

# LEAGUE OF WOMEN VOTERS OF ALABAMA BYLAWS

as adopted by the LWVAL Convention on May 20, 2007

## ARTICLE I

### Name

#### Sec. 1. Name.

The name of this organization shall be the League of Women Voters of Alabama, hereinafter referred to in these bylaws as LWVAL, or, as the State League. This state League is an integral part of the League of Women Voters of the United States, hereinafter referred to in these bylaws as LWVUS.

## ARTICLE II

### Purposes & Policy

#### Sec. 1. Purposes.

The purposes of the LWVAL are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

#### Sec. 2. Political Policy.

The State League shall not support or oppose any political party or candidate.

## ARTICLE III

### Membership

#### Sec. 1. Eligibility.

Any person who subscribes to the purposes and policy of the League of Women Voters shall be eligible for membership.

#### Sec. 2. Types of Membership.

**a.** Voting members. Citizens at least 18 years of age who join the LWVAL shall be voting members of the local Leagues, state Leagues and of the LWVUS.

**1.** individuals 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; hereinafter referred to in these bylaws as MALs;

**3.** 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. Elections, Qualifications and Term.**

The officers of the LWVAL shall be a president, a first vice-president, a second vice-president, or co-presidents and one vice president, a secretary, and a treasurer. They shall be voting members of the LWVAL and shall be elected by the convention. The term of office shall be two years, from June 1 following the convention at which they are elected through May 31 of the year of the next biennial convention. In the event new officers have not been elected and qualified as of June 1, current officers shall remain in office until the election and qualification of new officers.

#### **Sec. 2. The President.**

The president shall preside at all meetings of the organization and of the board of directors or shall designate another person to do so. 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 customarily pertain to the office of president and perform such other duties as may be designated by the board.

#### **Sec. 3. The Vice-Presidents.**

The two 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 fill the vacancy from among the elected directors. 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 convention, council, and of meetings of the board of directors; shall notify all officers and directors of their election; and shall sign, with the president, all contracts and other instruments when so authorized by the board; shall perform such other functions as may be incident to the office and as the president and board may direct.

#### **Sec. 5. The Treasurer.**

The treasurer, or a duly appointed assistant, shall collect and receive all money due and be the custodian of such money, depositing it in a bank designated by the board of directors and disbursing the same upon order of the board of directors. The treasurer shall present periodic statements to the board at its regular meetings and a year-to-date report to the convention/council. The state board shall arrange a biennial audit. Said audit may be conducted by a committee of League members.

## ARTICLE V

### Board of Directors

#### **Sec. 1. Number, Manner of Selection, & Term of Office.**

The board of directors, hereinafter referred to as the state board, shall consist of the officers of the LWVAL, eight elected directors and not more than eight directors appointed by the elected members of the board. The elected directors shall be elected by the convention and their term of office shall be two years, from June 1 following the convention at which they are elected through May 31 of the year of the next biennial convention. In the event new directors have not been

elected and qualified as of June 1, current directors shall remain in office until the election and qualification of new directors. The terms of office of appointed directors shall expire concurrently with the terms of office of the elected directors.

## **Sec. 2. Qualifications.**

All directors shall be voting members of the LWVAL.

## **Sec. 3. Vacancies.**

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

## **Sec. 4. Powers & Duties.**

The state board shall manage and supervise the business, affairs, and activities of the LWVAL subject to the instruction of the convention. It shall accept responsibility for the organization and development of local Leagues and MAL units, the promotion of LWVAL program, financial development, and other such matters as the national board may from time to time delegate to it. It shall have the power to create such special committees as it deems necessary and shall perform such other duties as are specified in these bylaws.

## **Sec. 5. Executive Committee.**

The state board may appoint an executive committee consisting of the officers of the state board. The executive committee shall exercise such power and authority as may be delegated to it by the state board and shall report to the state board on all actions taken by it between regular meetings of the board.

## **Sec. 6. Regular Meetings.**

At least three regular meetings per year of the board of directors shall be held at such time and place as the board may determine. The president shall notify, by mail, email or fax each member of the board of directors of all regular meetings at least two 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 of the members of the board shall be invalidated because of 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. 7. Special Meetings.**

The 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. Such a call shall include the business to be transacted and only such business. Members of the board shall be notified of the time and place of special meetings by mail, email or fax sent at least six days prior to such meeting. During convention/council the president may, upon request by five members of the board, call a special meeting of the board by giving each member of the board a written notice of the time and place of said meeting.

## **Sec. 8. Quorum.**

A majority of the members of the board of directors shall constitute a quorum. Any one or more members of the board may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at a meeting.

Action taken at a regularly called board meeting at which a quorum is not achieved, may be established as a board decision by polling absent Board members afterward. The poll must be conducted in such a way as to have recorded responses by mail, e-mail or fax for the record.

## **ARTICLE VI**

### **Local and Provisional Leagues and Member-at-Large Units**

#### **Sec. 1. Local Leagues.**

- a.** Local Leagues are those Leagues within the state of Alabama which have been so recognized by the LWVUS.
- b.** The board of directors shall recommend to the national board of the LWVUS that it recognize as a local League any group of members of the LWVUS in any community within the state provided the group fulfills both state and national requirements.
- c.** In the event of recurring failure of a local League to fulfill these requirements, the board of directors of the LWVUS shall recommend to the national board that it withdraw recognition from such local League. All refunds held by a local League from which recognition has been withdrawn shall be paid to the LWVUS after the national per member payment and other obligations have been met.

#### **Sec. 2. Provisional Leagues.**

- a.** Provisional Leagues are those Leagues which have been so endorsed by LWVUS.
- b.** The state board has the responsibility for the organization and development of new Leagues. For this purpose, the board may organize a group in a community in which no local League exists and shall recommend the group to the LWVUS for endorsement as a provisional League when it fulfills state and national recognition requirements. Members of provisional Leagues shall be voting members of the LWVUS and of the LWVUS and shall pay annual dues to the provisional League.

#### **Sec. 3. Member-at Large Units.**

- a.** Members-at-large residing in the same geographic area may organize into a unit, within the limitations established by the LWVUS and within rules adopted by the state board.
- b.** In the event of recurrent failure to adhere to guidelines for MAL units or to operate within the limitations established by the LWVUS, the state board may withdraw approval of the MAL unit. All funds held by a MAL unit from which approval has been withdrawn shall be paid to the LWVUS.

## **ARTICLE VII**

### **Financial Administration**

#### **Sec. 1. Fiscal Year.**

The LWVUS fiscal year shall run from June 1 through May 31.

#### **Sec. 2. Budget.**

The board of directors shall submit to the convention for adoption a budget for the ensuing biennium. The board shall submit to the council any recommended changes in the budget for the second year of the biennium. This budget shall provide for the support of the state League. A copy

of the proposed budget or recommended changes shall be sent to each local League president and MAL at least two months in advance of the convention/council.

**Sec. 3. Budget Committee.**

The budget shall be prepared by a committee which shall be appointed for that purpose at least four months in advance of the next convention/council. The treasurer shall be, ex officio, a member of the budget committee, but shall not be eligible to serve as chair.

**Sec. 4. Financial Support.**

Each local League shall make a per member payment to the LWVAL in an amount to be determined by a three-fifths vote of those present and voting at each convention/council. Each provisional League shall pay an amount to be determined by the state board. When two or more members reside at the same address in a common household, the per-member payment determined by this convention/council shall be paid for the first member; a payment equal to one-half the per-member payment shall be paid for each other member. A member who qualifies as a full time student with LWVUS shall also qualify with LWVAL for payment of one-half the per member payment. Local and provisional Leagues shall be excused from making a per member payment for paid life or honorary life members. Each MAL shall pay annual dues to the LWVAL in an amount to be determined by the state board.

**Sec. 5. Endowment Fund.**

An endowment fund may be established by the board of directors to provide continuing financial support for the LWVAL. The principal shall be invested and reinvested and shall not be invaded except under extraordinary circumstances. The board of directors shall have the authority to distribute the income to carry out the League purposes. A three-fourths majority of the board may, under said circumstances, approve expenditures of the principal money. This action may be taken only at a regularly scheduled board meeting. Two weeks written notice of the intended action must be given to each board member and local president.

**Sec. 6. Distribution of Funds on Dissolution.**

In the event of a dissolution for any cause of the LWVAL, all money and securities which may at the time be owned by or under the absolute control of the LWVAL shall be paid to the LWVUS after the board of directors has paid or made provision for the payment of all the liabilities of the LWVAL. All other property of whatsoever nature, whether real, personal, or mixed, which may at the time be under the control of the LWVAL shall be disposed of to such person, organization or corporation, for such public charitable or educational uses and purposes as the state board in its absolute discretion may designate.

**ARTICLE VIII**

**Convention**

**Sec. 1. Place, Date, and Call.**

A convention of the LWVAL shall be held biennially in the odd numbered years at a time and place to be determined by the state board. The president shall send a first call for convention to the presidents of each local and provisional League and MAL unit not less than three months prior to the opening date of the convention as fixed in said call. Thereafter the board of directors may advance or postpone the opening date of convention by no more than two weeks. A formal call giving the exact time and place for convention shall be sent to the presidents of each local and

provisional League and MAL unit at least two months before the opening of the convention. Notice of convention shall be sent to individual MALs at the same time.

### **Sec. 2. Composition.**

The convention shall consist of:

- a. the delegates chosen by the members through local Leagues in the number provided in Sec. 4 of this article;
- b. the president of each local and provisional League and MAL unit or alternate in the event the president is unable to attend;
- c. the members of the state board;
- d. representatives chosen by provisional Leagues and MAL units in numerical ratio as provided in Sec. 4 of this article.

### **Sec. 3 Qualification of Delegates and Voting.**

Each delegate shall be a voting member 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.**

Each local League in the state of Alabama shall be entitled to one delegate for the first fifteen voting members; one delegate for every twenty-five additional voting members, or major fraction thereof, up to two hundred; and one delegate for every fifty additional voting members, or major fraction thereof, above two hundred, belonging to said local League on January 1 of said year, provided that no local League may have more than fifteen delegates accredited to the convention. Provisional Leagues and MAL units shall have representation according to the same ratio. The Annual Report establishing voting members as of January 1 of said year shall determine the official membership count for this purpose.

### **Sec. 5. Powers.**

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

### **Sec. 6. Quorum.**

A quorum for the transaction of business shall consist of a majority of the delegates registered at the convention provided that not less than two-thirds of the local Leagues are represented.

## **ARTICLE IX**

### **Council**

#### **Sec. 1. Place Date, and Call.**

A meeting of the council shall be held in the interim year between conventions, approximately twelve months after the preceding convention, at a time and place to be determined by the state board. A formal call shall be sent by the president of the state League to the president of each local and provisional League and MAL unit in Alabama at least thirty days before the opening of a council meeting. Notice shall be sent to individual MALs at the same time. Special meetings may be called by the state board in the event of extreme emergency.

## **Sec. 2. Composition.**

The council shall be composed of:

- a. the presidents of the local and provisional Leagues and MAL units or an alternate in the event that the president is unable to attend;
- b. two delegates chosen by each local League;
- c. the state board.

## **Sec. 3. Powers.**

The council shall give guidance to the state board on program, methods of operation and budget as submitted by the state board. The council is authorized to change the program only in the event of emergency provided:

- a. notice of proposed changes shall have been sent to the president of each local and provisional League and MAL unit at least two months in advance of the council;
- b. the change is adopted by a two-thirds vote of those present and voting.

The council shall act on any recommended changes in the budget for the ensuing fiscal year and shall transact such other business as shall be presented by the board.

## **Sec. 4. Quorum.**

A quorum for the transaction of business at the council shall consist of not less than ten members other than the state board.

# **ARTICLE X**

## **Nominations & Elections**

### **Sec. 1. Nominating Committee.**

The nominating committee shall consist of five members. The chair and two members who shall not be members of the state board, shall be elected by the convention/council. Two members of the committee shall be appointed by the board of directors immediately after convention. Vacancies occurring in the nominating committee shall be filled by the state board. The president of the state League shall send the name and address of the chair of the nominating committee to the president of each local and provisional League and MAL unit.

### **Sec. 2. Suggestions for Nominations.**

The chair of the nominating committee shall request, through the president of each local and provisional League and MAL unit, suggestions for nominations for offices to be filled. Suggestions for nominations shall be sent by the president or secretary of each local and provisional League and MAL unit to the chair of the nominating committee at least three months before the opening date of convention.

### **Sec. 3. Report of Nominating Committee and Nominations from Floor.**

The report of the nominating committee of its nominations for officers and directors, for the chair and two members of the succeeding nominating committee shall be sent to each local and provisional League and MAL unit president at least two months before the opening date of convention. The report of the nominating committee shall be presented to convention on the first day of convention. Immediately following the presentation of this report, nominations may be made from the floor, provided that the consent of the nominee shall have been obtained.

### **Sec. 4. Election.**

The election shall be the responsibility of an election committee appointed by the president on the first day of convention. The election shall not take place in the same session as the presentation of the report of the nominating committee. The election shall be by ballot, except that when there is but one nominee for each office it shall be in order to move that the vote be a voice vote. A majority of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

## **ARTICLE XI**

### **Principles, Program & Action**

#### **Sec. 1. Principles.**

The governmental Principles adopted by the national convention of the LWVUS and supported by the League as a whole constitutes the authorization for the adoption of program.

#### **Sec. 2. Program.**

The program of the LWVAL shall consist of:

- a. action to implement the Principles and
- b. those governmental issues chosen by the convention of the LWVAL for concerted study and action.

#### **Sec. 3. Convention Action.**

The convention shall act upon state program using the following procedures:

- a. Local board and individual members may make suggestions for state program to the state board at least three months prior to the opening date of convention;
- b. The board of directors shall consider the recommendations and shall formulate a proposed recommended program which shall be sent to each local president at least two months prior to the opening date of convention;
- c. A majority vote shall be required for the adoption of the proposed program recommended by the state board;
- d. Any suggestions for the state program submitted to the state board at least three months before the convention, but not recommended by the board, may be adopted by the convention provided consideration is ordered by a majority vote and on a following day the proposal for adoption receives a two-thirds vote.

#### **Sec. 4. Council Action.**

The council may change the program as provided in Article IX, Sec. 3.

#### **Sec. 5. Member Action.**

Members may act in the name of the LWVAL only when authorized to do so by the board of directors of the LWVAL

#### **Sec. 6. Local League Action.**

Local Leagues may take action on state governmental issues only when authorized to do so by the board of directors of the LWVAL. Local Leagues may act only in conformity with, and not contrary to, a position taken by the LWVAL and/or the LWVUS.

## ARTICLE XII

### National Convention and Council

#### Sec. 1. National Convention.

The board of directors of the LWVAL, at a meeting before the date on which names of delegates must be sent to the LWVUS, shall elect delegates to the national convention in the number allowed the LWVAL under the provisions of the bylaws of the LWVUS.

#### Sec. 2. National Council.

The board of directors, at a meeting before the date on which names of delegates may be sent to the LWVUS, shall elect delegates to the national council in the number allowed the LWVAL under the provisions of the bylaws of the LWVUS.

## ARTICLE XIII

### Parliamentary Authority

#### Sec. 1. 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 the bylaws of the LWVAL.

## ARTICLE XIV

### Amendments

#### Sec. 1. Amendments.

The bylaws may be amended by a two-thirds vote at any convention of the LWVAL, using the following procedure:

- a. Proposals for changes shall be submitted by any local League board in Alabama to the board of directors of the LWVAL at least three months prior to the opening date of the convention.
- b. All such proposed amendments together with the recommendations from the board of directors of the LWVAL shall be sent to the local League presidents at least two months prior to the opening of convention and published in the state *Voter* prior to the opening of the convention.
- c. The presidents of the local Leagues shall notify the members of their respective Leagues of the proposed amendments. Failure of a local League president to give such notice or failure of any member to receive such notice shall not invalidate amendments to the bylaws of the LWVAL.