



**BYLAWS OF THE
LEAGUE OF WOMEN VOTERS OF THE FLINT AREA**
(Revised June, 2018)

Preface: As a local grassroots organization, it should be understood, by the officers, directors and members at large, that the model of operation, at times, may differ from reality. The organization is to use these Bylaws as a model of operation with the understanding that, sometimes, reality does not meet the expectation. Without fail, the intentions of the bylaws should always be met within the reality that exists in terms of available volunteers, schedules, circumstances, etc.

ARTICLE I: NAME

Section 1 – Name. The name of this organization shall be the League of Women Voters of the Flint Area. This League is an official local chapter of the League of Women Voters of the United States and of the League of Women Voters of Michigan.

ARTICLE II: VISION, MISSION, AND NON-PARTISAN POLICY

Section 1 – Vision. The Vision of the League of Women Voters of the Flint Area is to empower citizens to participate in the improvement of their communities.

Section 2 – Mission. The League of Women Voters, a non-partisan political organization, encourages informed and active participation in government, works to increase understanding of major public policy issues, and influences public policy through education and advocacy.

Section 2 – Non-partisanship Policy. The League of Women Voters of the Flint Area may advocate on local (*within membership geographic boundaries*) governmental measures and policies in the public interest and in conformity with the Principles and Position Statements of the League of Women Voters of the United States, the League of Women Voter of Michigan, and/or the local League. At no time, will the League organization take action or voice an opinion that supports or opposes a political party or any candidate for public office.

1. The local League shall endeavor to carefully consider working partnerships and affiliations based on the circumstances at hand – to ensure that diverse audiences are reached while fundamental organizational characteristics are maintained.

ARTICLE III: MEMBERSHIP

Section 1 - Eligibility. Any person who subscribes to the mission and non-partisan policy of the League, is a resident of the geographic region, and is at least 16 years of age shall be eligible for membership.

Section 2 - Types of Membership. The membership of the League of Women Voters of the Flint Area shall be composed of voting members and associate members.

1. Voting members are current dues-paying members of the local League.
2. Associate membership is limited; the purpose of an Associate membership is to allow a person time to consider their possible formal affiliation with the local chapter.
3. Associate members conform to the mission and non-partisan policy when volunteering on behalf of the local League, but not dues paying. Associate members are not voting members. Associate members may not hold positions of leadership or work independently.

ARTICLE IV: BOARD OF DIRECTORS

Section 1 – Leadership of the local League. The Board of Directors shall consist of Officers of the Board and key Directors. Officers shall include: President, Administrative Vice President, Advocacy/Program Vice President, Treasurer, and Secretary. Key Director positions include: Fund Development Chair, Membership Chair, Natural Resources Chair, Voter Service Chair, Voter Registration Chair, Webmaster, and Young Adult Representative; these roles should be affirmed by vote at the Annual Meeting. Other Director positions may be added by a quorum of the Board, as necessary and appropriate to meet the needs of the Organization.

Section 2 – Term of Office. The terms of office for Officers and identified ‘key’ Directors shall be two years. In the event a person is appointed mid-term, they shall serve the remainder of the scheduled term. Terms of appointed Directors will be one year and shall expire at the next Annual Meeting.

Section 3 – Qualifications of Leadership. Elected and appointed leadership roles may only be filled by Voting Members of the local League.

Section 4 – Vacancies of Leadership Positions.

1. Any vacancies 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 a majority vote of the remaining members of the Board of Directors.
2. Three consecutive absences from a board meeting of any member without a valid reason shall be deemed a resignation after a written notice by the secretary.

3. Notification of intent to resign from the Board must be submitted in writing to the President.

Section 5 – Powers and Duties of Leadership. 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. The Board shall plan and direct the work necessary to carry out the program as accepted by the National Convention, the State Convention and the local League Annual Meeting. The Board shall create and designate special committees as it may deem necessary.

Section 5 – Regular Meetings of Leadership. There shall be at least six regular meetings of the Board of Directors annually. Officers and Directors are expected to attend all regularly scheduled meetings. An absence of three or more consecutive meetings, without notice and approval, shall be considered a resignation from the Leadership position.

Section 6 – Special Meetings of Leadership. As necessary, the President may call for a special meeting of the Officers of the Board (and Directors). Such a meeting may occur in person, electronically, over the phone, or whatever medium is available and convenient to the needs of the board.

Section 7 – Quorum. Quorum for scheduled business meetings shall be a majority of currently serving members of the Board of Directors.

Section 8 – Board Liability. The League of Women Voters of Michigan has assured the availability of Directors and Officers Insurance to local Leagues. The League of Women Voters of the Flint Area will budget accordingly to ensure this protection for the local League. The LWV of the Flint Area will not hold any volunteer leader personally liable to the Organization or its members, for monetary damages, except in the instance of the following:

1. A breach of the Officer's or Director's duty of loyalty to the Organization or its members.
2. Acts (or omissions) made with intentional misconduct, or a knowing violation of the law.
3. Any violation of state or federal law as it pertains to working/volunteering with a non-profit.
4. An act from which the Officer or Director derived an improper personal benefit.
5. An act or omission that is grossly negligent.

While not a liability, any Officer or Director that is known to violate the principals, mission, or non-partisanship of the League of Women Voters shall be subject to removal from their position of authority. In the event of an investigation (internal or external), the member will step aside until the investigation is concluded and a decision is determined.

ARTICLE V: ELECTION AND DUTIES OF OFFICERS

Section 1 –Election of Officers.

The officers of the League of Women Voters of the Flint Area shall be President, Administrative Vice President, Advocacy Vice President, Secretary and Treasurer. These officers shall be elected for terms of two years by the general membership at an Annual Meeting and take office immediately. The President, the Advocacy Vice President and the Secretary shall be elected in odd- numbered years. The Administrative Vice President and the Treasurer shall be elected in even-numbered years. These officers constitute the Executive Board.

Section 2 - The President.

The president shall:

1. Preside at all meetings of the organization and of the Board of Directors.
2. Serve as the sole spokesperson for the organization, unless such authority is granted to other members for specific purposes.
3. May, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes.
4. Be ex-officio, a member of all committees except the Nominating Committee.
5. Have such usual powers of supervision and management as may pertain to the office of President.
6. Perform such other duties as may be designated by the Board.

Section 3 - The Administrative Vice President.

The Administrative Vice President, shall:

1. In the event of absence or disability, fulfill the role of President. In the event a permanent resignation or death of the President, the Administrative Vice President will possess all the powers and perform all the duties of that office, until such time as the Board of Directors elects one of its members to fill the vacancy.
2. Has responsibility to oversee the activities and ensure performance of Officers and Directors that work more *internally* with the Organization: the Secretary, the Treasurer, the Membership Director, the Webmaster, the Fund Development Chair, and the Bylaws review.
3. Share responsibility (with the Advocacy Vice President) of working with the Nominating Committee for the purpose of filling Officer and Director positions, without conflict of interest.
4. Perform other duties assigned by the President and Board, as necessary and appropriate.

Section 4 – The Advocacy Vice President.

The Advocacy Vice President shall:

1. Serve second to the Administrative Vice President in the event of the absence of the President; in the event that the President and the Administrative Vice President are unavailable, incapacitated, or permanently removed, the Advocacy Vice President takes on the role of President.
2. Oversee the activities and ensure performance of the Directors that work more *externally* with the Organization: Voter Services, Young Adult Representative, Events/Forums, Position Reviews, etc.
3. Share responsibility, with the Administrative Vice President, of working with the Nominating Committee for the purpose of filling Officer and Director positions without conflict of interest.
4. Perform other duties assigned by the President and Board, as necessary and appropriate.

Section 5 - The Secretary.

The Secretary shall:

1. Keep the minutes of all meetings of the League and of all meetings of the Board of Directors.
2. Sign, with the President, all contracts and other instruments when so authorized by the Board; in the absence of the Secretary, another Officer of the Board may co-sign.
3. Maintain a list of members with no access to email and send printed newsletters to those members.
4. Send welcome letters on behalf of the League to new members, cards to recognize special occasions.
5. Other duties as deemed necessary and appropriate.

Section 6 - The Treasurer.

The Treasurer shall:

1. Collect, receive, and disperse all monies of the Organization.
2. Present summary statements to the Board at their regular meetings.
3. Provide the board quarterly statements of budget vs actual expenditures to assure fiscal responsibility.
4. Provide a summarized annual financial statement at the Annual Meeting of the membership.

5. Coordinate an audit of finances at the change of Treasurer roles or biennially, whichever comes sooner. In the event of a change in the Treasurer role, the Administrative Vice President will coordinate the audit of financial records.

ARTICLE VI: ELECTION AND DUTIES OF DIRECTORS

Director positions are important leadership roles that add value to the organization and fulfill vital roles in the daily functioning of the organization. Persons who fulfill Director positions must be voting members in good standing. It is the duty of the Board to ensure all directors have an accurate job description to assure volunteer leaders have a clear concept of the duties they are expected to fulfill. These job descriptions are to be reviewed and approved by the Board and any qualified voting members at a regularly scheduled business meeting. All directors are representatives of the LWV of the Flint Area Board of Directors. As such, they have the same attendance obligations.

Section 1. Key Directors.

Key Director positions are those that are deemed essential to the business of the local League. They include: Fund Development Chair, Membership Chair, Natural Resources, Voter Service Chair, Voter Registration Chair, Webmaster, and Young Adult Representative.

1. Identified Key Directors will serve terms of two years and will be elected by vote at the Annual Meeting. In the event, the role is vacant, the Board of Directors may fill roles by majority vote as qualified candidates are identified.

Section 2. Directors.

Director positions are those that the Board of Directors deem important to the current business of the local League. These may be filled by voting members in good standing. Ideally, these roles are affirmed by vote at the Annual Meeting but may be identified and filled by a majority of the Board and voting members in attendance at regularly scheduled business meetings.

1. Director positions shall have terms of one-year that is renewal for as long as the function is necessary.
2. In the event a Director role continues for more than four years, it should be considered a Key Director role.

ARTICLE VII: FINANCIAL ADMINISTRATION

Section 1 – Fiscal Year. The Fiscal year of the League of Women Voters of the Flint Area shall commence on the first day of July of each year.

Section 2 – Dues. The membership (and program) year shall be considered as July 1 – June 30. Annual membership fees shall be due annually on July 1. Any member who fails to pay dues by January 30th of the new fiscal/program year shall be dropped from the active membership roster. The amount of the dues shall be determined periodically by a vote of the membership at an annual meeting.

1. Household Per Member Payment (PMP), using the League of Women Voters of the United States guidelines, is available to a second member living at the same address.
2. Student Memberships are reduced rate memberships for those persons who are attending school at least half-time. The goal of student memberships is to introduce people, with limited incomes due to academic demands, to the LWV and encourage a lifetime of volunteer advocacy and education.
3. Scholarship Memberships are available to persons who, in the previous year, served as an active volunteer in the capacity of either a Voting (dues paying) or Associate (non-dues paying) Member.

Section 3 – Budget. A budget for the ensuing year shall be submitted to the membership body for adoption at the Annual Meeting. The budget shall include anticipated incomes and expenditures appropriate to support for the work of the League as a whole.

Section 4 – Budget Committee. A Budget Committee shall be appointed by the Board of Directors at least two months prior to the annual meeting to prepare a budget for the ensuing year. The proposed budget shall be made available to any members one month before the annual meeting. The Treasurer shall serve on the Budget Committee but shall not serve as chair.

Section 5 – Audit. The books shall be inspected upon election of a change in Treasurer, but not less often than every two years.

ARTICLE VII: MEETINGS of the LOCAL LEAGUE

Section 1 - Membership Meetings. The monthly business meetings of the local League are open to all members. In addition to business meetings, members may attend annual program planning meetings, and any events of the League.

1. Guests: Are encouraged to attend meetings of the local League to learn more about our mission and practices. It is recommended that the President be informed, in advance, so the guest may be recognized and any adjustments to the Agenda can be made. Guests should not be present during, or participate in, any (sensitive) votes.

Section 2 - Annual Meeting. An Annual Meeting shall be held between mid-May and mid-June. Often the date of the Annual Meeting is determined by calendar commitments, venue availability, and convention dates of state and national Leagues.

The Annual Meeting shall serve to:

1. Adopt a general program for the ensuing year.
2. Elect officers, directors, and members of the nominating committee; additionally, to thank previous League leaders/volunteers for their service
3. Adopt a budget.
4. Transact other business as may properly come before it.

Section 3 - Quorum. Ten percent of the membership, as reported to the League of Women Voters of the United States on January 31st, shall constitute a quorum at all general membership meetings.

ARTICLE VIII: NOMINATIONS AND ELECTIONS

Section 1 - Nominating Committee. The nominating committee shall consist of five members.

1. At least two members must be current members of the Board of Directors; typically, the two Vice Presidents will serve in this role, but it is not be a requirement. The board member representatives will be affirmed by vote of the membership body at the Annual Meeting.
2. A third member of the Nominating Committee should be the Membership Director, or a Director that is familiar with the membership body. This member is to be affirmed by vote of the membership body at the Annual Meeting.
3. The remaining two members may serve on the Board as a Director OR be non-board members in good standing. They may not be members of the Executive Board (President, Vice President, Secretary or Treasurer). These representatives should be affirmed by the membership body at the Annual Meeting but may be appointed by the Board.
4. Members of the nominating committee should represent the diversity of the organization.
5. The Nominating Committee shall determine, by vote of the committee, who will serve as chair.
6. Nominations for positions on the Nominating Committee shall be made by the current Nominating Committee.
7. Any vacancy on the Nominating Committee shall be appointed by the Board of Directors.

Section 2 - Nominations. Suggestions for nominations for offices to be filled may be sent to the Nominating Committee by any voting member.

Section 3 – Report of the Nominating Committee. The report of the Nominating Committee of its nominations for officers, directors, the proposed nominating committee members are to be made available to all members one month before the Annual Meeting. The report shall be presented to the Annual Meeting.

Section 4 – Nominations from the Floor. Immediately following the presentation of the report of the Nominating Committee, nominations may be made from the floor, provided the consent of the nominee has been secured.

Section. 5. Election. The election may be by vote, by hand, or by ballot. When there is but one nominee for each office, the secretary may be instructed to allow a single vote of affirmation. The election may only occur if there is a quorum of qualified voting members.

ARTICLE IX: PROGRAM

Section 1 - Authorization. The governmental principles adopted by the national Convention and supported by the League constitute the authorization for the adoption of the Program.

Section 2 – Explanation of Program. The program of the League of Women Voters of the Flint Area shall adhere to local, state, and/or national positions that have been adopted following formal study, consensus, and adoption. No action (or program) of advocacy may be undertaken that is not backed by the strength of a formal position statement. The local League may undertake educational programs that are not focused on taking a position.

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

1. The Board of Directors shall consider the recommendations sent in by voting members by the designated January/February date scheduled by the Board of Directors.
2. The Proposed Program shall be presented to all members at the Annual Meeting.
3. A quorum of voting members must be present at the Annual Meeting to adopt the Proposed Program as presented at the Annual Meeting.
4. Recommendations for the program submitted by voting members by the deadline established by the Board, but not recommended by the Board of Directors, may be considered at the Annual Meeting provided that:
 - a. The Annual Meeting shall order consideration by a vote of qualified members.
 - b. Adoption requires a two-thirds vote of voting members present.

Section 4 – Program Change. The Board of Directors must endeavor to employ the Program Plan adopted at the Annual Meeting. However, in the event of altered conditions, the Board is to provide the membership timely notice of any proposed change.

Section 5 – Local League Action. The League of Women Voters of the Flint Area may act only in conformity with, not contrary to, the position taken by the League of Women Voters of the United States, the League of Women Voters of Michigan, and the local League of Women Voters of the Flint Area.

Section 6 – Member Action. Members may act or speak in the name of the League of Women Voters only when authorized to do so by the President, an acting President, or a majority of the Board of Directors. Non-participation in an event or an issue by the local League does not preclude member participation as individual citizens.

ARTICLE X: NATIONAL CONVENTION, STATE CONVENTION AND COUNCIL

Section 1 - National Convention. The membership number reported on the official count date (January 31) determines the number of allowable delegates at the biennial convention. The local League determines how many delegates will attend convention based on interest, qualification, cost, and budget allocated. Selection of delegates will be made by the Board of Directors from eligible voting members in good standing. Any individual member may attend convention but only those sent by a local League are eligible to be part of the delegation.

Section 2 - State Convention. The membership number reported on the official count date (January 31) determines the number of allowable delegates at the biennial convention. The local League determines how many delegates will attend convention based on interest, qualification, cost, and budget allocated. Selection of delegates will be made by the Board of Directors from eligible voting members in good standing. Any individual member may attend convention but only those sent by a local League are eligible to be part of the delegation.

ARTICLE XI: PARLIAMENTARY AUTHORITY

Section 1 – Parliamentary Authority. The rules contained in Robert’s Rules of Order, Revised, shall govern the organization in all cases to which they are applicable and in which they are consistent with the Bylaws.

ARTICLE XII: AMENDMENTS

Section 1 - Amendments. These bylaws may be amended by a two-thirds vote of the voting members present and voting at the annual meeting (or other general membership meeting), provided the amendments were made available to the membership in writing at least one month in advance of the meeting.