

BY-LAWS

League of Women Voters of the Kalamazoo Area

As amended March 1991, May 2007, May 2010, August 2016

Article I Name

Section 1. Name. The name of this organization shall be the League of Women Voters of the Kalamazoo Area. 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.

Article II Purposes and Policy

Section 1. Purposes. The purposes of the League of Women Voters of the Kalamazoo Area 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 of Women Voters of the Kalamazoo Area shall be eligible for membership.

Section 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, state Leagues, and of 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.
- B. Associate Members. All others who join the League shall be associate members.

Article IV Board of Directors

Section 1. Number, Manner of Selection, and Term of Office. The Board of Directors shall consist of the Officers of the League, seven (7) elected Directors, and no more than seven (7) appointed Directors. Four (4) Directors shall be elected by the general membership at the Annual Meeting in even numbered years, and three (3) Directors shall be elected by the general membership at the Annual Meeting in the odd numbered years. They shall serve for a term of two years, beginning on June 1 following their election, or until their successors have been elected and qualified. The elected Directors shall appoint such additional Directors, not exceeding seven (7), as they deem necessary to carry on the work of the League. The term of office of the appointed Directors shall not exceed one year and shall expire on June 1 following the next Annual Meeting. One of the appointed directors shall be the immediate Past President.

Section 2. Qualifications. No person shall be elected or appointed or shall continue to serve as an Officer or Director of this organization unless such person is a voting member of the League of Women Voters of the Kalamazoo Area.

Section 3. Vacancies. Any vacancy occurring on 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 a majority vote of the remaining members of the Board of Directors.

Section 4. Powers and Duties. 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 general membership. It shall plan and direct the work necessary to carry out the Program as adopted by the National Convention, the State Convention, and by the Annual Meeting. The board shall create and designate such special committees as it may deem necessary.

Section 5. Board Liability. No volunteer Director shall be personally liable to the organization 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 organization 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 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.

Section 6. Meetings. There shall be at least nine (9) regular meetings of the Board of Directors annually. 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. Regular and special meetings of the Board may be held by electronic means (such as e-mail or other Internet communication systems, telephone conferences, video conferences, facsimile, etc.) subject to the following:

- A. All Board members shall have access to the appropriate electronic meeting media. A quorum shall be verified by the response to a call for any particular meeting, and, once established, shall be assumed present until the meeting is adjourned.
- B. The technology used for the electronic meetings shall allow Board members full access to and full participation in all meeting transactions either continuously or intermittently throughout the specified time of the meeting.
- C. Procedural rules related to the conduct of electronic meetings shall be established by the Board of Directors.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum.

Article V Officers

Section 1. Enumeration and Election of Officers. The Officers of the League of Women Voters of the Kalamazoo Area shall be a President, a First Vice-President (**Vice President/Organization**), a Second Vice-President (**Vice President/Program**) [to clarify the order of VPs], a Secretary, and a Treasurer. The President shall be elected for a term of one year while all other officers shall be elected for a term of two years by the general membership at an Annual Meeting and take office on June 1 following their election. The 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. No officer shall serve in the same office more than three (3) consecutive terms or six (6) years, whichever is longer.

Section 2. The President. The President shall preside at all meetings of the organization and of the Board of Directors. She/he may, in the absence or incapacity of the Treasurer, sign or endorse checks, drafts and notes. The President shall have such power 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-Presidents. The Two Vice-Presidents, in the order of their rank, shall, in the absence, incapacity 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 elect one of its members to fill the vacancy. The Vice-Presidents shall perform such other duties as the President and Board may designate.

Section 4. The Secretary. The Secretary shall keep minutes of all business meetings of the League and of all meetings of the Board of Directors. The Secretary shall notify all Officers and Directors of their election; 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 shall collect and receive all monies due. The Treasurer shall be the custodian of these monies, shall deposit them in a bank designated by the Board of Directors, and shall disburse same only upon the order of the Board. The Treasurer shall present statements to the Board at their regular meetings and an annual report at the Annual Meeting. The books shall be audited annually. The Treasurer **or designee [to allow the Membership Chair to do this task]** shall notify each member at least two weeks before the first of the month in which the dues are payable.

Article VI Financial Administration

Section 1. Fiscal Year. The Fiscal year of the League of Women Voters of the Kalamazoo Area shall be from July 1 to June 30 of each year.

Section 2. Dues. Annual dues shall be payable on the first day of the anniversary month of the member's joining the League. Associate members' dues shall be assessed the same as members' dues. Full-time students ~~and citizens of 60 years and older~~ **[scholarship available for those in need]** may pay dues of one-half that amount. Any member who fails to pay dues within three months after they become payable shall be dropped from the membership rolls.

Section 3. Budget Committee. A budget committee shall be appointed by the Board of Directors at least three months prior to the Annual Meeting to prepare a budget for the ensuing year. The Treasurer shall be an ex-officio member of the Budget Committee, but shall not serve as chairperson.

Section 4. Budget. A proposed budget for the ensuing year, including an amount for annual dues, shall be sent by the Board of Directors to all members one month before the Annual Meeting. The budget shall be adopted by a majority vote of members present at the Annual Meeting.

Article VII Meetings

Section 1. Membership Meetings. [To distinguish general from business meetings] There shall be at least four (4) meetings of the membership each year. Time and place shall be determined by the Board of Directors.

Section 2. Annual Meeting. An Annual Meeting shall be held between April 1 and May 31, the exact date to be determined by the Board of Directors. The Annual Meeting shall:

- A. Adopt a local program for the following year;
- B. Elect Officers, Directors and members of the nominating Committee;
- C. Adopt an adequate budget; and
- D. Transact such other business as may properly come before it.

Section 3. Quorum. At any business meeting of the League of Women Voters of the Kalamazoo Area, twenty-five (25) voting members shall constitute a quorum at all business

meetings of the League of Women Voters of the Kalamazoo Area. [emphasizes that quorum applies only to business meetings, not all membership meetings]

Article VIII Nominations and Elections

Section 1. Nominating Committee. The Nominating Committee shall consist of five (5) members, two of whom shall be members of the Board of Directors. The Chairperson and two members, who shall not be members of the Board, shall be elected at the Annual Meeting. Nominations for these offices shall be made by the current Nominating Committee. The other members shall be appointed by the Board of Directors at their first meeting. 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.

Section 2. Report of Nominating Committee and Nominations From the Floor. The report of the Nominating Committee of its nominations for Officers, Directors, and the members 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.

Section 3. Election. The election shall be by ballot, except that when there is only one nominee for each office, the Secretary may be instructed to cast the ballot for every nominee. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

Article IX Program

Section 1. Authorization. The governmental principles adopted by the National Convention, and supported by the League as a whole, constitute the authorization for the adoption of Program.

Section 2. Program. The Program of the League of Women Voters of the Kalamazoo Area shall consist of those local governmental issues chosen for concerted study and action.

Section 3. Action by the Annual Meeting. The Annual Meeting shall act upon the Program using the following procedures:

- A. The Board of Directors shall consider the recommendations sent in by the voting members two months prior to the Annual Meeting and shall formulate a proposed program;
- B. The proposed program shall be sent to all members one month before the Annual Meeting;
- C. A majority vote of voting members present and voting at the Annual Meeting shall be required for adoption of subjects in the proposed Program as presented to the Annual Meeting by the Board of Directors;
- D. Recommendations for Program submitted by voting members two months prior to the Annual Meeting but not recommended by the Board of Directors may be considered by the Annual Meeting provided that:
 1. The Annual Meeting shall order consideration by a majority vote and
 2. The Annual Meeting shall adopt the item by a two-thirds vote;
- E. Changes in Program, in the case of altered conditions, may be made provided that:

1. Information concerning the proposed changes has been sent to all members at least two weeks prior to a general membership meeting at which the change is to be discussed, and
2. Final action by the membership is taken at a succeeding meeting.

Section 4. Member Action. Members may act in the name of the League of Women Voters of the Kalamazoo Area only when authorized to do so by the Board of Directors.

Article X

National Convention, and State Convention and Council [obsolete]

Section 1. National Convention. The Board of Directors at a meeting before the date on which the names of the delegates must be sent to the national office shall select delegates to that Convention in the number allotted the League of Women Voters of the Kalamazoo Area under the provisions of the By-Laws of the League of Women Voters of the United States.

Section 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 to the League of Women Voters of the Kalamazoo Area under the provisions of the By-Laws of the League of Women Voters of Michigan.

Section 3. State Council. The Board of Directors at the meeting before the date on which the names of delegates must be sent to the state office shall select delegates to that council in the number allotted to the League of Women Voters of the Kalamazoo Area under the provisions of the By-Laws of the League of Women Voters of Michigan. [obsolete]

Article XI

Parliamentary Authority

Section 1. Parliamentary Authority. The rules contained in 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 By-Laws.

Article XII

Amendments

Section 1. Amendments. These By-Laws may be amended by a two-thirds vote of the voting members present and voting at the Annual Meeting, provided the proposed amendments were submitted to the membership in writing at least one (1) month in advance of the Annual Meeting.