

# THE LEAGUE OF WOMEN VOTERS OF THE FAIRFAX AREA BYLAWS

(Last revised May 16, 2009)

**Note:** *Changes are in red font; short explanation in green font; deletions have ~~double-strikethrough~~*

## ARTICLE I – NAME AND OFFICES

**Sec. 1 Name.** The name of this organization shall be the League of Women Voters of the Fairfax Area (LWVFA). Fairfax Area is defined as consisting of Fairfax County and the City of Fairfax. This local League is an integral part of the League of Women Voters of the United States (LWVUS), of the League of Women Voters of Virginia (LWV-VA), and the League of Women Voters of the National Capital Area (LWVNCA).

*This was in the EF Bylaws*

**Sec. 2 Offices.** The corporation may have offices and places of business at such other locations within the County of Fairfax, the City of Fairfax, or the towns of Clifton, Herndon, or Vienna, Commonwealth of Virginia, as shall be determined by the directors.

## ARTICLE II - PURPOSES AND POLICY

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

**Sec. 2 Political Policy.** LWVFA shall not support or oppose any political party or any candidate.

## ARTICLE III - MEMBERSHIP

**Sec. 1 Eligibility.** Any person who subscribes to the purposes and policy of the League of Women Voters..

### Sec. 2 Types of Membership.

- a. **Voting Members.** Citizens at least 18 years of age who join the League shall be voting members of LWVFA, the League of Women Voters of Virginia (LWV-VA), The League of Women Votes of the National Capital Area (LWVNCA) and The League of Women Voters of the United States (LWVUS); those who have been members of the League for 50 years or more shall be honorary 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 LWVFA shall be a president, ~~or co-presidents~~, a first vice-president, a second vice-president, a secretary and a treasurer. ~~The foregoing shall be voting members of the League and shall constitute the executive committee.~~ The president ~~or co-presidents~~, secretary and treasurer ~~shall be elected at an annual meeting and shall serve for a term commencing at the beginning of the fiscal year after their election and~~ continuing for two years, or until their successors have been elected and qualified. The two vice-presidents shall be designated as such from among the ~~eight~~ elected directors by a majority

vote of the new board of directors following the annual meeting. All vacancies occurring among any of the ~~above~~ officers, **except for president**, shall be filled by the directors. Any officer may be removed at any time by the affirmative vote of a majority of the membership at a special meeting of the membership called for that purpose.

**Sec. 2 The President or Co-President.** The president ~~or co-president~~ shall preside at all meetings of the organization and of the board of directors. The president ~~or co-president~~ may, in the absence or disability of the treasurer, sign or endorse checks, drafts and notes. The president ~~or co-presidents~~ shall be ex officio members of all committees except the nominating committee. The president or co-presidents shall have such usual powers of supervision and management as may pertain to the office of the president and perform such other duties as the board may direct.

**Sec. 3 The Vice-Presidents.** The vice-presidents shall perform such duties as the president or co-president and board may designate. In the event of the absence, disability, resignation or death of the **president (or both co-presidents, if any), the two vice-presidents, in the order of their rank, shall assume the office.** ~~If no vice-president is able to serve as president,~~ the board shall fill the vacancy from among the elected directors.

**Sec. 4 The Secretary.** The secretary shall keep minutes of all proceedings of the LWVFA board of directors, of the executive committee of the LWVFA board of directors and of the membership. The secretary shall notify all officers and directors of their election and shall sign, with the president or the co-president, all contracts and other instruments so authorized by the board. The secretary shall **give and serve** all notices to the members and directors, or other notices required by law or these bylaws; shall have charge of the minute-books and such other books and papers as the board may direct; and shall perform all other duties incident to the office of secretary.

**Sec. 5 The Treasurer.** The treasurer shall have the custody of all funds, securities and evidence of indebtedness of the corporation and shall deposit the same in such bank or trust company as shall be designated by the board of directors of the corporation. The treasurer shall pay out of the funds on hand all bills, payrolls and other just debts of the corporation; shall keep full and accurate accounts of all monies received and paid out on account of the corporation; and shall perform all other duties incident to the office of treasurer. The treasurer shall present statements to the board quarterly at its regular meetings and an annual report to the Annual Meeting. The books of the treasurer shall be open for inspection by the board of directors at any time and must be **examined** by a League **financial review** committee when a new treasurer takes office and no less frequently than biennially.

## ARTICLE V - BOARD OF DIRECTORS

**Sec. 1 Number, Manner of Selection, and Term of Office.** The business and affairs of the corporation shall be managed and controlled by the LWVFA board of directors. The LWVFA board of directors shall consist of the officers (president, or co-presidents, secretary, treasurer) and at least eight elected directors (two of whom will be designated as vice presidents). The president or one co-president, the secretary and at least four directors shall be elected in alternate years to the treasurer and the other four elected directors ~~(shall be elected in odd-numbered years)~~. The treasurer (and one co-president, if any) and at least four directors shall be elected in alternate years to the foregoing ~~in even-numbered years~~. The officers and four directors shall be elected by the general membership at an annual meeting and shall serve for a term commencing at the beginning of the fiscal year after their election and continuing for two years, or until their successors have been elected and qualified. The officers and elected directors may appoint additional directors, up to the number of elected directors, and as many community election directors as they deem necessary to carry out the work of LWVFA. ~~Additional~~ Appointed directors shall serve two-year terms, appointed annually. Community election directors shall be appointed annually for a term of three months. *(we put in 3 mo b/c that is the term for individual community election directors – to get them covered by LWVFA insurance during the election-*

**Sec. 2 Qualifications.** All officers and directors of the organization must be voting members of the LWVFA.

**Sec. 3 Vacancies.** Any vacancy, other than the presidency, occurring in the board of directors by reason of resignation, death, or disqualification of an officer or elected member may be filled, until the expiration of the term of office, by a majority vote of the remaining members of the board of directors. Three consecutive absences from scheduled board meetings of any member of the board without valid reason shall be deemed a resignation.

**Sec. 4 Power and Duties.** The LWVFA 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 at annual meeting. It shall select delegates to state convention and council, regional convention and to national convention in the number allotted to the LWVFA under the provisions of the bylaws of the respective Leagues. No member of the LWVFA shall contract to expend for League activities in excess of \$100 ~~50.00~~ without specific authorization from the board, except for routine administrative expenses within the limits of the approved budget. The board shall accept responsibility for planning and directing the work necessary to carry out the program adopted by LWVUS (national) convention, the LWV-VA (state) convention, the National Capital Area (NCA) convention, and the LWVFA annual meeting. The board shall have the power to create and designate such special committees as it may deem necessary and shall perform such other duties as

are specified in these bylaws. All LWVFA directors shall carry specific program or organizational responsibilities.

**Sec. 5 Meetings.** Immediately after each annual election of directors, the newly elected directors may meet for the purpose of organization and transaction of other business, if a quorum of the directors is present. There shall be at least nine regular meetings of the LWVFA board of directors annually. The president or co-president may call special meetings of the LWVFA board of directors and shall call a special meeting upon the written request of five members of the board.

**Sec. 6 Electronic board decisions.** Any action required or permitted to be taken at any meeting of the LWVFA Board of Directors may be taken without a meeting if the text of the resolution or matter to be considered ~~agreed upon~~ is sent either in writing or electronically to all of the Directors in office and if the majority of such Directors consent to such action either in writing or electronically. Such decisions ~~consent~~ shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the LWVFA.

**Sec. 7 Quorum.** A majority of the members of the LWVFA board of directors shall constitute a quorum. Any one or more members of the board may participate in a meeting by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear or communicate electronically with one another.

**Sec. 8 Executive Committee.** The LWVFA executive committee may exercise the powers and duties of the full board in an emergency situation, provided that a report of emergency action is made to the full board at its next regularly scheduled meeting.

*Moved Section on Finance (formerly VI, following) to after Program like in LWVUS sample bylaws*

## ARTICLE VI - MEETINGS OF THE MEMBERSHIP

**Sec. 1 LWVFA Annual Meeting.** An annual meeting of the members shall be held prior to July first, the exact date to be determined by the board of directors. This meeting shall: (a) elect officers and directors as designated for the ensuing two years and a nominating committee for the next year; (b) adopt a budget for the coming fiscal year; (c) in even-numbered years, adopt the local program for the ensuing two years; and (d) transact such other business as may properly come before it. Absentee or proxy voting shall not be permitted.

**Sec. 2 Special Meetings.** Special meetings of the membership for any purpose may be called upon petition of twenty percent of the voting members. A special meeting shall be held within sixty (60) days of the date the petition is presented to the board of directors. Time and place of all special meetings shall be determined by the board of directors.

**Sec. 3 General Meetings.** General meetings may be held at any time or place at the direction of the board of directors.

**Sec. 4 Quorum.** Fifty (50) members, or ten percent of the

membership, whichever is less, shall constitute a quorum at all of the above listed meetings of the LWVFA.

**Sec. 5 Notice of Annual or Special Meetings.** Notice of annual or special meetings, stating the time, place and purpose(s) thereof shall be made available given to each member at least one month (30 days) prior to the meeting.

**Sec. 6 Voting.** At each meeting of the membership, every member in good standing may vote in person.

## ARTICLE VII - NOMINATIONS AND ELECTIONS

**Sec. 1 Nominating Committee.** The nominating committee shall consist of five members. The chair and two members, none of whom shall be members of the board, shall be elected at the annual meeting. The term of office shall be one year, commencing at the start of the new fiscal year after election. Nominations for these offices shall be made by the current nominating committee. The two other members shall be appointed from the board. at its first meeting at the beginning of the fiscal year. Any vacancy on the nominating committee shall be filled by the board of directors. Nominations for officers and directors may be sent to this committee by any voting member.

**Sec. 2 Report of the Nominating Committee and Nominations from the Floor.** The report of the nominating committee of its nominations for officers and directors, and the members of the succeeding nominating committee, shall be made available to all members one month (30 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 the report, nominations may be made from the floor by any voting member, provided the consent of the nominee shall have been secured has been obtained.

**Sec. 3 Elections.** The elections shall be by ballot, except when there is but one nominee for each office, in which case a motion can be made that the secretary cast the ballot for every nominee. A majority of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

## ARTICLE VIII - PROGRAM

**Sec. 1 Authorization.** The Principles are concepts of government adopted by the national (LWVUS) convention, and supported by the League as a whole. They are the constitute the authorization for the adoption of national, state, regional and local program. Action shall conform with, and not be contrary to, positions adopted by the LWVFA, the LWV-VA, the LWVNCA and the LWVUS.

**Sec. 2 Definition of Program.** The program of the LWVFA shall consist of (a) action to implement the Principles of the League, and (b) those governmental issues chosen for concerted study (with consensus or concurrence) and action at the local, regional, state and national levels

**Sec. 3 Adoption.** The local program for each biennium shall be limited to such governmental issues as the annual meeting shall choose for concerted study and action in the following manner:

- a) ~~The board of directors shall consider the recommendations sent in by the voting members~~ may make recommendations to the board of directors at least two months prior to the annual meeting. ~~and shall formulate a proposed program.~~
- b) ~~The board shall consider these recommendations and~~ formulate a ~~The~~ proposed program which shall be made available to all members at least one month (30 days) before the annual meeting.
- c) A majority vote of those present and voting at the annual meeting shall be required for adoption of the proposed program as presented to the annual meeting by the board of directors.
- d) Recommendations for the program submitted by voting members ~~at least two months prior to the annual meeting,~~ but not recommended by the board of directors, may be considered and adopted by the annual meeting, provided that:
  - 1) they were submitted at least two months prior to the annual meeting;
  - 2) the annual meeting shall order consideration by a majority vote; and
  - 3) the annual meeting shall adopt the item by a three-fifths vote.

*Following is a separate section in LWVUS sample Bylaws*

**Sec. 4 Changes in program.** Changes in program, in the case of altered conditions, may be made by a three-fifths vote at a general meeting, provided that information concerning the proposed changes has been made available to all members at least 30 days before the general membership meeting at which the change is to be voted upon.

**Sec. 5 Member Program Action.** Members may speak or act in the name of the League of Women Voters only when authorized to do so by the appropriate board (or president or her designee). Action shall conform with, and not be contrary to, positions adopted by the LWVFA, the LWV-VA, the LWVNCA and the LWVUS.

*New section allowing informational meetings as part of program*

**Sec. 6 Informational Member Meetings.** Members may meet to discuss other governmental issues chosen for informational background as determined by the LWVFA board of directors.

*The former Article X. (Conventions & Council) was not in LWVUS sample bylaws as a separate item but wording similar wording was included under "powers and duties of board"; we inserted text in Sec 4 of Article V. We deleted the entire Article to keep the bylaws shorter and in sync with the order of the LWVUS sample.*

*Moved Finance Article here to be in sync with LWVUS sample bylaws order*

## ARTICLE IX - FINANCE

**Sec. 1 Fiscal Year.** The fiscal year of the LWVFA shall commence on the first day of July each year.

*This section was in EF bylaws*

**Sec. 2 Depositories.** The funds of the corporation shall be deposited in such banks or trust companies, and checks drawn against such funds shall be signed in such manner, as may be determined from time to time by the directors.

**Sec. 3 Dues.** Annual dues shall be payable on the first day of the fiscal year or upon application for membership. Any member who fails to pay the dues within three months after they become payable shall be dropped from the membership rolls. The amount of annual dues shall be recommended by the board of directors subject to the approval of a majority of the members voting at the annual meeting. One month's notice of any proposed dues change shall be made available to members; and if approved, it shall take effect immediately following the vote on the budget at the Annual Meeting.

**Sec. 4 Budget.** The LWVFA board of directors shall submit to the annual meeting for adoption a budget for the ensuing year, including recommendations for financing the LWVFA. The budget shall include support for the work of the League as a whole and **establish the dues for the coming year.**

**Sec. 5 Budget Committee.** A budget **committee (of a chair and at least two members)** shall be appointed by the board of directors to prepare a proposed LWVFA budget for the ensuing fiscal year. The treasurer will be, ex officio, a member of the budget committee but shall not be eligible to serve as chair. The board shall consider the proposed budget and recommend a budget which shall be made available to the members at least one month (30 days) before the annual meeting.

**Sec. 6. Distribution of Funds Upon Dissolution-** In the event of dissolution of the LWVFA, all moneys and securities which may at that time be owned by or under the control of the LWVFA shall be transferred to the League of Women Voters of Virginia. All other property of whatsoever nature, whether real, personal, or mixed, which may at the time be owned by or under the control of the LWVFA shall be contributed to such person, organization, or corporation for such public, charitable or educational uses and purposes as may be designated by the LWVFA board of directors.

## ARTICLE X - PARLIAMENTARY AUTHORITY

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

## ARTICLE XI - AMENDMENTS

*Sec 1 is not in the LWVUS sample, but it was in our EF Bylaws, so we inserted it in GF*

**Sec. 1 Power of Directors to Amend.** The board of directors shall have power to amend these bylaws by a vote of two-thirds of all directors at any regular or special meeting of the board.

**Sec. 2 Power of Members to Amend.** These bylaws may be amended by a two-thirds vote of the voting members at any annual meeting or at a special meeting called for the purpose, provided the amendments were made available to the membership in writing at least one month (30 days) in advance of the meeting. **All bylaws amendments made by the board of directors may be altered or repealed by the members.**

Adopted at the annual meeting of the Board of Directors of the League of Women Voters of the Fairfax Area, held on June 21, 1983.

~~Revised~~ **1st Revision**, February 16, 1988.

2nd Revision, May 19, 1990.

3rd Revision, April 23, 1994.

4th Revision, April 27, 1996

5th Revision, April 19, 1997

6th Revision, April 29, 2000

7th Revision, April 20, 2002

8th Revision, April 25, 2004

9<sup>th</sup> Revision, April 21, 2007

10<sup>th</sup> Revision, April 19, 2008

11<sup>th</sup> Revision, May 16, 2009

**12<sup>th</sup> Revision, April 24, 2010**