

BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF MONTGOMERY COUNTY, MARYLAND, INC.



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BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF MONTGOMERY COUNTY, MARYLAND, INC.

**As adopted by the League of Women Voters of Montgomery County, Maryland, Inc.
Amended at Annual Meetings: April 30, 1997 & May 3, 2000 & May 23, 2005 & May 23, 2007 &
May 18, 2009 & May 18, 2010, May 22, 2012 & May 21, 2013 & May 20, 2017 & June 1, 2019 &
May 30, 2020 & May 22, 2021 & May 21, 2022 & May 20, 2023**

ARTICLE I — Name

Section 1. Name. The name of this organization shall be the League of Women Voters of Montgomery County, Maryland, Inc., hereinafter referred to in these bylaws as LWVMC. This local League is an integral part of the League of Women Voters of the United States (LWVUS), the League of Women Voters of Maryland (LWVMD), and the League of Women Voters of the National Capital Area (LWVNCA).

ARTICLE II — Purposes and Policies

Section 1. Purposes. The purposes of the LWVMC shall be, among other things, to promote political responsibility through informed and active participation in government and to act on selected governmental issues. The LWVMC is organized and operated exclusively for charitable 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 LWVMC 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 LWVMC shall be attempting to influence legislation.

Section 2. Policies. The policies of LWVMC are:

- a) **Political Policy.** The LWVMC shall not support or oppose any political party or any candidate.
- b) **Diversity, Equity & Inclusion Policy.** The LWVMC is fully committed to ensure compliance – in principle and in practice – with the Diversity, Equity and Inclusion Policy of the LWVUS.

ARTICLE III — Membership

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

Section 2. Types of Membership. The membership of the LWVMC shall be composed of voting members and associate members.

- a) Voting members:
 - i) Persons at least 16 years of age who join the League and whose dues payments are up-to-date shall be voting members of local Leagues, state Leagues and of the LWVUS;
 - ii) Persons who have been members of the League for 50 years or more shall be life members excused from the payment of dues.
 - iii) Persons who are students are defined as individuals enrolled either as full or part-time with an accredited institution. Student members may be excused from the payment of dues.
- b) Associate members: All others who join the League shall be associate members.

ARTICLE IV — Officers

Section 1. Qualifications, Election, and Term. The officers of the LWVMC shall be a President, a First Vice President, a Second Vice President, a Third Vice President, a Secretary, and a Treasurer. Two people may share an office and its powers. They shall be nominated, elected and replaced in the same manner as provided for an individual serving in that office in these bylaws. These officers shall be voting members and shall be elected by the general membership at annual meetings, and shall serve for a term of two years beginning on July 1 following their election, or until their successors have been elected and qualified. The President, the First Vice President, and the Third Vice President shall be elected at annual meetings held in odd-numbered years. The Second Vice President, Treasurer and Secretary shall be elected at annual meetings held in even-numbered years. In the event that two members fill a position as President, Vice President, etc., such that there are Co-Presidents, Co-Vice Presidents and so on, each member will continue to have a full vote in any proceeding.

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 meetings of the LWVMC and at meetings of the Board of Directors; may, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes; shall co-sign with the Treasurer drafts or checks when this is required by the banking regulations or banking policy; shall be *ex officio* a member of all committees except the Nominating Committee; and shall perform such other duties as may be designated by the Board. In the event of the absence, disability, resignation, or death of the President, the Vice Presidents, in order of their rank, shall assume the office. If no Vice President is able to serve as President, the Board of Directors shall fill the vacancy from among the officers and elected directors. In the further event that no Board member is available, a successor to the President shall be chosen at a special election to be called by the Board under conditions prescribed by it.

Section 3. The Vice Presidents. The Vice Presidents shall perform such duties as the President and the Board of Directors may designate.

Section 4. The Secretary. The Secretary shall keep minutes of all meetings of the Board of Directors, the Executive Committee, the annual meetings, and any special general membership meetings; notify all officers and directors of their election; and perform such other duties as may be incident to the office.

Section 5. The Treasurer. The Treasurer shall collect and receive all moneys due, be custodian of these moneys, deposit them in a bank designated by the Board of Directors, and disburse the same only in accordance with the budget or upon order of the Board; present monthly statements to the Board at its regular meetings and a 9-Month Report (July 1 through March 31) at annual meetings. The books of the Treasurer shall be reviewed every two years within ninety days after the fiscal year ends by a person or persons appointed by the current Board. A copy of the final Treasurer's report shall be made available upon request.

ARTICLE V — Board of Directors

Section 1. Number, Qualifications, Selection, and Term. The Board of Directors shall consist of the officers of the LWVMC, 11 elected directors, and not more than 11 appointed directors. All directors shall be voting members of the LWVMC. Six directors shall be elected by the general membership at annual meetings held in even-numbered years; five directors shall be elected in odd-numbered years. Each shall serve for a term of two years beginning on July 1 following her/his election or until her/his successor shall have been elected and qualified. The elected members shall appoint such additional directors, not exceeding 11, as they deem necessary to carry out the work of the LWVMC. The appointed directors shall serve from the date of their appointment through June 30 following the next annual meeting.

Section 2. Power 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 the same, subject to the instructions of the general membership. The Board shall plan and direct the work necessary to carry out the program as adopted by the LWVUS, the LWVMD, the LWVNCA, and the LWVMC. The Board shall have the power to appoint an Executive Committee and create special committees as necessary.

Section 3. Executive Committee. The Board of Directors may appoint an Executive Committee which shall include the officers. The Executive Committee shall exercise such power and authority as may be delegated to it and shall report all actions taken by it.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors by reason of the resignation, death, or disqualification of an officer or elected director, other than the President, may be filled by majority vote of the remaining members of the Board, to complete the unexpired term of the originally elected director or officer. However, if the vacancy occurs during the first nine months of the two-year term, the Nominating Committee shall present a nominee to the next annual meeting to fill the second year of the original term. A vacancy occurring by reason of the death, resignation, or disqualification of an appointed director may be filled by a majority vote of the remaining members of the Board to complete the unexpired term of the original appointee.

Section 5. Meetings. There shall be no fewer than six and up to nine regular meetings of the Board of Directors annually. The President may call a special meeting of the Board and shall call a special meeting upon the written request of five Board members.

- a) Audio, Video and Web Conference Meetings. Board members and/or the Executive Committee members may participate in meetings by means of audio, video or web conferencing and similar communication methods that allow all persons participating in the meeting to hear and/or see each other at the same time. Participation by such means shall constitute presence in person at a meeting. Such meetings shall follow the prescriptions of in-person Board meetings.

- b) **Email Meetings.** Board and/or Executive Committee meetings may be held by email to deal with specific matters which arise between in-person or audio, video or web conference Board meetings. These email meetings deal with matters better attended to at the time the meeting is called. Such email meetings can take place provided that all Board members have access to email on a personal computer. For an email meeting to occur, the President must notify all Board members and have acknowledgment by a quorum of all Board members that they have received notice of the meeting. The President would provide an agenda which would contain no more than three (3) matters. The meeting would not contain minutes of a previous meeting nor treasurer or committee reports. Those participating must do so by assuring that all participants are included in order for their comments and votes to be considered and valid. The President would prescribe an ending time for the email meeting in line with the needs of the matter(s) on the agenda. At the termination time assigned, all input, discussion and voting would cease.

Section 6. Quorum. A majority of the members of the Board of Directors shall constitute a quorum and a majority of the Board members in attendance at any Board meeting shall, in the presence of quorum, decide its action.

Section 7. Attendance. Board members are expected to attend at least two-thirds of the Board meetings per year. If a member is unable to attend a meeting, he/she must notify the President or presiding officer in advance by email or phone or by indicating an expected absence at a Board meeting. A member who is unable to attend at least two-thirds of the annual Board meetings or who does not notify the President or presiding officer of an expected absence may be asked to step down from the Board, subject to the President's or presiding officer's discretion.

ARTICLE VI — Discussion Groups and Discussion Group Council

Section 1. Discussion Groups. There shall be regular meetings of Discussion Groups held in various areas around the county, place and time of day to be determined by Discussion Group members. Officers of each Discussion Group shall consist of a Discussion Group Administrator and others as necessary to conduct the functioning of the Discussion Group.

Section 2. Discussion Group Council. Discussion Group Council shall consist of the Discussion Group Administrators, the Discussion Group Coordinator, and others as needed.

Section 3. Meetings and Functions. Discussion Group Council shall meet as necessary to carry out its functions; shall be concerned with League programs and activities within the Discussion Groups; and shall be entitled to make recommendations to the Board of Directors.

ARTICLE VII — Membership and Annual Meetings

Section 1. Membership Meetings. There shall be at least one event planned during the year, in addition to the annual meeting, for the purpose of bringing together the general membership. The program, time, and place shall be determined by the Board of Directors. The President shall call a special general membership meeting upon the request of five percent of the membership. Membership for this purpose shall be defined as the number of members of the LWVMC as of January 1 of the current year.

Section 2. Annual Meeting. An annual meeting of the general membership shall be held each year at a time and place to be determined by the Board of Directors. The President should send a first call for the annual meeting three months before the annual meeting. The agenda at the annual meeting shall include:

- a) Adoption of the local program for the ensuing year.
- b) Election of officers and directors of the Board as well as the chair and two members of the succeeding Nominating Committee.
- c) Adoption of the annual budget.
- d) Transaction of such other business as may properly come before it.

Section 3. Quorum. Seven percent of the voting members shall constitute a quorum for the transaction of business at meetings of the LWVMC. The number of voting members shall be defined as the number of voting members of the LWVMC as of January 31 of the current year.

ARTICLE VIII — Nominations and Elections

Section 1. Nominating Committee: Number, Selection, and Term of Office. The Nominating Committee shall consist of five voting members. Two members and the chair shall have been nominated and elected at the previous annual meeting. One of the elected members, but not the chair, may have been a Board member during the year immediately preceding the annual meeting. Elected members shall serve for one year starting

July 1 following the annual meeting. Before the first meeting of the Nominating Committee, the Board of Directors shall appoint one of its members to the Nominating Committee and the Discussion Group Council shall appoint a member from one of the Discussion Groups to the Nominating Committee. The Nominating Committee members shall serve from date of appointment through June 30 following the next annual meeting.

a) Vacancies. A vacancy occurring in the position nominated by Discussion Group Council shall be filled by the Discussion Group Council until the next annual meeting. Vacancies occurring in the remaining offices shall be filled by the Board until the next annual meeting.

b) Powers and Duties. The Nominating Committee shall select members of the Board of Directors and the Nominating Committee, and shall aid in the selection of persons to fill off-board positions.

Section 2. Report of the Nominating Committee and Nominations from the Floor. The report of the Nominating Committee shall include nominations for officers and directors of the Board as well as the chair and two members for the succeeding Nominating Committee. The report shall be sent to all members 30 days before the date of the annual meeting and shall be presented at that meeting. Nominations may be made from the floor immediately thereafter, provided the consent of the nominee has been obtained.

Section 3. Election Procedure. The election shall be by ballot except in those cases where there is but one nominee for each office. In such cases, it shall be in order to move that the Secretary cast the ballot for each candidate. A majority of voting members present and voting shall constitute an election.

ARTICLE IX — Principles and Program

Section 1. Principles. The principles are concepts of government supported by the LWVUS and are the authorization for adoption of national, state, regional, and local program.

Section 2. Program. The program shall consist of activities including education, action and advocacy designed to implement the principles and those governmental issues chosen for concerted study and action as well as those previously studied on which further action may be desired.

Section 3. Program Adoption 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 of the voting members at least 60 days prior to the annual meeting and shall formulate a proposed program.

b) The proposed program shall be sent to all members 30 days prior to the annual meeting.

c) For items in the proposed program as presented by the Board of Directors, adoption shall require a majority vote of members present and voting at the Annual Meeting.

d) For items submitted by members 60 days prior to the Annual Meeting but not included in the Board's recommended program, adoption shall require:

i) that consideration of the item be approved by a majority vote, and then

ii) that adoption of the item be approved by a two-thirds vote.

Section 4. Changes in Program. In the case of altered conditions, changes in program may be made provided that information concerning the proposed changes has been sent to all members at least 14 days prior to a general membership meeting at which the change is to be discussed and acted upon.

Section 5. Program Action and Advocacy. The LWVMC may act only in conformity with, or not contrary to, the positions taken by the LWVUS, the LWVMD, and the LWVNCA. Members may act in the name of the LWVMC only when authorized to do so by the Board.

ARTICLE X — Financial Administration

Section 1. Fiscal Year. The fiscal year of the LWVMC shall be from July 1 through June 30 of each year.

Section 2. Dues.

a) The Board of Directors shall determine the amount of annual dues, subject to the approval of two-thirds of the voting members voting at the time of the annual meeting. The Board of Directors shall have the authority to set the payment schedule for dues. Members shall be given 30-day notice of any proposed dues change that may include the option of provisional adoption of an alternative amount contingent upon a decision by the LWVUS or LWVMD to increase the per member payment. In the event the per member payment is not increased by the LWVUS or LWVMD, the provisional approval of any amount contingent on such an increase shall be void. Any change in dues shall be in effect upon adoption at the annual meeting.

b) Where two or more members live in the same household, the second and each additional member shall be charged a reduced dues rate.

Section 3. Budget Committee. The Budget Committee shall be appointed by the Board of Directors at least 60 days prior to the annual meeting. The committee shall prepare a proposed budget for the ensuing year which shall be sent to all members 30 days before the annual meeting. The Treasurer, an *ex officio* member of the committee, shall not serve as chair.

Section 4. Budget. The budget as proposed by the Budget Committee and approved by the Board of Directors shall be submitted for adoption by a majority vote of voting members present and voting at the annual meeting.

Section 5. The Distribution of Funds on Dissolution. In the event of the dissolution of the LWVMC 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 the LWVMC shall be distributed at the discretion of the Board of Directors, or such other persons as shall be charged by law with the liquidation or winding up of the LWVMC and its affairs, to any member organization of the LWVUS 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 those tax provisions, then, at the discretion of the Board of Directors 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.

ARTICLE XI — National Convention, State Convention and Council, and NCA Convention

Section 1. National Convention. The Board of Directors shall select delegates to the convention of the LWVUS up to the number allotted by the bylaws of that organization.

Section 2. State Convention and Council. The Board of Directors shall select delegates to the convention or council of the LWVMD up to the number allotted by the bylaws of that organization.

Section 3. National Capital Area Convention. The Board of Directors shall select delegates to the convention of the LWVNCA up to the number allotted by the bylaws of that organization.

ARTICLE XII — Parliamentary Authority

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

ARTICLE XIII — Amendments

Section 1. Amendments. These bylaws may be amended by a two-thirds vote of voting members present and voting at the annual meeting, provided that the proposed amendments were approved by the LWVMD and were submitted to all members in writing at least 30 days in advance of the meeting.