Bylaws of

THE LEAGUE OF WOMEN VOTERS

OF LINCOLN-LANCASTER COUNTY, NEBRASKA

ARTICLE I. NAME

The name of this corporation shall be the League of Women Voters of Lincoln-Lancaster County, Nebraska Inc., hereinafter referred to in these bylaws as the LWVLL or as the League. This local league is an integral part of the League of Women Voters of the United States (LWVUS) and of the League of Women Voters of Nebraska (LWVNE).

ARTICLE II. PURPOSES AND POLICY

Section 1. Purposes. The purposes of the LWVLL are to promote political responsibility through informed and active participation of citizens in government and to act on selected governmental issues.

The LWVLL is organized and operated exclusively for charitable, educational, and scientific 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, the LWVLL shall not conduct any other activities not permitted to be conducted by a corporation exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the resources of the LWVLL shall be used in attempting to influence legislation.

Section 2. POLICY. The policies of the LWVLL are:

(a) **Political Policy.** The League shall not support or oppose any political party or any candidate.

(b) **Diversity, Equity & Inclusion Policy.** The League is fully committed to ensure compliance – in principle and in practice – with LWVUS's Diversity, Equity, and Inclusion Policy.

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 LWVLL shall be composed of voting members and associate members.

(a) **Voting Members:** persons of 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; (4) Those who are students are defined as individuals enrolled either as full or part time with an accredited institution.

(b) **Associate Members**: all others who join the League shall be associate members.

Section 3. USE OF MEMBERSHIP LIST. The use of the membership list is restricted to League activities only, except by written permission from the board.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. NUMBERS, MANNER OF SELECTION AND TERM OF OFFICE. The board of directors shall consist of the officers of the League, and up to eight but not less than four elected directors. The directors shall be elected by the general membership at each Annual Meeting and shall serve for a term of two years. The elected board members shall appoint

such additional directors, not to exceed the number of elected directors, as they deem necessary to carry on the work of the League. The terms of office of the appointed directors shall be one year or until the next election.

Section 2. QUALIFICATIONS. All officers and directors of this corporation shall be voting members of the LWVLL.

Section 3. VACANCIES. Any vacancy occurring in the board of directors may be filled for the remainder of that term by a majority vote of the remaining members of the board of directors. The unexcused absence of any member from three consecutive regular board meetings shall warrant a review of intent to serve.

Section 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 instruction 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 Annual Meeting, and the LWVLL Annual Meeting. The board shall create and designate such standing and special committees as it may deem necessary. The powers and authority of such committees shall be determined by the board by a majority vote.

Section 5. EXECUTIVE COMMITTEE. This committee shall be composed of the elected officers, which are the president, vice president(s), secretary and treasurer. This committee would conduct necessary business arising between meetings of the board, not entailing direction change that would normally require a vote of the board. A full report of this committee meeting shall be presented at the next meeting of the board. Meetings shall be held at the call of the president or any three (3) members of the Executive Committee. Meetings may be held by conference call or by other means of electronic communication. Three (3) members of the Executive Committee shall constitute a quorum.

Section 6. MEETINGS. There shall be at least nine regular meetings of the board of directors annually. Each newly elected board shall determine

meeting dates and times. The president may call special meetings of the board of directors and shall call a special meeting upon the request of five members of the board with three days' notice. Meetings may be in person or electronic.

Section 7. QUORUM. A majority of the members of the board of directors shall constitute a quorum.

Section 8. ELECTRONIC VOTING DURING A MEETING. The board may propose and vote on a motion concerning matters via electronic means, provided that all electronic discussion and votes are submitted to all board members present.

Section 9. ACTION WITHOUT A MEETING. The board may propose and vote on a motion concerning matters via e-mail or other electronic means that permits the ability to track and provide receipt of communication. The president or a person acting in the president's absence shall state a specific date and time deadline by which to respond. The quorum for electronic votes shall be no fewer than the quorum provided for in ARTICLE IV. Section 7.

ARTICLE V. OFFICERS

Section 1. ENUMERATION AND ELECTION OF OFFICERS. The officers of the LWVLL shall be a president, vice president, secretary, and treasurer.

(a) The president and secretary shall be elected in even years for terms of two years, and the vice president(s) and treasurer shall be elected in odd years for terms of two years by the general membership at an Annual Meeting. These officers shall take office at the end of the Annual Meeting..

(b) **Co-Officers.** If an elected office or appointed office cannot be filled by one member, the office may be filled by two members serving as co-officers with the directors determining the duties of each co-officer. Co-officers share equally the one vote allotted for the office. If only one co-officer is present at a meeting, the co-officer has the full vote. If both are present, but do not agree on a vote, each may cast a half-vote for the side of the question they support. Presidents and co-presidents may only vote to create or to break a

tie; therefore, unlike other co-officers, co-presidents cannot split their vote unless a ballot vote is taken. References in these bylaws to an officer, such as “president” or “secretary,” for instance, shall also mean co-officer, such as “co-president” or “co-secretary.”

Section 2. THE PRESIDENT. The president shall preside at all meetings of the corporation and of the board of directors. The president may, in the absence or disability of the treasurer, sign or endorse checks, drafts and notes; shall be, ex officio, a member of all committees except the Nominating Committee; 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.

Section 3. THE VICE PRESIDENT(S). The vice president(s) shall, in the event of absence, disability, or death of the president, possess all the powers and perform all the duties of that office. In the event that the vice president(s) is (are) not able to serve in this capacity, the board of directors shall elect one of its members to fill the vacancy. The vice president(s) shall perform such other duties as the president and board may designate.

Section 4. THE SECRETARY. The secretary shall keep minutes of all business meetings of the League and of all meetings of the board of directors. The secretary shall notify all officers and directors of the election; 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. The secretary of the board shall serve as chairperson of the Bylaws committee.

Section 5. THE TREASURER. The treasurer shall collect and receive all moneys due. The treasurer shall be the 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 its regular meetings and to the Annual Meeting. The treasurer shall be a member of the Budget committee and shall not serve as chairperson of the Budget Committee.

ARTICLE VI. FINANCIAL ADMINISTRATION

Section 1. FISCAL YEAR. The fiscal year of the LWVLL shall commence on the first day of June in each year.

Section 2. DUES. All members shall pay membership dues except those exempted from paying dues (in Article III). Members shall pay dues in accordance with LWVUS policy. Members who fail to renew within the period specified by LWVUS will be removed from the roster.

Section 3. 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 and shall not serve as chairperson of the Budget Committee.

Section 4. BUDGET. A proposed budget for the ensuing year shall be submitted to the membership by the board of directors at least fifteen (15) days prior to the Annual Meeting. The budget shall include support for the work of the League as a whole.

Section 5. FINANCIAL REVIEW COMMITTEE. A Financial Review Committee of two or three members shall be appointed by the president with the approval of the board of directors to examine the financial records of the LWVLL at fiscal year end. Officers and members of the board of directors shall not be eligible to serve on this committee.

Section 6. FINANCIAL REVIEW. The books of the LWVLL shall be examined and a report submitted to the board of directors within forty-five days following the end of the fiscal year.

Section 7. DISTRIBUTION OF FUNDS ON MERGER OR DISSOLUTION. In the event of the merger or dissolution of LWVLL for any reason, all

moneys and securities or other property of whatsoever nature, which at the time are owned by or under the absolute control of the LWVLL and its affairs, shall follow state and federal law to close out. Any remaining funds shall be distributed to LWVNE, LWVUS, or LWVEF as appropriate.

ARTICLE VII. MEETINGS

Section 1. GENERAL MEETINGS. There shall be minimally two meetings of the general membership each year. Time and place to be determined by the board of directors.

Section 2. ANNUAL MEETING. An Annual Meeting shall be held between April 1 and May 15 or the nearest convenient date thereto; the exact date shall be determined by the board of directors and the membership notified at least one month in advance. 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, and

(d) Transact such other business as may properly come before it.

Section 3. QUORUM. Ten percent of the membership shall constitute a quorum at all business meetings of the LWVLL.

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 chairperson and two members, who shall not be members of the board, shall be elected at the Annual Meeting. Nomination for these offices shall, with the consent of the nominee, be made by the current

Nominating Committee. The other members shall be appointed by the board of directors following the Annual Meeting. Nominations for officers and

directors may be sent to this committee by any voting member. Any vacancy on the Nominating Committee shall be filled by the board of directors.

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 fifteen (15) days 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.

Section 3. ELECTIONS. The election shall be by ballot, unless there is but one nominee for each office, the vote may be by voice. A majority vote of those present and qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

Section 4. DELEGATES TO NATIONAL CONVENTION. Delegates to National Convention in the number allotted to the LWVLL under the provisions of the bylaws of the LWVUS shall be approved by the board of directors.

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 Program.

Section 2. PROGRAM. The Program of the LWVLL shall consist of:

(a) Action to implement the LWVUS principles,

(b) Those local governmental issues chosen for concerted study and action, and

(c) New or amended local positions arrived at after study, member consensus or concurrence and board approval.

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 submitted by the 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 fifteen (15) days 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 approved by the Annual Meeting by majority vote.

(e) Changes in the Program, in the case of altered conditions, may be made provided that 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 action taken.

Section 4. MEMBER ACTION. Members may act in the name of the League of Women Voters only when authorized to do so by the appropriate board of directors.

ARTICLE X. PARLIAMENTARY AUTHORITY

Section 1. PARLIAMENTARY AUTHORITY. The rules contained in the current edition of *Roberts Rules 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 or the law.

ARTICLE XI. AMENDMENTS

Section 1. AMENDMENTS. These bylaws may be amended by a two-thirds vote of the voting members at the Annual Meeting, provided the amendments were submitted to the membership in writing at least fifteen (15) days in advance of the meeting.

Section 2. BYLAWS COMMITTEE. A bylaws committee shall be appointed by the board of directors at least two months prior to the Annual Meeting. The secretary of the board shall serve as chairperson of this committee of at least three members with at least one member who is not a board member. The bylaws must be reviewed every two years in even years or more often as needed.

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