

LWVNC Bylaws

ARTICLE I. Name

Section 1. Name: The name of this organization shall be the League of Women Voters of North Carolina, [hereinafter referred to as LWVNC in these bylaws.] This state League is an integral part of the League of Women Voters of the United States, [hereinafter referred to in these bylaws as LWVUS.]

ARTICLE II. Purpose and Policy

Section 1. Purpose: The purposes of the LWVNC are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

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 purpose and policy of the League shall be eligible for membership.

Section 2. Types of Membership

a. Voting members

1) Those citizens at least eighteen years of age who are members of the LWVUS and who are enrolled in recognized local leagues of the LWVNC.

2) Members At Large [hereinafter referred to as MALs] shall be members who reside outside the area of, or are not enrolled in any local League of the LWVNC.

3) Life membership may be granted to any voting member of the League of Women Voters who attains fifty years as a member of the LWVUS. No further dues will be collected.

b. Associate members shall be all other members who are enrolled in recognized local Leagues or the LWVNC.

ARTICLE IV. Officers

Section 1. Enumeration and Election of Officers: The officers of the LWVNC shall be a president or co-presidents or a management team, a vice president, a secretary and a treasurer. They shall be elected by the Convention and shall hold office until the conclusion of the next regular biennial Convention or until their successors have been elected and qualified.

Section 2. The President. The term president shall refer to the president, a co-president or any member of the management team as appropriate to the circumstances. The president or member of the management team, (hereinafter referred to as the president) shall preside at all meetings of the organization or of the Board of Directors (hereinafter referred to as Board), unless the president designates another person to preside. 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, and 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 President. The vice president shall, in the event of absence, resignation, disability, or death of the president, possess all the powers and perform all the duties of that office. In the event that the vice president is unable to serve in this capacity, the Board shall elect one of its members to fill the vacancy. The vice president shall perform such other duties as the president and Board may designate.

Section 4. The Secretary: The secretary shall keep minutes of Convention, Council and of meetings of the Board. The secretary shall notify all officers and directors of their election and 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.

Section 5. The Treasurer: The treasurer, or a duly appointed assistant, shall collect and receive all monies, depositing them in a bank or banks designated by the Board and disbursing the same upon order of the Board. 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 by the Board prior to the meeting of Convention or Council and a financial review by an independent outside source shall be performed annually after the end of the fiscal year.

ARTICLE V. Board of Directors

Section 1. Number / Manner of Selection / Term of Office: The Board shall consist of the officers of the LWVNC, a minimum of three elected Directors, and appointed Directors, the number of which is not to exceed the number of elected Directors. The elected Directors shall be elected by the Convention and shall serve until the conclusion of the next regular biennial Convention or until their successors have been elected and qualified. The elected members shall appoint such additional Directors, not exceeding the number of elected Directors, as they deem necessary to carry on the work of the League. The terms of office of the appointed Directors shall be for one year.

Section 2. Qualifications: No person shall be elected or appointed or shall continue to serve as an officer or Director of this corporation unless this person is a voting member of the LWVNC.

Section 3. Vacancies: Any vacancy, other than the office of the president, may be filled, until the next Convention, by a majority vote of the remaining members of the Board.

Section 4. Powers and Duties: The Board of Directors shall have full charge of the property and business of the corporation with full power and authority to manage and conduct the same, subject to the instructions of the Convention. The Board shall plan and direct the work necessary to carry out the Program on selected governmental issues as adopted by the Convention. It shall accept responsibility delegated to it by the Board of the LWVUS for the organization and development of local Leagues, for the carrying out of Program, and for promotion in the local Leagues of finance programs requisite to further the work of the League as a whole, including adequate state and national budgets. The Board shall create and designate such special committees as it may deem necessary.

Section 5. Regular Meetings: There shall be at least four regular meetings of the Board annually. The president shall send notice of all regular meetings to each member of the Board at least one week before any such meeting, giving the time and the place of the meeting. No action taken at any of the regular Board meeting at which a quorum is present shall be invalidated because of failure of any member or members of the Board to receive any notice properly sent or because of any irregularity in any notice actually received.

Section 6. Special Meetings: The president may call special meetings of the Board, and shall call a special meeting upon written request of five members of the Board. Members of the Board shall be notified of the time and place of special meetings by letter, fax or e-mail sent at least six days prior to such meetings, providing, however, that during a Convention the President may, or upon the request of five members of the Board shall, call a special meeting of the Board by handing the members of the Board a written notice of the time and place of said meeting.

Section 7. Quorum: A majority of the members of the Board constitute a quorum.

Section 8. Conduct of meetings: The Board may conduct meetings by teleconference or videoconference. Such meetings must be conducted by a technology that allows all persons participating to hear and deliberate simultaneously. The Board and/or committees may conduct business by electronic mail, provided that all asynchronous communication is fully documented. All such business will be entered into the Board's minutes.

ARTICLE VI. Recognition of Local Leagues

Section 1. Local Leagues:

(a) Local Leagues are those Leagues which have been so recognized by the LWVUS.

(b) The Board shall recommend to the Board of the LWVUS that it recognize as a local League any group of members of the LWVUS in any community within the state, provided the group meets qualifying standards as adopted by the National Convention.

(c) In the event of recurring failure of a local League to meet these qualifying standards, the Board of LWVNC may recommend to the National Board that it withdraw recognition from the local League. All funds held by the local League from which recognition has been withdrawn shall be paid to the LWVNC.

Section 2. MAL Units: A member at large unit consists of a group of interested persons living outside the area of a local League, who adhere to the LWVUS non-partisan policy. MAL Units may operate indefinitely and should conduct regular meetings. MAL Units with at least 15 members shall be entitled to voter representation at Council and Convention.

ARTICLE VII. Financial Administration

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

Section 2. Financial Support: Financial support for the work of the League of Women Voters as a whole shall be assumed annually by the local Leagues through the payment of dues.

(a) Members who are enrolled in local Leagues shall pay annual dues to the local League. Each local League shall make a Per Member Payment directly to the LWVNC, the amount of such payment to be determined by the Convention by a three-fifths vote of those present and voting.

(b) When two members reside in a common household, each local League shall make a payment equal to one and one-half times the determined Per Member Payment.

Section 3. Dues for Members-At-Large: MALs annual dues shall be paid to the LWVNC by the first day of the fiscal year and pro-rated on a six month basis. The LWVNC shall make a Per-Member-Payment directly to LWVUS for MALs.

Section 4. Budget: The Board shall submit to the Convention or council, for adoption, a budget for the ensuing fiscal year. This budget shall provide for the support of the State League. A copy of the proposed budget shall be sent to each local League at least two months in advance of the Convention or Council.

Section 5. Budget Committee: The budget shall be prepared by a committee which shall be appointed for that purpose at least four months in advance of the Convention or Council. The treasurer shall be, ex officio, a member of the Budget Committee but shall not be eligible to serve as chair.

Section 6. Distribution of Funds on Dissolution: In the event of a dissolution of the LWVNC for any cause, all monies and securities which may at the time be owned by or under the absolute control of the LWVNC shall be paid to the LWVUS after the Board has paid or made provisions for the payment of all the liabilities of the LWVNC. All other property of whatsoever nature, whether real, personal or mixed, which at the time may be owned by or under the control of the LWVNC 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 may be designated by the then Board of the LWVNC.

ARTICLE VIII Convention

Section 1. Place, Date and Call: A Convention of the LWVNC shall be held biennially in the odd numbered years. The time and place of the Convention shall be determined by the Board. The president shall send a first call for Convention to the presidents of the local Leagues and MAL units not less than four months prior to the opening date of the Convention 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 for the Convention shall be sent to the presidents of local Leagues and MAL units at least thirty days before the opening date of the Convention.

Section 2. Composition: The Convention shall consist of:

- (a) The delegates chosen by the members enrolled in the local Leagues in the numbers provided in Section 4 of this Article,
- (b) The president of each local League, or an alternate in the event the president is unable to attend;
- (c) A delegate from each MAL unit with a minimum of 15 members;
- (d) The members of the Board of LWVNC;
- (e) Observers, without voting privilege, consisting of the members attending in excess of the provisions in section 4 of this article.

Section 3. Qualifications of Delegates and Voting: Each delegate shall be a voting member enrolled in a recognized local League or MAL unit having a minimum of 15 members. Each delegate representing a local League shall be entitled to vote only if that league has met its Per Member Payment. A delegate representing a MAL unit shall be entitled to vote only if annual LWVNC dues are current. The state Board may make an exception in the case of proven hardship. No delegate shall be entitled to more than one vote and absentee or proxy voting shall not be permitted. The Convention shall be the final judge of whether a delegate is qualified to vote.

Section 4. Representation: The members of the LWVUS who are organized into recognized local leagues or MAL units in the state of North Carolina shall be entitled to voting representation at the Convention as follows:

- (a) The president or alternate of each local League, or of an MAL unit with a minimum of fifteen members, shall be entitled to one vote.
- (b) Each local League shall be entitled to one delegate in addition to the president or an alternate in the event the president is unable to attend, that additional delegate being chosen by the local League.
- (c) Each local League having more than thirty-five voting members shall be entitled to one delegate for each additional fifteen members belonging to said local League. The record in

the State League office of paid voting members as of January 1 of said year shall determine the official membership count for this purpose.

Section 5. Powers: The Convention shall consider and authorize for action a Program, shall elect officers and Directors, shall adopt a budget for the ensuing fiscal year, and shall transact such other business as may be properly presented.

Section 6. Quorum: A quorum shall consist of a majority of the delegates registered at the Convention provided that not less than a majority of local Leagues is represented.

Section 7. Conduct of business: The business of Convention may be conducted by teleconference or videoconference. All business conducted by teleconference or videoconference must use a technology that allows all registered delegates to hear and deliberate simultaneously. The Board may establish special rules to conduct such meetings in a way that ensures immediate, real-time communication among delegates.

ARTICLE IX Council

Section 1. Place, Date and Call: A meeting of the Council shall be held in the interim year between Conventions approximately twelve months after the preceding Convention, at a time and place to be determined by the Board of the LWFVNC. A formal call shall be sent by the president of the LWFVNC to the presidents of the local Leagues and MAL Units of North Carolina at least two months before a Council meeting.. Special meetings may be called in case of extreme emergency.

Section 2. Composition: The Council shall be composed of:

- (a) The presidents of each local League (or an alternate) and a delegate from each MAL Unit with a minimum of 15 members. Other leaders may attend as observers.
- (b) One delegate chosen by each local League.
- (c) The Board of LWFVNC.

Section 3. Powers: The Council shall give guidance to the Board on Program and methods of operation and shall adopt a budget for the ensuing year. The Council is authorized to change the Program only in an emergency, provided:

- (a) Notice of the proposed changes shall have been sent to the presidents of the local Leagues and MAL units at least two months in advance of the Council:
- (b) The change is adopted by a two-thirds vote of those present and voting.

Section 4. Quorum: A quorum shall consist of no fewer than ten members other than the Board for the transaction of business at Council meeting provided that there is representation from a majority of the local leagues.

Section 5. Conduct of business: The business of Council may be conducted by teleconference or videoconference. All business conducted by teleconference or videoconference must use a technology that allows all registered delegates to hear and deliberate simultaneously. The Board may establish special rules to conduct such meetings in a way that ensures immediate, real-time communication among delegates.

ARTICLE X Nominations and Elections

Section 1. Nominating Committee: The Nominating Committee shall consist of five members; two of whom shall be members of the Board. The chair and two members, who shall not be members of the Board, shall be elected by the Convention. Nominations for these offices shall be made by the current Nominating Committee. The other members of the Committee shall be appointed by the Board immediately after the Convention. Any vacancy occurring in the Nominating Committee by reason of death, resignation or disqualification shall be filled by the Board. The president of the LWVNC shall send the name and address of the chair of the Nominating Committee to the president of each recognized local League and MAL unit.

Section 2. Suggestions by local Leagues and MAL units : The chair of the Nominating Committee shall request, through the president of each local League, suggestions for nominations for offices to be filled. Suggestions for nominations by local Leagues and MAL units shall be sent by the president or secretary of such League or unit to the chair of the Nominating Committee at least three months before the opening date of Convention. In addition, any member may also send suggestions directly to the Chair of the Nominating Committee at least three months before the opening date of Convention.

Section 3. Report of the Nominating Committee and Nominations from the Floor: The report of the Nominating Committee of its nominations for officers and Directors and for the Chair and two members of the succeeding Nominating Committee shall be sent to the local Leagues at least one month before the opening date of the Convention. The report of the Nominating Committee shall be presented to the Convention on the first day of the Convention. Immediately following the presentation of this report nominations may be made from the floor, provided the consent of the nominee shall have been obtained.

Section 4. Election: The election shall be under the direction of an election committee appointed by the president on the first day of the Convention. The election shall be by ballot, except that when there is but one nominee for each office, it shall be in order to move that the secretary cast the ballot for every candidate. A majority vote shall constitute an election.

ARTICLE XI Program

Section 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.

Section 2. Program: The Program of the LWVNC shall consist of

- (a) action to implement the principles
- (b) those state government issues chosen for concerted study and action.

Section 3. Convention Action: The Convention shall act upon the State Program using the following procedures:

- (a) Local League and MAL unit boards may make suggestions for State Program to the Board at least three months prior to the opening date of the Convention.
- (b) The Board of Directors shall consider the suggestions and shall formulate a proposed recommended Program which shall be submitted to the local Boards at least two months prior to Convention.
- (c) A majority vote shall be required for the adoption of the proposed Program recommended by the Board.
- (d) Any suggestions for changes in proposed recommended State Program submitted to the Board of the LWVNC at least three months before the Convention but not recommended by the Board may be adopted by the Convention provided consideration is approved by a majority vote and on a following day the proposal for adoption receives a two-thirds vote.
- (e) Any suggestions of an editorial nature such as spelling, grammar or punctuation shall be discussed with the Program Committee on the first day of Convention.

Section 4. Council Action: The Council may change the Program as provided in Article IX.

Section 5. Member Action: Members may act in the name of the LWVNC only when authorized to do so by the Board.

Section 6. Local League Action: Local Leagues, when acting on state governmental issues, may act only in conformity with, and not contrary to, the positions of the LWVNC and/or the LWVUS.

ARTICLE XII National Convention and Council

Section 1. National Convention: The Board of LWVNC, at a meeting before the date on which the names of delegates must be sent to the LWVUS, shall elect delegates to the National Convention in the number allowed the LWVNC under the provisions of bylaws of the LWVUS.

Section 2. National Council: The Board, at a meeting before the date on which names of the delegates must be sent to the LWVUS, shall elect delegates to the National Council in the number allowed the LWVNC under provisions of the bylaws of the LWVUS.

ARTICLE XIII Parliamentary Authority

Section 1. Parliamentary Authority: The rules contained in the current edition of 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 the bylaws of the LWVNC.

ARTICLE XIV Amendments

Section 1. Amendments: These bylaws may be amended by a two-thirds vote at any Convention of the LWVNC, using the following procedures:

(a) Proposals for changes shall be submitted by any local League or MAL unit board in North Carolina to the Board of the LWVNC at least three months prior to the opening date of the Convention.

(b) All such proposed amendments, together with the recommendations of the Board of the LWVNC shall be sent to the presidents of the local Leagues at least two months prior to the opening date of the Convention.

(c) The presidents of local Leagues and MAL units shall notify the members of their respective leagues of the proposed amendments. Failure of a local League or MAL unit president to give such notice or failure of any member to receive such notice shall not invalidate amendments to the bylaws .