

THE LEAGUE OF WOMEN VOTERS OF THE FAIRFAX AREA EDUCATION FUND, INC. BYLAWS

(A Virginia non-stock corporation)

(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 Education Fund, Inc. (LWVFA Ed Fund). The LWVFA Ed Fund is an integral part of the League of Women Voters of the Fairfax Area (LWVFA).

Sec. 2 Offices. ~~The principal office shall be in the County of Fairfax, Commonwealth of Virginia.~~ 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 - PURPOSE AND POLICY

Sec. 1 Purpose. The purpose of the LWVFA Ed Fund is to promote political responsibility through informed and active participation in government.

Sec. 2 Political Policy. The LWVFA Ed Fund shall not support or oppose any political party or any candidate.

ARTICLE III - MEMBERSHIP

Sec. 1 Eligibility. Any person who is a voting member in good standing of the LWVFA shall also be a member of the LWVFA Ed Fund.

ARTICLE IV - OFFICERS

Significantly reworded based on GF

Sec. 1 Enumeration and Election of Officers The officers of the LWVFA Ed Fund 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 membership and 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 an ex officio member of all committees except the nominating committee. The president or co-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 the board may direct.

Sec 3 was not in EF Bylaws

Sec. 3 The Vice-Presidents. The vice-presidents shall perform such duties as the president or co-presidents 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 the minutes of all proceedings of the Ed Fund board of directors, ~~of the executive committee of the Ed Fund board of directors~~, and of the membership. The secretary shall sign, with the president or co-president, all contracts and other instruments when so authorized by the board. The secretary shall ~~attend to the~~ 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, evidence of indebtedness of the corporation and shall deposit the same in such banks or trust companies 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 moneys received and paid out on account of the corporation; and shall perform all other duties incident to the office. 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 reviewed~~ by a League financial review ~~audit~~ committee when a new treasurer takes office and no less frequently than biennially.

The entire Article V – Board of Directors has been reformatted to

be in the same order as GF- text edits match the GF edits

ARTICLE V - BOARD OF DIRECTORS

Sec. 1 Number, Manner of Selection, and Term of Office and Vacancies. The business and affairs of the corporation shall be managed and controlled by the LWVFA Ed Fund board of directors. The Ed Fund board of directors shall consist of the officers of the corporation (president, or **co-presidents**, treasurer, and secretary) 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~~ 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 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**, as they deem necessary to carry out the work of LWVFA Education Fund, Inc. ~~Additional~~ Appointed directors shall serve two- year terms, appointed annually. Vacancies occurring among the directors may be filled by the board of directors.

The following three sections were added from GF

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 board 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 Ed Fund 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. 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 plan and direct the work necessary to carry out the program adopted by LWVUS (national) convention, the LWV-VA (state) convention, the National Capital Area convention, and the LWVFA annual meeting. The board shall create and designate such special committees as it may deem necessary. All directors shall

carry specific program or organizational responsibilities.

Sec. 5 Board Meetings. Immediately after each annual election of directors, the newly elected directors may meet forthwith for the purpose of organization and transaction of other business **if a quorum of the directors is present**. ~~no prior notice of such meeting shall be required.~~ There shall be at least nine regular meetings of the Ed Fund board of directors annually. The president **or co-president** may call special meetings of the board of directors and shall call a special meeting upon the written request of five members of the board.

The following section is not included in LWVUS sample bylaws – we thought it was confusing and it is covered above so we deleted it.

~~**Sec. 5 Notice of Special Board Meetings.** Notice of a special meeting of the board of directors shall be given to each director at least five days prior to a meeting, but such notice may be waived in writing at any time by the person entitled to such notice.~~

Sec. 6 Electronic board decisions. Any action required or permitted to be taken at any meeting of the Ed Fund 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 Ed Fund.

Sec. 8 Quorum. A majority of the members of the Ed Fund 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. 9 Executive Committee. The Ed Fund executive committee may exercise the powers and duties of the full board of directors in an emergency situation, provided that a report of emergency action ~~is~~ be made to the full board at its next regularly scheduled meeting.

Moved Section on Finance (formerly VI) to after Nominations & Elections to be in same order as LWVUS sample bylaws

ARTICLE ~~VII~~VI – MEETINGS OF THE MEMBERSHIP

Sec. 1 LWVFA Ed Fund Annual Meeting. The annual meeting of the corporation shall be held at the same time and place as the annual meeting of the LWVFA, the exact date to be determined by the board of directors. **The**

purposes of the Ed Fund Annual meeting shall be the same as for the LWVFA annual meeting.

Sec. 2 Special Meetings. Special meetings of the members for any purpose may be called upon petition of twenty percent of the voting members. A special meeting shall be held within sixty 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.

~~Special meetings of the members for any purpose may be called by the president and must be called on receipt of a written request from twenty percent of the members.~~

Sec. 3 Quorum. Fifty (50) members, or ten percent of the membership, whichever is less, shall constitute a quorum at all the above listed meetings of the LWVFA Ed Fund.

Sec. 4 Notice of Annual or Special Meetings. Notice of the annual meeting or of a special meeting, stating the time, place and purpose(s) thereof shall be made available to each member at least one month (30 days) prior to the meeting.

Sec. 5 Voting. At each meeting of the membership, every member in good standing may vote in person.

Article VII-Nominations & Elections was not in EF Bylaws

ARTICLE VII - NOMINATIONS AND ELECTIONS

Sec. 1 Nominating Committee. The nominating committee of the LWVFA shall serve as the nominating committee for the LWVFA Ed Fund officers and board of directors as specified in the LWVFA Bylaws.

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 of the LWVFA Ed Fund, and the members of the succeeding nominating committee, shall follow the rules and procedures as set out in the LWVFA Bylaws.

Sec. 3 Elections. The elections shall follows the rules and procedures as set out in the LWVFA Bylaws.

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

ARTICLE VI - FINANCE

Sec. 1 Fiscal Year. The fiscal year of the LWVFA Ed Fund shall coincide with that of the LWVFA.

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 Budget. The board shall submit to the annual meeting for adoption a budget for the ensuing year, including recommendations for financing the LWVFA Ed Fund. The budget shall include support for the work of the LWVFA Ed Fund as a whole.

Sec. 4 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 Ed Fund budget for the ensuing fiscal year. The budget committee shall present its report to the board for recommendation to the membership at least two months prior to the annual meeting. The treasurer shall not be eligible to serve as chair of the 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.~~

Sec. 5 Dissolution. In the event of the dissolution of the LWVFA Ed Fund, all moneys and securities that may at that time be owned by or under the control of the LWVFA Ed Fund, shall be transferred to the League of Women Voters of Virginia Education Fund. All other property of whatsoever nature, whether real, personal, or mixed, that may, at the time, be owned by or under the control of the LWVFA Ed Fund shall be contributed to such person, organization or corporation for such public, charitable or educational uses and purposes as the LWVFA Ed Fund board may designate.

Article IX Parliamentary Authority was not in EF Bylaws

ARTICLE IX - 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 X. – AMENDMENTS

Sec. 1 Power of Directors to Amend. The board of directors shall have the 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 the members 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 Education Fund, held on June 21, 1983.

1st Revision Revised, February 16, 1988.

2nd Revision, May 19, 1990.

3rd Revision, April 23, 1994.

4th Revision, April 27, 1996

5th Revision ,April 29, 2000
6th Revision, April 20, 2002
7th Revision, April 25, 2004
8th Revision, April 21, 2007
9th Revision, April 19, 2008
10th Revision, May 16, 2009
11th Revision, April 24, 2010