

LEAGUE OF WOMEN VOTERS OF THE UMPQUA VALLEY
BYLAWS

501(c)(3) Bylaws to be amended by the September 27, 2016 Membership Meeting

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ARTICLE I
Name

Section 1. Name The name of this organization shall be the League of Women Voters of the Umpqua Valley, hereinafter referred to in these bylaws as LWVUV or as the League. This local League is an integral part of the League of Women Voters of the United States, hereinafter referred to in these bylaws as LWVUS, and of the League of Women Voters of Oregon, hereinafter referred to in these bylaws as LWVOR.

ARTICLE II
Purpose and Policies

Section 1. Purposes The purposes of the LWVUV are to promote political responsibility through informed and active participation of citizens in government and to act on selected governmental issues. LWVUV is organized and operated primarily for charitable, educational and advocacy purposes under 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, LWVUV 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 the corporation shall be attempting to influence legislation.

Section 2. Policy The LWVUV may take action on local governmental measures and policies in the public interest in conformity with the Principles of the LWVUS. It shall not support or oppose any political candidate.

Section 3. Mission The League of Women Voters, a nonpartisan political organization, encourages informed and active participation in government, works to increase understanding of major public policy issues and influence public policy through education and advocacy.

ARTICLE III
Membership

Section 1. Eligibility Any person who subscribes to the purposes and policy of the LWVUV shall be eligible for membership.

Section 2. Types of Membership

a. Voting Members. Persons at least 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, three elected Directors and not more than three appointed Directors. Two shall be elected by the general membership at the even year Annual Meeting and shall serve for a term of two years, or until their successors have been elected and qualified. One shall be elected by the general membership at the odd year Annual Meeting and shall serve for a term of two years or until his or her successor has been elected and qualified.

The elected members shall appoint such additional Directors, not exceeding three, as they deem necessary to carry on 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 fiscal year.

Section 2. Qualifications No person shall be elected or appointed or shall continue to serve as an officer or director of this organization unless she/he is a voting member of the LWVUV.

Section 3. Vacancies Any vacancy occurring in the Board of Directors by reason of resignation, death or disqualification of any 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. Three consecutive absences from a Board meeting of any member without a valid reason shall be deemed a resignation.

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 the Annual Meeting. It shall carry out action on League program in accordance with established policy. The Board shall create and designate such special committees as it may deem necessary.

Section 5. Meetings There shall be at least nine 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. If an occasion arises which necessitates immediate action, remote communications (email, teleconferencing, etc.) may be utilized to make a decision. All LWVUV Board members shall be notified of the meeting and its purpose by email or telephone. Before any decision can be made, all members must be given an opportunity to participate in a remote discussion. A simple majority of all LWVUV Board members is required for approval or disapproval. In the case of email, response must be made within 24 hours of the notice. The President shall fully inform all Board members of the results before acting on the vote. Results of email or teleconference voting shall be reported at the next regular Board meeting and recorded in the minutes.

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Section 6. Quorum A majority of the members of the Board of Directors shall constitute a quorum.

ARTICLE V

Officers

Section 1. Enumeration and Election of Officers The Officers of the LWVUV shall be President (or co-Presidents), a Vice-President, , a Secretary, and a Treasurer who shall be elected for terms of two years by the general membership at the Annual Meeting and take office July 1. The President (or co-Presidents), and the Vice President, shall be elected in odd-numbered years. The Secretary and the Treasurer shall be elected in even-numbered years.

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, exofficio, 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 the President and perform such other duties as may be designated by the Board. IN the event of the election of co-Presidents they shall decide on the division of the above mentioned powers and duties.

Section 3. The Vice-President The Vice-President shall, in the event of the 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-President shall perform such other duties as the President and Board may designate.

Section 4 The Secretary The Secretary shall keep 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.

Section 5. The Treasurer The Treasurer shall collect and receive all moneys due, shall be custodian of these moneys, shall deposit them in a bank designated by the Board of Directors and shall disburse the 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.

Section 6. Indemnification of Officers, Directors and Employees The LWVUV shall indemnify to the fullest extent not prohibited by law any Director, officer, member of any committee, or employee who was or is a party or is threatened to be made a party to any proceeding, which shall include any threatened, pending or completed action, suit or proceeding whether brought in the name of the League or otherwise and whether of a civil, criminal, administrative or investigative nature, against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in connection with such a proceeding. Any indemnification provided by this Article shall not be deemed exclusive of any other

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rights to which those indemnified may be entitled under these Bylaws, agreements, statutes, policies of insurance or otherwise.

Section 7. Limitation of Liability The civil liability of Directors, ~~Officers~~ shall be limited to the fullest extent permitted under the Oregon Nonprofit Corporation Act of 1989.

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ARTICLE VI Financial Administration

Section 1. Fiscal Year The fiscal year of the LWVUV shall commence on the first day of July each year.

Section 2. Dues Annual membership dues are due on October 1st of each year. Proration of dues for partial periods may be determined by the board. Any member who fails to pay dues within three months of the annual due date shall be dropped from the membership rolls. When two or more members reside at the same address in a common household, the dues determined at the Annual Meeting shall be made by the first member; a payment equal one-half the dues shall be made for each other member.

Section 3. Budget A budget for the ensuing year shall be submitted by the Board of Directors to 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 treasurer shall be a member of the Committee, but may not serve as chair. The proposed budget shall be sent to all members one month before the Annual Meeting.

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 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 ensuing year.
- b) Elect ~~Officers~~, Directors and members of the Nominating Committee.
- c) Adopt an adequate budget.
- d) Transact such other business as may properly come before the members.

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Section 3. Quorum One third of the total membership shall constitute a quorum at all meetings of the LWVUV.

ARTICLE VIII Nominations and Elections

Section 1. Nominating Committee The Nominating Committee shall consist of three members, one of whom shall be a member of the Board of Directors. The Chairman and one member who shall not be an elected member of the Board, shall be elected at the

Annual Meeting. Nominations for these Officers shall be made by the current Nominating Committee. The other member shall be appointed by the Board of Directors before the end of the Fiscal Year. 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 a voting member.

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Section 2. Report of the 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.

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Section 3. Elections The election shall be by ballot, provided that when there is but 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 Making and Action

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

Section 2. Program The Program of LWVUV shall consist of:

- a) Action to implement the principles of LWV
- b) Those governmental issues chosen for concerted study and action.

Section 3. Action at the Annual Meeting The Annual Meeting shall select those governmental issues for concerted study and action, using the following procedures:

- a) The Board of Directors shall consider the recommendations sent in by the voting members for local study 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) Approval of a majority of the voting members present and voting shall be required for adoption of the proposed program as presented to the Annual Meeting by the Board of Directors.
- d) Recommendation 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 majority vote.
- e) Changes in the 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 only when authorized to do so by the proper Board of Directors. They may act only in conformity with, and not contrary to, a position taken by the LWVUV, the LWVOR, and/or the LWVUS.

ARTICLE X
National Convention, State Convention and Council

Section 1. National Convention The Board of Directors at a meeting before the date on which the names of delegates must be sent to the National Office shall select delegates to that Convention in the number allotted the LWVUV under the provisions of the Bylaws of the LWVUS.

Section 2. State Convention The Board of Directors at a meeting before the date on which the names of the delegates must be sent to the State Office shall select delegates to that Convention in the number allotted the LWVUV under the provisions of the Bylaws of the LWVUS.

Section 3. State Council 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 Council in the number allotted by the LWVOR.

ARTICLE XI
Parliamentary Authority

Section 1. Parliamentary Authority The rules contained in Robert's Rule 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 Bylaws.

ARTICLE XII
Amendments

Section 1. Approval of two-thirds of the voting members present and voting shall be required for amending these Bylaws at the Annual Meeting, providing the amendments were submitted to the membership in writing at least one month in advance of the meeting.

Approved by the members at a Membership Meeting on September 27, 2016.
Signed on _____.

Jenny Carloni
President

Julee Wright
Secretary

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