

LEAGUE OF WOMEN VOTERS OF NEW CASTLE COUNTY, DELAWARE

BYLAWS 2017-18

Amended May 22, 2017

ARTICLE I

Name

Name: The name of this organization shall be the League of Women Voters of New Castle County, Delaware, hereinafter referred to in these Bylaws as LWNCC, or, as the League. This local League is an integral part of the League of Women Voters of the United States, hereinafter referred to in these Bylaws as LWVUS, and of the League of Women Voters of Delaware, hereinafter referred to in these Bylaws as LWVDE.

ARTICLE II

Purpose and Policy

Sec. 1. Purposes. The purposes of the League of Women Voters of New Castle County are to promote political responsibility through informed and active participation in government and to act on selected government issues.

Sec. 2. Political Policy. The League shall not support or oppose any political party or any candidate. The League may take action on local governmental measures and policies in the public interest in conformity with the Principles and/or the positions of the LWVUS and the LWVDE.

ARTICLE III

Membership

Sec. 1. Eligibility. Any person who subscribes to the purpose and policy of the League shall be eligible for membership.

Sec. 2. Types of Membership.

a) **Voting Members.** Persons at least 16 years of age who join the League shall be voting members of local Leagues, state Leagues, and of the LWVUS; (1) those 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; (3) those who have been members of the League for 50 years or more shall be 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. Election, Qualifications and Term. The Officers of the LWVNCC shall be a president or copresidents, a first vice-president, a second vice-president, a secretary, and a treasurer who shall be elected for terms of two years by the Annual Meeting. All officers excepting the Treasurer shall take office immediately following the Annual Meeting. The Treasurer shall take office on the first day of the fiscal year. The President, First-Vice President and the Secretary shall be elected in the odd-numbered years. The Second Vice-President and the Treasurer shall be elected in the even-numbered years. The provisos in this section may be amended as needed to allow for the election of a complete slate of officers for the year in which these Bylaws become officially enacted with term lengths of officers to be amended to provide compliance with these Bylaws.

Sec. 2. The President/Copresidents. The President shall have such powers of supervision and management as customarily pertain to the office; shall preside at all meetings of the organization and the Board, or designate another person to do so; shall be, ex officio, a member of all committees except the nominating committee; shall sign or endorse checks, drafts and notes in the absence of the Treasurer; and shall perform such other duties as the Board may direct. 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 shall fill the vacancy from among elected directors.

Sec. 3. The Vice-Presidents. The Vice-Presidents shall perform such duties as the President and Board shall direct.

Sec. 4. The Secretary. The Secretary shall keep minutes of the meetings of the membership and of the Board. The Secretary shall perform such other duties as the President and the Board direct.

Sec. 5. The Treasurer. The Treasurer shall perform such duties as customarily pertain to the office; arrange for a review of the books in non-audit years; and, at the direction of the Board, maintain deposits in authorized financial institutions.

Sec. 6. Interim Directorship of the League. In the absence of a nominee for president/copresidents special directors duly elected by the membership will act with the Executive Committee in the directorship of the League.

The term of this directorship shall be up to one year.

- a. The nomination and election of the special directors shall take place at the Annual Meeting.

ARTICLE V

Board of Directors

Sec. 1. Selection, Qualifications and Term. The Board of Directors shall consist of the officers of the LWVNCC, seven directors elected by the Annual Meeting and not more than seven directors appointed by the elected members of the Board. All directors shall be voting members of the LWVNCC. They shall serve for a term of two years or until their successor have been elected and qualified. The appointed directors shall serve until the close of the next Annual Meeting. Vacancies other than the presidency may be filled by vote of the remaining members of the Board.

Sec. 2. Powers. The Board shall manage and supervise the business affairs and activities of the LWVNCC subject to the instructions of the Annual Meeting. It shall select delegates to the state and to the national Convention. It shall accept responsibility for such other matters as the national or state Board may from time to time delegate to it. It shall have power to create such special committees as it deems necessary and shall perform such other duties as are specified in these Bylaws. The Board shall have the authority to establish local units for the purpose of:

- a. study and consensus on League Program

- b. study and action on local issues as authorized by the Board
- c. other activities as authorized by the Board.

Sec. 3. Executive Committee. The Board may appoint an Executive Committee consisting of the officers plus one (or more) director(s) resulting in an uneven number. The Executive Committee shall exercise such power and authority as may be delegated to it by the Board and shall report to the Board on all actions taken by it between regular meetings of the Board. Board members shall be notified of upcoming Executive Committee meetings.

Sec. 4. Meetings. There shall be at least eight regular meetings of the Board or Executive Committee held annually four of which shall be meetings of the full Board. The President may call special meetings upon the written request of five members of the Board. More than three unexcused absences per year from regular Board or Executive Committee meetings may constitute a resignation from the Board. Board meetings and Executive committee meetings are open to all members. Only designated members of the Board or Executive Committee are eligible to vote.

Sec. 5. Quorum. A majority shall constitute a quorum at meetings of the Board or Executive Committee of the LWNCC.

Sec. 6. ELECTRONIC VOTING

To facilitate prompt decision making between Board meetings when delay seems inadvisable, an electronic vote of Board members may be taken using the following procedure:

- a. the President deems a prompt decision is necessary;
- b. sufficient background information is supplied to Board members to enable them to cast an informed vote;
- c. Board members must send their electronic yea or nay vote to all Board members;
- d. a majority of the Board must vote affirmatively for the proposed action to be approved
- e. Board members who do not have access to electronic mail must be polled by telephone or in person with background information having been supplied,
- f. The electronic vote shall be affirmed at the next regularly scheduled Board meeting so the results can be recorded in the minutes.

ARTICLE VI

Financial Administration

Sec. 1. Fiscal Year. The fiscal year of the LWNCC shall be July 1-June 30 of each year.

Sec. 2. Dues. Annual dues for the new fiscal year shall be established by the members at the Annual Meeting and shall include the total of the national and state per member payment plus a determined amount for local use. When two members reside at the same address in a common household, they shall make a payment equal to one and one half times the determined per member dues.

Sec. 3. Budget. A budget for the ensuing two years shall be submitted by the Board of Directors to the Annual Meeting for adoption in odd numbered years. The budget shall include support for the work of the League as a whole.

Sec. 4. Finance Committee (not Budget Committee). The LWNCC Finance Committee shall be appointed by the President, with the approval of the Board, which shall include among its duties the ongoing fiscal oversight of the financial transactions and audits, the development and monitoring of the biennial budget, and shall provide quarterly reports to the Board in regard to LWNCC fiscal affairs. The proposed two year budget shall be submitted to the Board, and after Board approval shall be sent to all members at least two weeks before the Annual Meeting.

In addition, the Finance Committee will review all contracts which will require funding by the LWVNCC and evaluate proposals for all non-budgeted acquisitions, and report to the Board concerning the fiscal impact of the contract and acquisition.

The Finance Committee will coordinate with the LWVNCC treasurer, the LWVNCC office manager (who both serve in ex-officio capacity on the committee) and any LWVNCC professional financial service providers."

Sec. 5. Distribution of Funds on Dissolution. In the event of the dissolution of the LWVNCC all moneys and securities which may at the time be owned by or under the control of the LWVNCC shall be paid to the LWVDE after the state and national per member payments and other obligations have been met. All other property of whatsoever nature, whether real, personal, or mixed which may at time be owned or under the control of the LWVNCC shall be disposed of to such person, organization, or corporation for such public, charitable or educational use and purposes as the Board in its absolute discretion may designate.

Sec. 6. Audit. The Board of Directors shall make provision for an audit of the books at least once every two years.

ARTICLE VII

Meetings

Sec. 1. Membership Meetings. There shall be at least three general meetings of the membership each year, one of which may be the Annual Meeting. The time and place shall be determined by the Board. The Board may call a special general membership meeting and shall call such meeting upon the written request of 10 percent of the voting members.

Sec. 2. Annual Meeting. An Annual Meeting shall be held between March 1, and June 30, the exact date to be determined by the Board. The Annual Meeting shall:

- a) Adopt a local Program in odd numbered years.
- b) Elect officers and directors, the chair and members of the Nominating Committee;
- c) Adopt a budget in odd numbered years;
- d) Transact such other business as may properly come before it. Absentee or proxy voting shall not be permitted.

Sec. 3. Quorum. Ten percent (10%) of the number of members reported to the LWVUS on January 31 shall constitute a quorum at all general meetings of the LWVNCC.

ARTICLE VIII

Nominations and Elections

Sec. 1. Nominating Committee. The Nominating Committee shall consist of five members. The Chair and two members shall be nominated by the Nominating Committee and elected at the Annual Meeting. The other two members shall be members of the Board and shall be appointed by the President, with the approval of the Board, after the Annual Meeting. Any vacancy on the Nominating Committee shall be filled by the President with Board approval. Suggestions for nominations for officers and directors may be sent to this committee by any voting members.

Sec. 2. Report of Nominating Committee and Nominations from the Floor. The report of the Nominating Committee of its nominations for officers, directors, the chair and two member of the succeeding Nominating Committee shall be sent to all members at least two weeks before the date of the Annual Meeting. Following the presentation of this report at the Annual Meeting, nominations may be made from the floor by any voting member present, provided the consent of the nominee shall have been secured.

Sec. 3. Elections. The elections shall be by ballot, provided that when there is but one nominee for each office, the Secretary may be instructed to cast the ballot for every nominee. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE IX

Principles and Program

Sec. 1. Authorization. The Principles are concepts of government adopted by the national convention and supported by the League as a whole. They are the authorization for the adoption of national, state and local program.

Sec. 2. Program. The local Program of the LWVNCC shall consist of (a) action to implement the Principles of the LWVUS and (b) those local governmental issues chosen for study, sustained attention and concerted action.

Sec. 3. Adoption. The membership shall use the following procedure to adopt the Program:

- a. The Board of Directors shall consider the recommendations sent in by the voting members two months prior to the Annual Meeting and shall formulate a proposed Program.
- b. The proposed Program shall be sent to all members two weeks before the Annual Meeting.
- c. A majority vote of voting members present and voting at the Annual Meeting shall be required for adoption of subjects in the proposed Program as presented to the Annual Meeting by the Board of Directors.
- d. Recommendations for Program submitted by voting members two months prior to the Annual Meeting, but not recommended by the Board of Directors, may be considered by the Annual Meeting, provided that:
 1. The Annual Meeting shall order consideration by a majority vote, and
 2. The Annual Meeting shall adopt the items by a two-thirds vote.
- e. Changes in Program, in the case of altered conditions, may be made provided that:
 1. information concerning the proposed changes has been sent to all members at least two weeks prior to a general meeting of the membership, at which the change is to be discussed, and
 2. final action by the membership is taken at a succeeding meeting.

Sec. 4. Units in Governmental Jurisdictions or Unincorporated Areas.

- a. Voting members resident within the jurisdiction(s) of local government(s), or meeting in units in unincorporated areas, (hereinafter referred to as area(s)) concerned, may make recommendations to the Board two months before the Annual Meeting.
- b. The Board shall consider these recommendations and formulate a proposed program which shall be sent to the members at least 2 weeks before the Annual Meeting.
- c. Issues that relate to (a) specific jurisdiction(s) or an area(s) in the Program as presented to the Annual Meeting by the Board shall require for adoption a majority vote of members resident within the jurisdiction(s) of the local government(s) or area(s) concerned, followed by a majority vote of concurrence by members residing outside the jurisdiction(s) of the local government(s) or area(s) concerned.
- d. Recommendations for program submitted by members resident within the jurisdiction(s) of the local government(s) or area(s) concerned but not included in the Program recommended by the Board may be considered by the Annual Meeting provided that (1) they were submitted two months before the Annual Meeting (2) the Annual Meeting shall order consideration by a majority vote of members resident within the jurisdiction(s) of the local government(s) or areas(s) concerned, (3) the Annual Meeting shall adopt the items by a majority vote of the members resident within the jurisdiction(s) of the local government(s) or areas(s) concerned, and followed by a majority vote of concurrence of the members resident outside the jurisdiction(s) of the local government(s) or areas(s) concerned.

- e. Changes in program, in case of altered conditions, may be made provided that (1) information concerning the proposed changes has been sent to all members at least two weeks prior to a general membership meeting at which the jurisdiction(s) of the local government(s) or area(s) concerned is taken at a succeeding meeting, with concurrence by the membership residing outside the jurisdiction(s) of the local government(s) or area(s).

Sec. 5. Member Action. Members may act in the name of the League of Women Voters only when authorized to do so by the appropriate Board of Directors.

ARTICLE X

National Convention and State Convention

Sec. 1. National Convention. The Board of Directors, at a meeting before the date on which the names of delegates must be sent to the national office shall select delegates to that Convention in the number allotted the LWNCC under the provisions of the Bylaws of the League of Women Voters of the United States.

Sec. 2. State Convention. The Board of Directors, at a meeting before the date on which the names of delegates must be sent to the state office, shall elect delegates to that Convention in the number allotted the LWNCC under the provisions of the Bylaws of the League of Women Voters of Delaware.

ARTICLE XI

Parliamentary Authority

Sec. 1. Parliamentary Authority. The rules contained in the book, Roberts Rules of Order, Revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XII

Amendments

Sec. 1. Amendments. A majority of the Board members present must approve by-law amendment(s) before submitting them for approval at the Annual Meeting.

Sec. 2. Those members present at the Annual Meeting must approve by-law amendment(s) by a two-thirds vote, provided the amendment(s) were submitted to the membership in writing at least two weeks prior of the meeting.