

**LEAGUE OF WOMEN VOTERS OF ALABAMA
EDUCATION FUND
BYLAWS**

Amended 1999, Re-approved 2001, Re-approved April 28, 2003

ARTICLE I

General

Sec. 1. Name.

The name of this corporation shall be **THE LEAGUE OF WOMEN VOTERS OF ALABAMA EDUCATION FUND, INC.**

Sec. 2. Purpose.

The Fund is organized and shall be operated exclusively for educational purposes, and for other religious, charitable, scientific, or literary purposes within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code of 1954, primarily in and for the benefit of communities of the State of Alabama.

Sec. 3. Office.

The office of the corporation initially shall be at 1528 Valley Avenue, Birmingham, Alabama, 35209, and thereafter at such place as may be designated by the board of directors.

Sec. 4. Corporate Seal.

The seal of the corporation shall bear the name of the corporation and the words “**Corporate Seal**” and “**Alabama**”.

ARTICLE II

Membership

Sec. 1. Composition.

The Fund shall be composed of the members of the League of Women Voters of the United States, hereinafter referred to in these bylaws as LWVUS, who are enrolled in local Leagues within Alabama recognized by the League of Women Voters of Alabama, Inc., hereinafter referred to in these bylaws as LWVAL, and members-at-large of the LWVUS residing within Alabama.

Sec. 2. Types of Membership.

Types of membership shall be:

- A. Voting members shall be those citizens at least eighteen years of age who are enrolled in recognized local Leagues;
- B. Associate members shall be all other persons who are enrolled in recognized local Leagues and any such other persons who subscribe to the purpose and policy of the Fund;
- C. Members-at-large shall be members of the LWVAL who reside outside of the area of and who are not enrolled in a recognized local League.

ARTICLE III

Sec.1. Place, Date, Call.

A convention of the League of Women Voters Education Fund, Inc. shall be held biennially in conjunction with the convention held by the LWVAL, Inc. at a time and place to be determined by the board of directors of the LWVAL. The president shall send a first call for the convention to the presidents of the local Leagues not less than four (4) months prior to the opening date of the convention fixed in said call. Thereafter, the board of directors may advance or postpone the opening date of the convention by not more than two (2) weeks. A final call for the convention shall be sent to the presidents of the local Leagues at least two (2) months before the opening date of the convention.

Sec. 2. Composition.

The convention shall consist of:

- A. delegates chosen by the members through the local Leagues in the number provided in Section 4 of this article;
- B. the presidents of the local Leagues or an alternate, in the event the president is unable to attend;
- C. the members of the board of directors of the Fund.

Sec. 3. Qualifications of Delegates and Voting.

Each delegate shall be a voting member (a) enrolled in a recognized local League or (b) enrolled as a member-at-large of the LWVAL. Each delegate shall be entitled to one vote only at the convention, even though the delegate may be attending in two or more capacities. Absentee or proxy voting shall not be permitted. The convention shall be the sole judge of whether a delegate is qualified to vote.

Sec. 4. Representation.

The members in each local League shall be entitled to one delegate for the first fifteen (15) subscribing members to the Fund, one delegate for every twenty-five (25) additional subscribing members to the Fund, or major fraction thereof, up to two hundred (200), and one delegate for every sixty (60) additional subscribing members to the Fund, or major fraction thereof, above two hundred (200), provided that no local League may have more than fifteen (15) delegates accredited to the convention. The record in the state office of paid voting members as of January 1 of said year shall determine the official membership count for this purpose.

Sec. 5. Powers.

The convention shall elect officers and directors, shall adopt a budget for the ensuing biennium, and shall transact such other business as may be presented.

Sec. 6. Quorum.

A quorum shall consist of a majority of the delegates registered at the convention provided that not less than two-thirds (2/3) of the local Leagues are represented.

ARTICLE IV

Officers

Sec. 1. Enumeration and Election of Officers.

The officers of the Fund shall be a president, a first vice-president, a second vice-president, a secretary, and a treasurer. They shall be elected by the convention and shall hold office until the conclusion of the next regular biennial convention or until successors have been selected and qualified. The board of directors may provide for additional officers from time to time, as it may deem necessary to carry out the affairs of the Fund.

Sec. 2. The President.

The president shall preside at all meetings of the Fund and of the board of directors, unless the president shall designate another person to preside. 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 and 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.

Sec. 3. The Vice-Presidents.

The vice-presidents, in order of their rank, shall in the event of absence, resignation, disability, or death of the president, possess all the powers and perform all the duties of that office. In the event that neither vice-president is able to serve in this capacity, the board of directors shall elect one of its members to fill the vacancy. The vice-presidents shall perform such other duties as the president and board may designate.

Sec. 4. The Secretary.

The secretary shall keep minutes of all conventions and of meetings of the board of directors. The secretary shall notify all officers and directors of their elections and shall sign, with the president, all contracts and other instruments when so authorized by the board, and shall perform such other duties as may be incident to the office.

Sec. 5. The Treasurer.

The treasurer or a duly appointed assistant, shall collect and receive all donations to the Fund and shall be the custodian of these monies, depositing them in a bank designated by the board of directors. The treasurer shall present periodic statements to the board at its regular meetings, and an annual report to the convention or a council. The books of the treasurer shall be audited annually.

ARTICLE V

Board of Directors

Sec. 1. Number, Manner of Selection and Term of Office.

The board of directors shall consist of the officers of the Fund, eight (8) elected directors, and not more than eight (8) appointed directors. The elected directors shall be elected by the convention and shall serve until the conclusion of the next regular biennial convention or until their successors have been elected and qualified. The elected board members shall appoint such additional directors, not exceeding eight (8), as they deem necessary to carry out the work of the Fund. The terms of office of the appointed directors shall expire concurrently with the terms of office of the elected directors.

Sec. 2. Qualifications.

No person shall be elected or appointed or shall continue to serve as an officer or director of this corporation unless this person is a voting member of the LWVUS (a) enrolled in a local League or (b) enrolled as a member-at-large of the LWVAL.

Sec. 3. Vacancies.

Any vacancy other than that in the office of the president may be filled, until the next convention, by a majority vote of the remaining members of the board.

Sec. 4. Powers and Duties.

The board of directors shall have full power of the property and business of the corporation with full power and authority to manage and conduct the same, subject to the instructions of the convention. The board shall plan and direct the work necessary to carry out the Fund program. The board shall create and designate such special committees as may be necessary.

Sec. 5. Regular Meetings.

There shall be at least four (4) regular meetings of the board of directors annually. The president shall notify each member of the board of directors of all regular meetings by mail, e-mail, or fax at least two (2) weeks before any such meeting, giving the time and place of the meeting. No action taken at any regular board meeting attended by three-fourths (3/4) of the members of the board shall be invalidated because of the failure of any member or members of the board to receive any notice properly sent or because of any irregularity in any notice actually received.

Sec. 6. Special Meetings.

The president may call special meetings of the board of directors and shall call a special meeting upon the written notice of five (5) members of the board. Members of the board shall be notified of the time and place of special meetings by letter, e-mail, or fax sent at least six (6) days prior to such meeting, provided, however, that during a convention the president may, or upon request of five (5) members of the board shall, call a special meeting of the board by handing the members of the board a written notice of the time and place of said meeting.

Sec. 7. Quorum.

A majority of the members of the board of directors shall constitute a quorum, and a majority of the members in attendance at any board meeting shall, in the presence of a quorum, decide its action.

ARTICLE VI

Financial Administration

Sec. 1. Fiscal Year.

The fiscal year shall coincide with that of the LWVAL, Inc.

Sec. 2. Budget.

The board of directors shall submit to the convention for adoption, a budget for the ensuing biennium. A copy of the budget shall be sent to each local League president at least two (2) months in advance of the convention.

Sec. 3. Budget Preparation.

The budget shall be prepared by the budget committee of the Fund.

Sec. 4. Distribution of Funds on Liquidation or Dissolution.

In the event of the liquidation or dissolution of the Fund, no member, officer or trustee shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment or provision for payment of all liabilities of the corporation, shall be used or distributed to such non-profit charitable, scientific, literary or educational organizations as are described in Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent United States Revenue law), and as shall be best able to effectuate the purpose of the Fund herein above expressed.

ARTICLE VII

Nominations and Elections

Sec. 1. Nominating Committee.

The nominating committee shall consist of five (5) members, two (2) of whom shall be members of the board of directors. The chair and two (2) members, who shall not be members of the board of directors, shall be elected by the convention. Nominations for the officers shall be made by the current nominating committee. The other members of the committee shall be appointed by the board of directors immediately after convention. Any vacancy occurring in the nominating committee by death, resignation or disqualification shall be filled by the board of directors. The president of the Fund shall send the name and address of the chair of the nominating committee to the president of each recognized local League.

Sec. 2. Suggestions for Nominations.

The chair of the nominating committee shall request through the president of each local League, suggestions for nominations for offices to be filled. Suggestions for nominations by local Leagues shall be sent by the president or secretary of such local Leagues to the chair of the nominating committee at least three (3) months before the opening date of the convention. In addition, any member may also send suggestions directly to the chair of the nominating committee at least three (3) months before the opening date of the convention.

Sec. 4. Report of Nominating Committee and Nominations from Floor.

The report of the nominating committee of its nominations for officers and directors, and for the chair and two (2) members of the succeeding nominating committee shall be sent to the local Leagues at least two (2) months before the opening date of the convention. The report of the nominating committee shall be presented to the convention on the first day of the convention. Immediately following the presentation of their report, nominations may be made from the floor, provided that the consent of the nominees has been obtained.

Sec. 5. Elections.

The elections shall be under the direction of an election committee appointed by the president on the first day of the convention. The elections shall be by ballot, except that where there is but one nominee for each office, it shall be in order to move that the secretary cast the ballot for every candidate. A majority vote shall constitute an election.

ARTICLE VIII

Parliamentary Authority

The rules contained in **Robert's Rules of Order, Newly Revised** shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE IX

Amendments to Articles of Incorporation

The Articles of Incorporation may be amended in the following manner: The board of directors shall adopt a resolution setting forth a proposed amendment to the Articles of Incorporation and directing that it be submitted to a vote at a regular biennial convention of the membership or at a special meeting of the membership. Written or printed notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member entitled to vote at such meeting not less than ten (10) nor more than

thirty (30) days from the date set for the meeting. The proposed amendments shall be adopted upon receiving at least two-thirds (2/3) of the votes entitled to be cast by members present or represented by proxy at such meeting.

ARTICLE X

Amendments to the Bylaws

The bylaws may be amended, altered, or rescinded by a majority vote of the board of directors at any regular meeting or any special meeting called for that purpose. Notice of the intention to amend bylaws, together with the substance of such amendment, shall be given to each board member at least thirty(30) days prior to the date of such regular or special meeting of the board of directors.

ARTICLE XI

Power

All powers enumerated herein shall be as necessary or appropriate in carrying out the purposes of the Fund and, in exercising any one or more of such powers, it must be in furtherance of the exempt purpose for which this corporation has been organized as described in Section 501 (c) (3) of the United States Revenue Code of 1954.