRIBUTION OF FUNDS ON DISSOLUTION.

In the event of the dissolution of the LWVGTA, all moneys and securities which may at the time be owned by or under the control of the LWVGTA shall be paid to the LWVMI after the state and national per member payments and other obligations have been met. All other property of whatsoever nature, whether real, personal, or mixed that may at the time be owned or under the control of the LWVGTA shall be disposed of to such person, organization, or corporation for such public, charitable or educational use and purposes as the Board in its absolute discretion may designate, **subject to then applicable laws and regulations, including the applicable requirements of the Internal Revenue Code.**

## ARTICLE VII - MEETINGS

### SEC. 1. MEMBERSHIP MEETINGS.

There shall be at least six meetings of the membership each year. The time and place for meetings of the membership shall be determined by the Board. The Board or the President may call a special membership meeting and shall call such a meeting upon the written request of ten voting members, **by written notice given personally, by mail, or by electronic transmission. The notice shall include a description of any means of remote communication by which a member may participate.**

### SEC 2. ANNUAL MEETING.

An Annual Meeting shall be held between April 15 and June 1, 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, directors and the chair and a member(s) of the nominating committee;
- c) adopt an adequate budget and set dues;
- d) and transact such other business as may properly come before it.

### SEC. 3. QUORUM.

Twenty five percent of the voting members shall constitute a quorum at the Annual Meeting of the LWVGTA. Ten voting members shall constitute a quorum at all other business meetings of the LWVGTA provided written notice of the meeting is sent to the membership at least one week in advance.

**Participation in a meeting or adjourned meeting, after verification of the person's qualifications to participate in the meeting, may be by any means of remote communication by which all persons participating in the meeting can communicate with each other. Participation by such means shall constitute presence in person at a meeting. A record of all such votes shall be kept with the minutes of the meeting. Absentee or proxy voting shall not be permitted.**

## ARTICLE VII - NOMINATING AND ELECTIONS

### SEC. 1. NOMINATING COMMITTEE.

The Nominating Committee shall consist of three members one of whom shall be a member of the Board of Directors. The Chair, and one member, who shall not be members of the Board, shall be elected at the Annual Meeting. Appointment of the Board representative on the Nominating Committee shall be made following the Annual Meeting. The term of office for the chair and members of the Nominating Committee shall be one year.

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.

## SEC 2. REPORT OF THE NOMINATING COMMITTEE AND NOMINATIONS FROM THE FLOOR.

The report of the Nominating Committee of its nominations for Officers, Directors and the Chair and a member 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.

## SEC. 3. ELECTIONS.

The 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 of those qualified to vote and voting shall constitute an election.

# ARTICLE IX - PRINCIPLES AND PROGRAM

## SEC. 1. PRINCIPLES.

The Principles are concepts of government adopted by the National Convention and supported by the League as a whole. They are the authorization for the adoption of national, state, and local Program.

## SEC. 2. PROGRAM.

The program of the LWVGTA shall consist of actions to implement the Principles and those local governmental issues chosen by the Annual Meeting for concerted study and action.

- a. Voting members may make recommendations to the board at least two months before the Annual Meeting.
  - b. The Board shall consider these recommendations and formulate a proposed program, which shall be sent to the members at least one month before the Annual Meeting.
  - c. The Annual Meeting shall adopt a program by a majority vote.
- Program recommend-
- nations properly submitted to the board but not proposed by the board may be considered by the
- Annual Meeting provided that the Annual Meeting shall order

consideration by majority vote and the Annual Meeting shall adopt the item by a three-fifths vote.

### SEC. 3 CHANGES IN PROGRAM.

Changes in 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 that final action by the membership is taken at a succeeding meeting. A quorum for these meetings shall be the same as for the Annual Meeting.

### SEC 4. PROGRAM ACTION.

Members may act in the name of the LWVGTA only when authorized to do so by the proper Board of Directors. They may act only in conformity with, and not contrary to, a position taken by the LWVGTA, the LWVMI and the LWVUS.

## ARTICLE X - NATIONAL CONVENTION, STATE CONVENTION AND COUNCIL

### SEC. 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 LWVGTA under the provisions of the Bylaws of the LWVUS .

### SEC. 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 LWVGTA under the provisions of the Bylaws of the LWVMI.

### SEC. 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 LWVGTA under the provisions of the Bylaws of the LWVMI.

## ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in Roberts 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 the voting members present and voting at the Annual Meeting, provided that the proposed amendments were submitted to the membership in writing at least one month in advance of the meeting.

#### ARTICLE XIII - BOARD LIABILITY

No volunteer Director of the Board shall be personally liable to the Corporation or its members for any monetary damages for breach of the fiduciary duties as a director, except that this provision shall not eliminate or limit the liability of a volunteer director for any of the following reasons:

- (a) A breach of the Director's duty of loyalty to the Corporation or its members.
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.
- (c) A violation of Section 551(1) of the Michigan Non-profit Corporation Act as amended.
- (d) An act ~~or~~ or omission occurring before January 1, 1988.
- (e) An act from which the Director derived an improper personal benefit.
- (f) An act or omission that is grossly negligent.