

# LEAGUE OF WOMEN VOTERS OF THE PENSACOLA BAY AREA

## BYLAWS

As amended May 2, 2020

### ARTICLE I NAME

Section 1. Name. The name of this corporation shall be the League of Women Voters of the Pensacola Bay Area (LWVPBA). 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 Florida (LWVF).

### ARTICLE II PURPOSES AND POLICIES

Section 1. Purposes. The purposes of the League of Women Voters of the Pensacola Bay Area are to promote political responsibility through informed and active participation in government.

2. To act on selected governmental issues.

Section 2. Policies. The policies of the LWVUS are:

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

2. Diversify, Equity & Inclusion Policy. The League is fully committed to ensure compliance in principle and in practice - with LWVUS' Diversity, Equity and Inclusion Policy.

### 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. The membership of the League of Women Voters of the Pensacola Bay Area shall be composed of voting members and associate members.

a) Voting Members. Persons at least 16 years of age who join the League shall be voting members of local Leagues, state League 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 and students are 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.

### ARTICLE IV OFFICERS

Section 1. Enumeration and Election of Officers. The Officers of the League of Women Voters of the Pensacola Bay Area shall be a President and a First Vice President, who shall be elected for terms of one (1) year, and a Second Vice President, a Secretary and a Treasurer who shall be elected for terms

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of two (2) years by the general membership at an Annual Meeting and take office at the conclusion of the Annual Meeting. The President's position may be filled by co-presidents. The duties of this office shall be shared as determined by the officeholders. The Secretary shall be elected in the even numbered years. The Second Vice President and the Treasurer shall be elected in the odd 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, 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. In the event the Nominating Committee is unsuccessful in filling the nomination for President, the Executive Committee (composed of First Vice President, Second Vice President, Secretary, Treasurer and one director elected by the Board)) shall serve in that capacity until the position is filled.

Section 3. The First Vice President. The First Vice President shall serve as the Assistant to the President. The First Vice President shall, in the event of absence, disability, resignation or death of the President, possess all powers and perform all the duties of that office.

Section 4. The Second Vice President. The Second Vice President shall perform such duties as the President and the Board may designate.

Section 5. The Secretary. The Secretary shall keep the minutes of all the meetings of the League and of all meetings of the Board of Directors. The Secretary shall perform such other functions as may be incident to the office.

Section 6. The Treasurer. The Treasurer shall collect and receive all money due. The Treasurer shall be the custodian of the money, shall deposit it 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 a report to the Annual Meeting. The Treasurer shall sign, with the President, all contracts and other instruments when so authorized by the Board of Directors.

## ARTICLE V 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 (6) elected Directors and not more than six (6) appointed Directors. One-half of the elected Directors shall be elected by the general membership at each Annual Meeting and shall serve for a term of two (2) years or until their successors have been elected and qualified. The President shall appoint, with the majority approval of elected members, such additional Directors, not exceeding six (6), as deemed necessary to carry on the work of the League. The terms of office of the appointed Directors shall be one (1) 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 that person is a voting member of the League of Women Voters of the Pensacola Bay Area.

## 2020-2021 BYLAWS (Continued)

Section 3. Vacancies. Any vacancy occurring in the Board of Directors by reason of 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, except in the case of the President, which shall be assumed by the First Vice President. Three consecutive absences from Board meetings 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. The Board shall create and designate such special committees as it may deem necessary.

Section 5. Meetings. There shall be at least eight (8) regular meetings of the Board of Directors annually. The president shall call special meetings of the Board of Directors upon the written request of five members of the Board.

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

Section 7. Executive Committee. The officers of LWVPBA (president/co-presidents, vice-presidents, secretary and treasurer) are designated as the Executive Committee and shall exercise such power and authority as may be needed in emergency situations. All actions of the Executive Committee shall be reported for recording purposes in the Minutes at the next regular Board meeting.

Section 8. Electronic Voting. Email voting shall be limited to decisions that must be made prior to the next regularly scheduled board meeting using the following procedure:

- a) the President will provide sufficient background information to Board members to enable them to cast an informed vote;
- b) the first member who moves a proposal shall be deemed to be the maker of the motion and the first member who seconds shall be deemed to have seconded the proposal;
- c) Board members must send their electronic yea or nay vote to all Board members;
- d) a majority of the Board must vote affirmatively for the proposal to be approved;
- e) Board members who do not have access to e-mail must be polled by telephone or in person and timely provided with the same background provided by e-mail;
- f) the motion and vote shall be reported for recording purposes in the minutes at the next board meeting.

Section 9. Electronic Meetings. In special circumstances, when an in-person meeting is not possible, the LWVPBA may use an electronic or virtual method to conduct a meeting.

## ARTICLE VI FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of the League of Women Voters of the Pensacola Bay Area shall commence on the first day of April each year.

Section 2. Dues. The amount of local dues shall be determined by the membership at the Annual Meeting. In the event of an increase in the per member payment due to either the LWVF or the

## 2020-2021 BYLAWS (Continued)

LWVUS, the Board of Directors may increase the dues of the LWVPBA to reflect all or part of such increase. The League membership year shall commence on June 1 of each year and dues may be paid at the Annual Meeting. Any member who fails to pay dues by December 31 shall be dropped from the membership rolls. Any person who joins the League during January through April will be a member throughout the upcoming League year.

- a) Household Membership. When two or more members reside at the same address in a common household, dues determined by the membership shall be paid for the first member, and a payment equal to one-half dues shall be paid for each additional member.
- b) Student Membership. Students who join the League will have dues waived until January, 2021.
- c) Susan B. Anthony Membership. A member who donates \$100 or more in a given year, in addition to annual dues, shall be designated as a Susan B. Anthony member for that year. Household members who donate \$100 or more, either separately or in total, in addition to annual dues, shall be designated Susan B. Anthony members for that year. Any new League member who becomes a Susan B. Anthony member in the period from January through May shall carry that designation throughout the upcoming League year.

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 proposed budget shall be sent to all members one month before the Annual Meeting. The Treasurer shall be, ex-officio, a member of the Budget Committee, but shall not be eligible to serve as chairperson.

Section 5. Distribution of Funds on Dissolution. In the event of dissolution of the LWVPBA for any cause, all money and securities, which may at the time be owned by or under the absolute control of the LWVPBA, shall be paid to the LWVF after the state and national per member payments and other obligations have been met.

Section 6. Financial Records. The Treasurer's books shall be reviewed annually by a committee appointed by the President.

## ARTICLE VII MEETINGS

Section 1. Membership Meetings. There shall be at least two 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 May 1 and June 1, or as soon after this date as is feasible, 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;
- d) transact such other business as may properly come before it.

Section 3. Quorum. Twenty percent of the membership shall constitute a quorum at Annual Meeting

of the League of Women Voters of the Pensacola Bay Area.

Section 4. Electronic Meetings. In special circumstances, when an in-person meeting is not possible, the LWVPBA may use an electronic or virtual method to conduct a meeting.

## **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 Chairman and two members, who shall not be members of the Board, shall be elected at the Annual Meeting. Nominations for these officers shall be made by the current Nominating Committee. The other members shall be appointed by the Board of Directors following the Annual Meeting. Any vacancy on the Nominating Committee shall be filled by the Board of Directors. Suggestions of nominations for Officers and Directors may be sent to this Committee by any voting member.

Section 2. Report of Nominating Committee and Nominations from the Floor. The Nominating Committee shall present its nominations for Officers, Directors, and the members of the succeeding Nominating Committee. The slate of nominees 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. 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. At the Annual Meeting election shall be conducted by secret ballot for any contested office or slate or by voice vote for any uncontested office or slate. A majority vote by a quorum shall constitute an election. Absentee or proxy voting shall not be permitted.

## **ARTICLE IX PROGRAM**

Section 1. Authorization. The governing 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. Program. The Program of the League of Women Voters of the Pensacola Bay Area shall consist of those 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 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 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 Program submitted by voting members two months prior to the

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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 of those present.

- e) In the case of changed conditions during the current League year, modifications to the program may be made, provided that the proposed modifications are sent to all members at least two weeks prior to the general membership meeting at which the modifications are to be considered for adoption.

Section 4. Member Action. Members may act in the name of the League of Women Voters only when authorized to do so by the Board of Directors of the Local League, LWVF or LWVUS as appropriate.

### 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 League of Women Voters of the Pensacola Bay Area under the provisions of the bylaws of the League of Women Voters of the United States.

Section 2. State Convention. 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 Convention in the number allotted the League of Women Voters of the Pensacola Bay Area, under the provision of the bylaws of the League of Women Voters of Florida.

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 the League of Women Voters of the Pensacola Bay Area under the provisions of the bylaws of the League of Women Voters of Florida.

### ARTICLE XI PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority. The rules contained in Robert's Rules of Order, Newly Revised, shall govern the organization in all cases in which they are applicable and in which they are not inconsistent with these bylaws.

Section 2. Amendments. These bylaws may be amended by a two-thirds vote of the 'voting' members at the Annual Meeting, or any general meeting, provided the amendments were submitted to the membership in writing at least one month in advance of the meeting.