

**BYLAWS
LEAGUE OF WOMEN VOTERS OF THE FLINT AREA**

(Revised May, 2003)

Article I

Name

Section 1 – Name. The name of this organization shall be the League of Women Voters of the Flint 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

Purpose and Policy

Section 1 – Purpose. The purposes of the League of Women Voters of the Flint Area shall be to promote political responsibility through informed and active participation of citizens in government, to act on selected governmental issues.

Section 2 – Non-partisanship Policy. The League of Women Voters of the Flint Area may take action on local governmental measures and policies in the public interest in conformity with the Principles of the League of Women Voters of the United States. It 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. The membership of the League of Women Voters of the Flint Area shall be composed of voting members and associate members.

- a. Voting members shall be those citizens at least eighteen years of age who are enrolled in the local League
- b. Associate members shall be all other 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, six elected directors and not more than six appointed directors. Three directors shall be elected by the general membership at each annual meeting and shall serve for a term of two years, or until their successors have been elected and qualified. The elected members shall appoint such additional directors, not exceeding six, as they deem necessary to carry out the work of the League. The terms of office of the appointed directors shall be one year and shall expire at the conclusion of the next annual meeting.

Section 2 – Qualifications. No person shall be elected, or appointed or shall continue to serve as an officer or director of this organization unless he or she is a voting member of the League of Women Voters of the Flint Area.

Section 3 – Vacancies.

- a. 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.
- b. 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.
- c. All notification of intent to resign from the Board must be submitted in writing to the President.

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. 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 Annual Meeting. The Board shall create and designate such special committees as it may deem necessary.

Section 5 – Regular Meetings. There shall be at least six regular meetings of the Board of Directors annually. The Executive Committee shall meet as necessary, and may act at Board direction.

Section 6 – Special Meetings. 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.

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

Article IV continued

Section 8 – Board Liability. No volunteer director of the local Board shall be personally liable to the Organization or its members for any monetary damages for the 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 55I(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.

ARTICLE V

Officers

Section 1 – Enumeration and Election of Officers. The officers of the League of Women Voters of the Flint Area shall be President, two Vice Presidents, a Secretary and a 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 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. These officers constitute the Executive Committee.

Section 2 - The President. The president shall preside at all meetings of the organization and of the Board of Directors. The President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes. The President shall be ex-officio, a member of all committees except the Nominating Committee. The President shall have such usual powers of supervision and management as may pertain to the office of President and perform such other duties as may be designated by the Board.

Section 3 - The Vice Presidents. The two Vice Presidents, in order of their rank, shall in the event of absence, disability, resignation 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 the minutes of all meetings of the League and of all meetings of the Board of Directors. The Secretary shall notify all officers and directors of their election. The Secretary shall sign, with the President, all contracts and other instruments when so authorized by the Board, and shall perform such other functions as may be incident to the office.

Article V continued

Section 5 - The Treasurer. The treasurer shall collect and receive all money due. The Treasurer shall be custodian of these monies, shall deposit them in a bank designated by the Board of Directors, and shall disburse same only upon order of the Board. The Treasurer shall present statements to the Board at their regular meetings and an annual report to the annual meeting.

ARTICLE VI

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 year shall be considered as July 1 – June 30. Annual dues shall be payable annually July 1. For new members joining after January 1, dues shall be half of the annual amount. Household Per Member payment, using the League of Women Voters of the United States guidelines, is available for a household that includes more than one member. Any member who fails to pay dues within three months after they become payable shall be dropped from the membership rolls. The amount of the dues shall be determined periodically by a vote of the membership at an annual meeting.

Section 3 – Budget. A budget for the ensuing year shall be submitted by the Board of Directors at the annual meeting for adoption. The budget shall include 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 sent to all members one month before the annual meeting. The Treasurer shall not be eligible to serve as chair.

Section 5 – Audit. The books shall be inspected upon election of a different person as treasurer, but not more often than every two years.

ARTICLE VII

Meetings

Section 1 - Membership Meetings. There shall be at least three 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 March 31 and May 31; the exact date shall be determined by the Board of Directors. The Annual Meeting shall:

- a. Adopt a local program for the ensuing year,
- b. Elect officers, directors, and members of the nominating committee,
- c. Adopt a budget, and
- d. Transact such 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 membership meetings.

ARTICLE VIII

Nominations and Elections

Section 1 - Nominating Committee. The nominating committee shall consist of five members two of whom shall be members of the Board of Directors. The chair 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 of the Committee shall be appointed by the Board of Directors immediately after the Annual Meeting. Any vacancy on the Nominating Committee shall be filled by appointment of 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 and the chair and two members of the succeeding nominating committee shall be sent to all members one month before the date of 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. Elections. The election shall be by ballot. When there is but one nominee for each office, the secretary may be instructed to cast the ballot for every nominee. A majority of those qualified to vote, present 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 the Program.

Section 2 – Explanation of Program. The program of the League of Women Voters of the Flint 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 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 the 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.
 - 2) The Annual Meeting shall adopt by a three-fifths vote.

Section 4 – Program Change. The Board of Directors may recommend changes in the Program, in the event of altered conditions, to the membership, provided that the notice of any proposed change shall have been sent to the membership at least two weeks prior to a general membership meeting at which the change is to be discussed, and final action is taken by the membership at a succeeding meeting by a two-thirds vote of voting members present and voting.

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

Section 6 – Member Action. Members may act in the name of the League of Women Voters only when authorized to do so by the proper member of the Board of Directors.

ARTICLE X.

National Convention, State Convention and Council

Section 1 - National Convention. The membership 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 allotted the League of Women Voters of the Flint Area under the provisions of the Bylaws of the League of Women Voters of the United States.

Section 2 - State Convention. The membership at a meeting before the date on which the names of delegates must be sent to the state office shall select delegates to that convention in the number allotted the League of Women Voters of Michigan.

Section 3 - State Council. The membership at a meeting before the date on which the names from the League must be sent to the state office, shall select delegates to that Council in the number allotted the League of Women Voters of the Flint Area under the provisions of the Bylaws of the League of Women Voters of Michigan.

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 not inconsistent 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 submitted to the membership in writing at least one month in advance of the meeting.