

Bylaws of the League of Women Voters of Curry County
June 20, 2020

Article I
Name

The name of this organization shall be League of Women Voters of Curry County, hereinafter referred to in these bylaws as LWVCC, or as the League. This 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
Purposes and Policy

Section 1. Purposes.

The purposes of the LWVCC are to promote political responsibility through informed and active participation in government and to act on selected governmental issues. LWVCC is organized and operated exclusively for charitable and educational 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, LWVCC 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 LWVCC shall be attempting to influence legislation.

Section 2. Political Policy.

The LWVCC shall not support or oppose any political party or any candidate.

Article III
Membership

Section 1. Eligibility.

Any person who subscribes to the purposes and policy of the League 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.
- B. Associate Members. All others who join the League shall be associate members.

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Article IV
Officers

Section 1. Election, Qualifications, and Terms.

The officers of the LWVCC shall be a president, a vice president, a secretary, and a treasurer, who shall all be elected for two-year terms. The president and the vice president shall be elected in odd-numbered years. The treasurer and the secretary shall be elected in even-numbered years. All officers shall be voting members of the LWVCC and shall be elected at the Annual Meeting. Newly-elected officers shall take office July 1 and shall serve until their successors take office.

Section 2. The President.

The president shall have such powers of supervision and management as customarily pertain to the office; shall preside at all general membership and board meetings of the organization, or designate another person to do so; shall be, ex officio, a member of all committees except the nominating committee; and shall perform such other duties as the board may direct.

In the event of the absence, disability, resignation or death of the president, the vice president shall assume the office until the end of the president's term. If the vice president is not able to serve as president, the board shall fill the vacancy until the end of the term from among the elected directors. The vice president may act in the absence of the president in ad hoc or emergency situations.

Section 3. The Vice President.

The vice president shall assist the president in ways determined by the president and board.

Section 4. The Secretary.

The secretary shall keep minutes of all board meetings and of the Annual Meeting. The secretary shall sign with the president all contracts and other instruments when so authorized by the board and shall perform such other duties as the president and board shall direct.

Section 5. The Treasurer.

The treasurer shall perform such duties as customarily pertain to the office and shall, with the approval of the board, maintain deposits in authorized financial institutions. The treasurer shall keep a record of all dues paid and notify the membership chair.

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Article V

Board of Directors

Section 1. Selection, Qualifications and Terms. The board of directors shall consist of the officers of the LWVCC, and up to five directors elected at the Annual Meeting. Of the five possible director positions, directors serving in the odd-numbered positions (#1, #3, and #5) shall be elected in odd-numbered years, while directors serving in the even-numbered positions (#2 and #4) shall be elected in even-numbered years. The directors shall be elected by the voting members at the Annual Meeting and shall take office July 1. They shall serve for a term of two years, or until their successors take office.

Section 2. Vacancies. Vacancies other than the presidency shall be filled for the length of the term by vote of the remaining members of the board. In filling the vacancy, the board shall consider names submitted by the nominating committee.

Section 3. Powers. The board shall manage and supervise the business, affairs and activities of the LWVCC, subject to the instructions determined at the Annual Meeting. It shall select delegates to state convention and council and to national convention. The board shall accept responsibility for such other matters as the national or state board may from time to time delegate to it. It shall have the power to create such special committees as it deems necessary and shall perform such other duties as are specified in these bylaws.

Section 4. Meetings.

a. At least nine regular meetings of the board shall be held annually on dates established by the board. Serious consideration shall be given to a change of a previously established board meeting date upon request to the president by three board members. The president may call special meetings and shall call a special meeting upon written request of three members of the board.

b. When deemed necessary by the president, both regular and 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 occasions where extant circumstances prevent an in-person meeting or the issues before the board require a decision before an in-person meeting can be scheduled.

c. Three absences from regular board meetings of any member without valid reason, as determined by the board, shall constitute a resignation.

Section 5. Quorum.

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

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Article VI

Meetings

Section 1. Membership Meetings. There should be one or more general membership meetings each year. The time and place shall be determined by the board.

Section 2. Annual Meeting. An Annual Meeting shall be held each year in the spring, the exact date to be determined by the board. At the Annual Meeting the membership shall adopt a local program for the ensuing year; elect officers and directors, the chair and two members of the nominating committee (every other year); adopt a budget and transact such other business as may properly come before it. Absentee or proxy voting shall not be permitted.

Section 3. Quorum. One-fifth of the voting members shall constitute a quorum at all membership meetings of the League, provided written notice of the meeting is sent to the membership, at least one month in advance, in the case of the annual meeting, and at least one week in advance, in the case of all other general membership meetings.

Section 4. Upon a declaration of necessity by the Board of Directors, any general member meeting, including the Annual Meeting, 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 occasions where extant circumstances prevent an in-person member meeting.

Article VII

Nominations and Elections

Section 1. Nominating Committee. The nominating committee shall consist of five members. The chair and two members, who shall not be members of the board but shall if possible, represent the three units, shall be elected for two-year terms in even-numbered years at the annual meeting. Immediately after each Annual Meeting, the board shall appoint two of its members to the committee for one-year terms.

Section 2. Report of the Nominating Committee. The report by the nominating committee shall be sent to the members one month before the Annual Meeting and shall be presented for vote at

the Annual Meeting. Nominations may be made from the floor immediately thereafter, provided prior consent of the nominee has been obtained.

Section 3. Elections. Election shall be by ballot except that, if there is only one nominee for an 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.

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Article VIII

Principles and Program

Section 1. Principles. The Principles are concepts of government adopted by the national convention. They are the authorization for the adoption of national, state, and local program.

Section 2. Program. The program of the LWVCC shall consist of action to implement the principles and those local governmental issues chosen by the Annual Meeting for concerted study and action as follows:

- a. Voting members may make recommendations to the board at least two months before the Annual Meeting.
- b. The board shall consider these recommendations and formulate a proposed program which shall be sent to the members at least one month before the annual meeting.
- c. The Annual Meeting shall adopt a program by a majority vote. Program recommendations submitted to the board at least two months before the Annual Meeting, but not proposed by the board, may be considered by the Annual Meeting, provided that the Annual Meeting shall order consideration by a majority vote and the voting membership shall adopt the item by a majority vote.

Section 3. Changes in Program.

The program committee may limit the scope and focus with board approval. Any other changes in the program may be made provided the information concerning the proposed change has been sent to all members at least two weeks before unit meetings at which the change is to be discussed and that final action by the board is taken at a succeeding meeting.

Section 4. Program Action. Use of LWVCC, LWVOR, or LWVUS positions shall be made by the president or his/her designee. They may act only in conformity with, and not contrary to, a position taken by the LWVCC, the LWVOR or the LWVUS.

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Article IX

Financial Administration

Section 1. Fiscal year. The fiscal year of the LWVCC shall commence on July 1 of each year.

Section 2. Dues. Annual dues shall be payable on July 1 of each year. Any member failing to pay dues by October 1 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 paid.

Section 3. Budget Committee. The budget shall be prepared by a committee which shall be appointed by the president and approved by the board at least two months before the Annual Meeting. The treasurer shall be, ex officio, a member of the budget committee but shall not be eligible to serve as chair. After board review the proposed budget for the next fiscal year shall be sent to all members one month before the Annual Meeting.

Section 4. Records. Corporate records will be maintained by the LWVCC and made available for inspection in accordance with the Oregon Nonprofit Corporation Act; corporate reports will be delivered in accordance with the same Act.

- a. A paper copy of each board meeting's minute shall be retained by the secretary.
- b. Paper copies of financial records shall be retained by the treasurer.
- c. Paper copies of studies, action, and reports shall be retained in files by the president.

Section 5. Liability. No officer, director, member, or member of any committee of the organization shall be personally liable for the acts of the organization, its board, committees, officers, agents or employees.

Section 6. Distribution of funds on dissolution. In the event of the merger or dissolution of LWVCC for any reason, all money and securities or other property of whatsoever nature which

at the time be owned or under the absolute control of LWVCC shall be distributed at the discretion of the board, or such other persons as shall be charged by law with the liquidation or winding up of LWVCC and its affairs, to any member organization of the League of Women Voters national organization which is exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or if none of these organizations are then in existence or exempt under these tax provisions, then, at the discretion of the board, to another organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under such designated tax provisions.

Section 7. Nondiscrimination. The LWVCC shall not discriminate in providing services, in hiring employees, or in granting membership or privileges upon the basis of sex, race, creed, marital status, religion, color, age, national origin, sexual orientation, or handicap.

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Article X

Indemnification

Section 1. Indemnification of Officers, Directors, and Employees.

The LWVCC 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 to, 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 LWVCC 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 rights to which those indemnified may be entitled under these bylaws, agreements, statutes, policies or insurance, or otherwise.

Section 2. Limitation of Liability.

The civil liability of directors, officers, members of any committee, or employees shall be limited as specified under the Oregon Nonprofit Corporation Act of 1989.

Article XI

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and not inconsistent with these bylaws.

Article XII

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 in writing at least one month in advance of the meeting.

Article XIII

Severability

If any provision of these bylaws is held invalid by a court of competent jurisdiction, the invalidity will not affect other provisions that can be given effect without the invalid provision. To this end, the provisions of these bylaws are severable.