

BYLAWS
LEAGUE OF WOMEN VOTERS OF CORVALLIS
as amended May 2013

ARTICLE 1 - Name

Sec. 1. Name. The name of this corporation shall be League of Women Voters of Corvallis. 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 Oregon.

ARTICLE 11 - Mission and Policy

Sec. 1. 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 influences public policy through education and advocacy.

Sec. 2. Political Policy. The League shall not support or oppose any political party or any candidate.

ARTICLE III - Membership

Sec. 1. Eligibility. Any person who subscribes to the purpose and policy of the League shall be eligible for membership.

Sec. 2. Types of Membership.

- (a) Voting Members. Citizens at least 18 years of age residing within the Corvallis area and other areas of Benton and Linn Counties who join the League shall be voting members of the Corvallis and Oregon Leagues and of the League of Women Voters of the United States. 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- Officers

Sec. 1. Enumeration and Election of Officers. The officers of the League of Women Voters of Corvallis shall be a president, (Co-presidents may be elected. They shall share the same responsibilities described for the president. Each shall have a vote in Board business.) a first vice-president, a second vice-president, a secretary and a treasurer. These officers shall be voting members of this corporation, shall be elected by the membership at an annual meeting and shall take office at the May Board meeting.

All officers shall be elected to two-year terms. The president shall serve her/his term by serving a two- year term as presiding officer, or she/he can serve as a co-president with the first vice-president, sharing the duties of office for a two-year term. In any case, the first and second-vice presidents shall have portfolios. The president, first vice-president, and secretary shall be elected in odd-numbered years. The second vice-president and treasurer shall be elected in even years.

Sec. 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 the president and perform such other duties as may be designated by the board.

Sec. 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 the board may designate.

Sec. 4. The Secretary. The secretary shall keep minutes of all meetings of the League and of all meetings of the board of directors; notify all officers and directors of their election; sign, with the president, all contracts and other instruments when so authorized by the board.

Sec. 5. The Treasurer. The treasurer shall collect and receive all moneys due; be custodian of these moneys and deposit them in a bank or other financial institution designated by the board of directors; disburse them upon order of the board of directors; present periodic financial statements to the board at its regular meetings and an annual financial report to the annual meeting. The books shall be presented for an informal audit to a Board appointed committee biannually.

ARTICLE V - Board of Directors

Sec. 1. Number. 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 shall have elected and qualified. The elected members shall appoint such additional directors, not exceeding six, as they deem necessary to carry on the work of the League. The terms of office for appointed directors shall be one year and shall expire at the May board meeting following the annual meeting.

Sec. 2. Qualifications. All elected or appointed officers and directors of this corporation must be voting members of the League of Women Voters of Corvallis.

Sec. 3. Vacancies. Any vacancy occurring in the board of directors other than the president may be filled until the next annual meeting by a majority vote of the remaining members of the board of directors. In filling the vacancies, the board shall consider names submitted by the nominating committee. Absence without valid reason from three consecutive board meetings by any member shall be deemed a resignation.

Sec. 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 same, subject to the instructions of the general membership. The board shall plan and direct the work

necessary to carry out the program adopted 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.

Sec. 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.

Special meetings may be conducted by electronic means, such as telephone conference call, video conferencing or e-mail. The use of electronic meetings shall be reserved for those issues needing a decision before an in-person meeting is scheduled. These electronic meetings should be conducted in a timely matter with a beginning and ending time so that all members will have adequate opportunity to participate. The President shall notify the Board members of the outcome, and a copy of the requested action and responses shall be submitted as minutes to the board of directors at its next scheduled meeting.

Sec. 6. Quorum. A majority of the members of the board of directors shall constitute a quorum.

ARTICLE VI - Financial Administration

Sec. 1. Fiscal Year. The fiscal year of the League of Women Voters of Corvallis shall commence on the first day of April of each year.

Sec. 2. Dues. Annual dues shall be adopted by a two-thirds vote of voting members present and voting at the annual meeting. Dues shall be payable annually on the first day of October. Any member who fails to pay dues by the first day of December shall be dropped from the membership rolls. When two members reside at the same address in a common household, a payment equal to one and one-half of the annual dues shall be made. First year dues for new members who join the League between the first of April and the first of October shall be one-half of the annual dues.

Sec. 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.

Sec. 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 chairman of the budget committee.

ARTICLE VII – Membership Meetings

Sec. 1. Membership Meetings. There shall be at least four meetings of the membership each year. Time and place shall be determined by the board of directors.

Sec. 2. Annual Meeting. An annual meeting shall be held between May 1 and May 30, 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 and directors and members of the nominating committee,
- (c) adopt an adequate budget, and
- (d) transact such other business as may properly come to it.

Sec. 3. Quorum. Fifteen members shall constitute a quorum at all business meetings of the League of Women Voters of Corvallis.

ARTICLE VIII - Nominations and Elections

Sec. 1. Nominating Committee. The nominating committee shall consist of five members, two of whom shall be members of the board of directors. The chairman 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 immediately following the annual 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.

Sec. 2. Report of Nominating Committee and Nominations From the Floor. The report of the nominating committee of its nominations for officers, directors and 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 secure.

Sec. 3. Elections. The election shall be by ballot, except that if there is but one nominee for each office, it shall be by voice vote. A majority vote of those present and qualified to vote and voting shall constitute an election.

ARTICLE IX - Program

Sec. 1. Principles and Authorization. The Principles shall consist of concepts of government supported by the League as a whole. The Principles shall constitute the authorization for adoption of local program.

Sec. 2. Program. The program of the League of Women Voters of Corvallis shall consist of action to implement the Principles, and those governmental issues chosen for concerted study and action.

Sec. 3. Program Selection. The annual meeting shall select the local governmental issues for concerted study and action using the following procedures:

- (a) Voting members may make recommendations to the board of directors at least two months prior to the annual meeting.
- (b) The board of directors shall consider the recommendations and formulate a proposed program which shall be sent to all members at least one month before the annual meeting.

- (c) Any recommendation for the program submitted to the board of directors at least two months prior to the annual meeting, but not proposed by the board, may be adopted by the annual meeting provided consideration is ordered by a majority vote.
- (d) Adoption of any program subject requires 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.

Sec. 4. Member Action. Members may act in the name of the League of Women Voters of Corvallis only when authorized to do so by the board of directors.

Sec. 5. Local League Action. The local League may act only in conformity with, or not contrary to, the position taken by the League of Women Voters of the United States or the League of Women Voters of Oregon.

ARTICLE X - National Convention, State Convention and Council

Sec. 1. National Convention. The board of directors shall select delegates to that convention in the number allotted the League of Women Voters of Corvallis under the provisions of the bylaws of the League of Women Voters of the United States.

Sec. 2. State Convention. The board of directors shall select delegates to that convention in the number allotted the League of Women Voters of Corvallis under the provisions of the bylaws of the League of Women Voters of Oregon.

Sec. 3. State Council. The board of directors shall select delegates to that council in the number allotted the League of Women Voters of Corvallis under the provisions of the bylaws of the League of Women Voters of Oregon.

ARTICLE XI - Parliamentary Authority

Sec. 1. Parliamentary Authority. The rules contained in *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 these bylaws.

ARTICLE XII - Amendments

Sec. 1. Amendments. These bylaws may be amended by a two-thirds vote of the voting members present and voting at the annual meeting, provided that amendments were submitted to the membership at least one month in advance of the annual meeting.