

PROPOSED CHANGES IN LWVNC AND CEF ORGANIZATIONS AT 2019 CONVENTION

CURRENT STRUCTURE

LWVNC - the 501(c)(4)
Currently the membership elects the Board, approves the budget, approves any by-laws changes, approves the program and attends Convention & Council



CEF - the 501(c)(3)
Currently the LWVNC Board is also this Board, approves expenditures for educational activities, and reports on activities to the LWVNC membership



PROPOSED NEW STRUCTURE

LWVNC Advocacy - the 501(c)(4)
In future, the LWVNC Board will be part of this Board, approve expenditures for lobbying activities, and report on activities to the LWVNC membership

LWVNC - the 501(c)(3)
In future, the membership will elect the Board, approve the budget, approve any by-laws changes, approve the program and attend Convention & Council

BY-LAWS PROPOSED REVISIONS
Presented by Beth Springston, 1st VP, LWVNC

Background – Six years ago, several state leagues (Wisconsin and Minnesota) determined there was no legal reason why they couldn't be a 501(c)(3) tax deductible organization, rather than being a 501(c)(4) organization with an Education Fund that held the 501(c)(3) contributions. The LWVUS is not recommending that all leagues convert, but they are providing support for any that wish to. Currently, well over 120 have converted, with a few transferring all their activity to their 501(c)(3) and keeping their 501(c)(4) for any lobbying effort.

Significant Differences - There are three significant differences between 501(c)(4) and 501(c)(3):

1. A 501(c)(4) organization can support or oppose candidates for elected office and political parties, while a 501(c)(3) organization cannot. However, this difference is irrelevant for League organizations, as our own internal LWV rules prohibit this kind of political activity irrespective of tax classification.
2. There is generally no limit on the lobbying activities of a 501(c)(4) organization, whereas a 501(c)(3) organization's lobbying activities cannot constitute a "substantial part" of its overall activities. These activities can be defined by the money spent, not the volunteer time.
3. Contributions and member dues are deductible for donors and members of a 501(c)(3) organization, unless (a) the funds are specifically designated by the donor or member to fund a lobbying expenditure, or (b) to the extent the member or donor receive something of value in exchange for the dues or contribution. Contributions and dues for 501(c)(4) organizations are not deductible for donors and members.

Rationale for Change - The LWVNC Board discussed the advantages of structure change and voted this year to have our main activities paid through the Citizen Education Fund (CEF). The primary reason is that it is easier to raise tax deductible money and obtain grants. We did not want to merge the two organizations because of the lobbying effort we expected to undertake for both the Redistricting and ERA work. Both efforts will require funds that will be considered "substantial" by IRS rules and must be paid by the 501(c)(4). Experimentation with different approaches resulted in inefficiency and confusion for the League, our members, and our donors. Upon discussion and further consultation with LWVUS, we determined that the best procedure is to re-do the by-laws of each organization, and legally re-name each organization.

Process at Convention

- Approve a motion to change the name of LWVNC to LWVNC Advocacy - the 501(c)(4)
- Approve a motion to change the old LWVNC by-laws to the new LWVNC Advocacy by-laws – the 501(c)(4)
- Approve a motion to accept the bylaws for the new LWVNC – the 501(c)(3)

The following pages show the two new sets of by-laws. Those for the new LWVNC are similar to the previous LWVNC, with the addition of required 501(c)(3) clauses and several recommended changes that are shown in red.

BYLAWS
of the
League of Women Voters of North Carolina Advocacy

ARTICLE I Name

The name of this organization shall be the League of Women Voters of North Carolina Advocacy (the "LWVNCA").

ARTICLE II Purposes and Policy

Section 1. Purposes. The purposes of the LWVNCA shall be to influence public policy for proposed or current legislation related to positions adopted by LWVNC or LWVUS.

Section 2. Policy. The LWVNCA shall not support nor oppose any political party or candidates.

ARTICLE III Offices and Registered Agent

Section 1. Office. The office and location of the LWVNCA shall be in such a place in North Carolina as may be designated from time to time by the Board of Directors.

Section 2. Agent. The LWVNCA shall maintain continuously within North Carolina a registered agent, which agent shall be designated by the Board of Directors.

Section 3. Changes. Any change in the office or registered agent of the LWVNCA shall be accomplished in compliance with North Carolina statutes and as provided in these By-Laws.

ARTICLE IV Membership

The LWVNCA is a membership corporation. The League of Women Voters of North Carolina (LWVNC), a North Carolina 501(c)3 corporation, is the sole and only member of the LWVNCA. No other individual or organization is eligible for membership. The LWVNCA shall submit an annual report of its finances and activities to LWVNC, and shall furnish LWVNC such other reports as it may direct.

ARTICLE V Board of Directors

Section 1. General Powers and Duties. The affairs of the LWVNCA shall be managed in their sole discretion, subject to the Articles of Incorporation and these By-laws, by the Board of Directors. The Board of

Directors shall exercise the authority and powers of the LWVNCA, set its objectives and policies in accordance with its Articles of Incorporation and these By-laws, adopt such rules for the management of the LWVNCA as they from time to time deem proper and necessary to carry out the purposes of the LWVNCA, adopt a budget, and attend generally to its government and finances.

Section 2. Composition of the Board of Directors. The Board of Directors shall include the members of the Board of Directors of the League of Women Voters of North Carolina (LWVNC) and may include other members selected by them.

Section 3. Meetings of the Board of Directors.

- A. Regular meetings of the Board of Directors shall be held at least four times each year. There shall be a minimum of two meetings in person annually. Special meetings shall be called at the discretion of the President or at the request of one-third of the Directors in office.
- B. The time, place and manner of all meetings of the Board of Directors shall be designated by the President.
- C. At least ten days' notice shall be given to each Director of a regular meeting of the Board of Directors. A special meeting of the Board of Directors may be held upon notice of at least five days.
- D. Except as otherwise provided by Law, the Articles of Incorporation or these By-laws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.
- E. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting, or unless they shall file their written dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary immediately after adjournment of the meeting. If dissent is not noted when the minutes are circulated or approved, the dissenting Director(s) may direct its inclusion.
- F. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent either in writing or electronically to all the Directors in office and all the Directors in office consent to such action either in writing or electronically, setting for the action taken. Such consent shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the Corporation.

Section 4. Quorum and Voting. Any or all Directors may participate in a meeting of the Board of Directors, or a committee of the Board of Directors, 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, and such participation shall constitute presence in person at the meeting. A majority of the Directors constitutes a quorum at any regular or special meeting. Each Director shall have one vote and a majority of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter that properly comes before the meeting.

ARTICLE VI Officers

Section 1. The officers of the LWVNCA may be the same as the officers of LWVNC. In this Article and subsequent Articles, the term president may refer to Co-Presidents and the term Vice President may refer to any number of Vice Presidents as elected by LWVNC.

Section 2. Duties of the LWVNCA. The duties and powers of the Officers of the LWVNCA shall be as provided in these By-laws or (except to the extent they are inconsistent with these By-laws or with any provision made pursuant hereto) shall be those customarily exercised by corporate officers holding such offices.

Section 3. The President and Vice President. The President shall be the chief executive officer of the LWVNCA and shall preside at all meetings of the Board of Directors. The Vice President will fulfill the duties and exercise the powers of the President in her or his absence. In the case of Co-Presidents, they shall decide among themselves who will perform the duty when only one person is required.

Section 4. The Secretary and Treasurer.

- A. The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board of Directors, and such other actions of the Corporation as the Board of Directors shall direct. The Secretary shall give or cause to be given all notices in accordance with these By-laws or as required by law and, in general, perform all duties customary to the office of secretary.
- B. The Treasurer shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in the books of the LWVNCA. The Treasurer shall deposit or cause to be deposited all monies or other valuable effects in the name of the LWVNCA in such depositories as shall be selected by the Board of Directors.
- C. The Treasurer shall disburse the funds of the LWVNCA as may be ordered by the Board of Directors or its delegate, taking proper vouchers for such disbursements, and shall render an account of all their transactions as Treasurer and of the financial condition of the LWVNCA to the Board of Directors at its regular meeting.

ARTICLE VII Committees

Section 1. Executive Committee. By a majority vote of the Directors in office, the Board of Directors may designate an Executive Committee consisting of the President, who shall be chairman of the Executive Committee, and the officers of the LWVNCA. The Board of Directors may designate one or more of the Directors as alternate members of the Executive Committee, who may replace any absent or disqualified member at any meeting of the Committee upon the request of the President. Except as otherwise required by these By-laws, the Executive Committee shall have such authority as the Board of Directors shall grant to it for the management of the LWVNCA. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors at its next meeting. Vacancies in the Executive Committee shall be filled by the Board of Directors at a regular or special meeting.

Section 2. Other Committees. The Board of Directors may create other committee(s) consisting of Directors or other persons which committee(s) shall have such authority as the Board of Directors may, by law, direct.

ARTICLE VIII Indemnification

The LWFVCA shall indemnify any director or officer or former director or officer of the LWFVCA against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been such a director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any by-law, agreement, or vote of the Board of Directors. No payment shall be made under this Article if such payment would result in any liability for tax under chapter 42 of the Code.

ARTICLE IX Finances

Section 1. Restrictions on Use of Income. No part of the net income of the LWFVCA shall inure to the benefit of, or be distributable or paid to, its directors, officers or other private persons, except that the LWFVCA shall be authorized to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of the purpose set forth in Article II, and to reimburse any Director for their actual and reasonable expenses incurred in connection with the administration of the affairs of the LWFVCA.

Section 2. Execution of Agreements. The President and such other Officers as may be authorized by the Board of Directors may enter into and execute on behalf of the LWFVCA contracts, leases, debt obligations and all other forms of agreements or instruments permitted by law, the Articles of Incorporation and these By-laws, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the LWFVCA.

Section 3. Checks. All checks, drafts or other orders for the payment of money shall be signed by such officer or director of such other person or persons as the Board of Directors may from time to time delegate.

Section 4. Fiscal Year and Review of the Books. The fiscal year of the LWFVCA shall be the same as the fiscal year of LWFVNC. The financial transactions of the LWFVCA shall be reviewed by a committee appointed under the provisions of Article VII, Section 2, when a new Treasurer takes office, and no less frequently than biennially, or as directed by the Board of Directors, and a report of the review shall be made to the Board of Directors at its next meeting or within thirty days, whichever comes later.

ARTICLE X Dissolution

In the event of a dissolution of the LWFVCA for any cause, the LWFVCA shall, after the board has paid or made provisions for the payment of all its liabilities, pay to LWFVNC all monies and securities which may at the time be owned by or under the absolute control of LWFVCA. All other property, whether real, personal or mixed, which at the time may be owned by or under the control of the LWFVCA, shall be disposed of by the board of the LWFVCA.

ARTICLE XI Amendments

Section 1. Amendment of By-laws. These By-laws may be altered, amended or repealed, or new By-laws may be adopted, at any meeting of the Board of Directors, by a two-thirds vote of the voting members present, if at least ten days' written notice is given of the intention to take such action at such meeting, and subject to approval by the Board of Directors of LWVNC.

Section 2. Amendment of Articles of Incorporation. The Articles of Incorporation may be altered or amended, or new Articles of Incorporation may be adopted, at any meeting of the Board of Directors, by a two-thirds vote of the voting members present, if at least ten days' written notice is given of the intention to take such action at such meeting, and subject to approval by the Board of Directors of LWVNC.

ARTICLE XII Adoption

The By-laws above were adopted as amended by two-thirds of the members at the LWVNC Convention on May 19, 2019.

Jana Albritton, Secretary

BYLAWS
of the
League of Women Voters of North Carolina, Inc.

ARTICLE I Name

The name of this organization shall be the League of Women Voters of North Carolina, Inc. (LWVNC).

ARTICLE II Purposes and Policy

Section 1. Purposes. The purposes of LWVNC shall be to promote political responsibility through informed and active participation in government.

LWVNC, which is organized under the North Carolina Nonprofit Corporation Act, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, LWVNC 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 LWVNC shall be the carrying on of propaganda or otherwise attempting to influence legislation.

Section 2. Policy. LWVNC shall not support nor oppose any political party or candidates.

ARTICLE III Offices and Registered Agent

Section 1. Office. The office and location of LWVNC shall be in such a place in North Carolina as may be designated from time to time by the Board of Directors.

Section 2. Agent. LWVNC shall maintain continuously within North Carolina a registered agent, which agent shall be designated by the Board of Directors.

Section 3. Changes. Any change in the office or registered agent of LWVNC shall be accomplished in compliance with North Carolina statutes and as provided in these By-Laws.

ARTICLE IV Membership

Section 1. Eligibility

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

Section 2. Types of Membership

a. Voting Members are

- 1) those persons at least sixteen years of age who are enrolled in recognized local Leagues, members-at-large (MAL) units of LWVNC or enrolled as state members-at-large and
- 2) those who have been members of LWV for 50 years or more shall be life members excused from the payment of dues.

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

ARTICLE V OFFICERS

Section 1. Enumeration and Election of Officers

The officers of the LWVNC shall be a president or co-presidents who may choose to serve staggered terms, or a management team, a 1st vice president, a 2nd vice president, a secretary and a treasurer; each one may vote on issues. 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 qualified and elected.

Section 2. 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 the board) and represent the organization to the public at an assembly, 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. 1st Vice President

The 1st vice president shall, in the event of absence, resignation, disability, or death of the president assume all the powers and perform all the duties of the president. In the event that the 1st vice president is unable to serve in this capacity, the board shall elect one of its LWVNC members to fill the vacancy. After one year, the 1st vice president may ascend to the co-presidency using the staggered co-president method and serve as co-president.

Section 4. 2nd Vice President

The 2nd vice president, shall, in the event of absence, resignation, disability, or death of the 1st vice president, assume all the powers and perform all the duties of that office. In the event the 2nd vice president is unable to serve in this capacity, the board shall elect one of its LWVNC members to fill the vacancy. The 2nd vice president shall perform such duties as the president and board may designate.

Section 5. 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 6. Treasurer

The treasurer, or a duly appointed assistant, shall collect and receive all monies, deposit them in a bank or banks designated by the board and disburse 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 VI 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 Convention shall elect the directors, and they shall serve until the conclusion of the next regular biennial Convention or until their successors have been elected and qualified. The elected board 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 occurring on the board of directors or of an officer by reason of resignation, death or disqualification may be filled prior to the next Convention by a majority vote of the remaining members of the board. An officer or director elected to fill a vacancy shall serve for the unexpired term of office and shall be considered an elected member.

Any board member absent from 3 consecutive meetings without notifying the board president or secretary in advance of the meeting may be asked to resign from 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

The board shall have at least four regular meetings 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. Action taken at regular board meetings at which a quorum is present cannot be invalidated because of failure of a member or members of the board to receive any notice properly sent or because of any irregularity in any notice actually received. LWV members, as observers, without voting privilege, may attend all meetings.

Section 6. Special Meetings

The president may call special meetings of the board, and shall call a special meeting upon written request of a simple majority 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. However, during a Convention the president may, or upon the request of a simple majority of the board, 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 simple majority of the members of the board including officers constitutes a quorum.

Section 8. Conduct of meetings

The board may conduct meetings by teleconference, video conference or other forms of technology approved by the board. 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 VII EXECUTIVE COMMITTEE

The executive committee shall consist of the president, co-presidents or management team, vice-presidents, secretary, and treasurer. The executive committee may meet between regular scheduled meetings of the full board to review League business that needs to be addressed in a timely manner and take action when needed, except that non-budgeted expenditures shall be limited to one thousand dollars (\$1,000). It shall report recommendations and actions to the full board either through written communication or at the next scheduled meeting.

ARTICLE VIII RECOGNITION OF LOCAL LEAGUES

Section 1. Local Leagues

- a. Local Leagues are those Leagues that have been so recognized by the LWVUS.
- b. The LWVNC board shall recommend to the LWVUS Board of Directors that it recognize as a local League applicants that meet the qualifying standards adopted by the LWVUS.
- 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 (MAL) unit consists of a group of LWVNC members who are not affiliated with an established local League and adhere to the LWVUS non-partisan policy. MAL units may operate indefinitely and should conduct regular meetings. MAL units with at least 7 members shall be entitled to voter representation at Council and Convention.

ARTICLE IX FINANCIAL ADMINISTRATION

Section 1. Fiscal Year

The fiscal year of LWVNC shall be from July 1 to June 30.

Section 2. Financial Support

Financial support for the work of LWVNC as a whole shall be assumed annually by the local Leagues and MAL units through the payment of dues.

- a. Members of local Leagues and MAL units shall pay annual dues to their local League or MAL. Each local League and MAL shall make a per-member payment (PMP) directly to LWVNC. The amount of the PMP will be determined at 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. Payment Schedule for Leagues and MALS

Invoices to local leagues for their state annual PMP, and invoices to MAL units and members for annual dues, will be sent out by LWVNC in the first month of the fiscal year. (LWVUS will invoice LWVNC for the MAL national PMP, at the same time they invoice local leagues directly for their national PMP.)

Section 4 Budget

The board shall submit to the Convention, for adoption, a budget for the ensuing two fiscal years. 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.

Section 5 Budget Committee

A committee to be appointed for that purpose at least four months in advance of the Convention or Council shall prepare the budget. The treasurer shall be, *ex officio*, a member of the budget committee but shall not be eligible to serve as chair.

ARTICLE X CONVENTION

Section 1. Place, Date and Call

LWVNC shall hold Convention biennially in the odd numbered years. The board shall determine the time and place of the **next** Convention **after obtaining agreement from the Local League in the location chosen, and will make every effort to announce the location at the time of the current Convention.** 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. Thereafter the board may advance or postpone the opening date of the Convention by not more than two weeks. A final call for 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 7 members, members of the board of LWVNC, and observers (without voting privilege) who do not meet the specifications 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 7 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 a MAL unit with a minimum of 7 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 chosen by the local League in the event the president is unable to attend.
- c. Local Leagues with 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 31 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, elect officers and directors, adopt a budget for the ensuing two years, and transact such other business as may be properly presented.

Section 6. Quorum

A quorum shall consist of a simple majority of the delegates registered at the Convention provided that at least a simple majority of local Leagues is represented as well as a simple majority of board members.

Section 7. Conduct of business

The business of Convention may be conducted by teleconference, videoconference or other forms of

technology approved by the LWVNC Board of Directors. All business conducted by teleconference, videoconference or other forms of technology 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 XI ***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 LWVNC. The president of LWVNC shall send a formal call 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 7 members. Other leaders may attend as observers.
- b. one delegate chosen by each local League.
- c. the members of the board of LWVNC.

Section 3. Powers

The Council shall give guidance to the board on Program and methods of operation for the ensuing year. The Council is authorized to change the Program only in an emergency, provided

- a. notice of the proposed changes to the program shall have been sent to the presidents of the local Leagues and MAL units at least one month 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 for the transaction of business at Council meeting shall consist of representation from a simple majority of local Leagues and a simple majority of state board members.

Section 5. Conduct of business

The business of Council may be conducted by teleconference, videoconference or other forms of technology approved by the LWVNC board. All business conducted by teleconference, video conference or other technology 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 XII. 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. The current nominating committee shall make nominations for these offices. The board shall appoint the other members of the committee immediately after the Convention. The board shall fill any vacancy occurring in the nominating committee by reason of death, resignation or disqualification. 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. The president or secretary of such League or unit shall send suggestions for nominations 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 nominating committee shall send a report of its nominations for LWVNC officers and directors and the chair and two members of the succeeding nomination committee 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 has 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 when there is only one nominee for each office. In this case it shall be in order to move that the secretary cast the ballot for every candidate. A majority vote shall constitute an election.

ARTICLE XIII 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 and
- 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 that 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 if a majority votes to consider suggested changes and the proposal for adoption receives a two-thirds vote before Convention adjourns.
- e. Any suggestions of an editorial nature such as spelling, grammar or punctuation shall be discussed by the program committee on the first day of Convention.

Section 4. Council Action

The Council may change the Program as provided in Article XI.

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 XIV NATIONAL CONVENTION AND COUNCIL

Section 1. National Convention

Before the date on which the LWVUS requires names of LWVNC delegates, the board shall elect the requisite number of delegates to the national Convention in accordance with the by-laws of the LWVUS.

Section 2. National Council

Before the date on which the LWVUS requires the names of LWVNC delegates, the board shall elect the requisite number of delegates to the national Council in accordance with the by-laws of the LWVUS.

ARTICLE XV 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 by-laws of the LWVNC.

ARTICLE XVI **AMENDMENTS**

Section 1. Amendments

These by-laws may be amended by a two-thirds vote at any Convention of the L WVNC, using the following procedures:

- a. Proposals for changes shall be submitted by any local League or MAL unit board in North Carolina to the L WVNC board 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 L WVNC, shall be sent to the presidents of the local Leagues and MAL units at least two months prior to the opening date of the Convention.
- c. The presidents of local Leagues and MAL units shall notify their members of the proposed amendments.

Section 2. Amendment of Articles of Incorporation. The Articles of Incorporation may be altered or amended, or new Articles of Incorporation may be adopted, at any meeting of the Board of Directors, by a two-thirds vote of the voting members present, if at least ten days' written notice is given of the intention to take such action at such meeting, and subject to approval by the Board of Directors of L WVNC.

ARTICLE XVII **Dissolution**

Upon the termination, dissolution or winding up of L WVNC in any manner or for any reason, voluntary or involuntary, any assets remaining after the payment or provision for payment of all liabilities of L WVNC shall be distributed to, **and only to, the League of Women Voters Education Fund, or to one or more organizations described in section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.**

ARTICLE XVIII **Adoption**

The By-laws above were adopted as amended by two-thirds of the members at the L WVNC Convention on May 19, 2019.

Jana Albritton, Secretary