

Report of the Bylaws Committee to the Membership of LWV Polk

We have reviewed the bylaws as amended 4/18/18 and recommend proposals in five main areas:

- first, cleanup of typos, grammar, punctuation, and institution of common formatting and use of a consistent phrase throughout the document (namely, "LWV Polk" instead of "league" or "League of Women Voters of Polk County,");
- second, insertion of language commonly used in nonprofit bylaws for the purposes of protecting the organization and providing additional flexibility to the nonprofit;
- third, alignment of LWV Polk bylaws with LWV US and LWV Florida bylaws;
- fourth, removal of material not typically included in bylaws, but which should take the form of board policies;
- last, clarifications of confusing language.

Proposed deletions are struck through, proposed additions are greyed, and rationales are noted in brackets.

Respectfully submitted,
Katy Pace Byrd, Chair
Charlene Bennett
Sandra Sheets

Current Bylaws of the League of Women Voters of Polk County Proposed Amendments for 4/28/21 Indicated

ARTICLE I: NAME

Section 1. The name of this organization shall be the League of Women Voters of Polk County. This local league is an integral part of the League of Women Voters of the United States and the League of Women Voters of Florida.

ARTICLE II: PURPOSE AND POLICYIES

Section 1. Purpose. The purpose of the League of Women Voters of Polk County (hereinafter referred to as LWV Polk) shall be to promote civic responsibility through informed and active citizen participation in government and to act on selected governmental issues.

Section 2. Political Policy. ~~The league~~ LWV Polk shall not support or oppose any political party or any candidate. The president and voter services chair shall not endorse, work for, or donate to any political party or candidate.

Section 3. Diversity, Equity and Inclusion (DEI) Policy. LWV Polk is an organization fully committed to DEI in principle and in practice. Diversity, equity and inclusion are central to the organization's current and future success in engaging all individuals, households, communities, and policy makers in creating a more perfect democracy. **[Adoption of DEI as a policy is now required by LWV US.]**

ARTICLE III: MEMBERSHIP

Section 1. Eligibility. Any person who subscribes to the purpose and policyies of the league shall be eligible for membership.

Section 2. Types of Membership. The membership of ~~the League of Women Voters of Polk County~~ LWV Polk shall be composed of voting members and associate members:

- a. Voting members shall be those citizens at least ~~48~~ 16 years of age who have joined ~~the League of Women Voters~~ LWV Polk, including students enrolled at least halftime in an accredited institution;
- b. Associate members shall be all other members and shall be non-voting.
- ~~c. Second member of a household shall have dues of one half (1/2) of the regular membership dues;~~
- d. ~~Student members must be an undergraduate or postgraduate student enrolled at least half time in an accredited institution.~~ **[Clarification that student members may vote. Aligns with LWV US minimum age of 16. Dues amounts are the purview of the board and the membership, not a bylaws matter.]**

ARTICLE IV: OFFICERS

Section 1. Enumeration and Election of Officers. The officers of the League of Women Voters of Polk County shall be LWV Polk are a president, a co-president or president elect, a vice president, a secretary, a treasurer. All officers shall be elected for one-year terms except the treasurer who shall be elected in odd numbered years for a two-year term. Co-officers are permissible and references herein to any officers shall include the possibility of co-officers. The officers shall be elected at the annual meeting of the voting members. The members from time to time may elect other officers, who shall have the authority and perform the duties prescribed by the board. One person may hold any two or more offices. Failure to elect a president, president elect, vice president, secretary, or treasurer shall not affect the existence of the organization. **[Flexibility and protection.]**

Section 2. The President. The president shall preside at all meetings of the organization and of the board of directors, unless he or she shall designate someone to preside on his or her stead. She/he (The president) shall be an *ex-officio* member of all committees except the nominating committee. She or he 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. The president or the president's designee shall be the only sole voice for the League of Women Voters of Polk County LWV Polk. **["Sole" is a stronger, more precise word than "only."]**

Section 3. The Co-President or President Elect. The co-president or president elect shall perform such duties as the president and boards may designate. He or she shall also assume the office of the president in the event of any absence or vacancy in that office and shall succeed to the office of the president automatically at the expiration of the term of that office. **[Co-officers now provided for in Section 1.]**

Section 4. Vice President. The vice president shall supervise administer the program chairs and the selection of new programs that the president and the board voting members may designate approve. In the event of the absence or vacancy in the offices of president(s) and president elect, the vice president shall assume the office of president. Every vice president has such other powers and perform such other duties as prescribed by the board of directors or the president. Unless the board otherwise provides, if the president and president elect are absent or unable to act, the vice president who has served in that capacity for the longest time and who is present and able to act shall perform all the duties and may exercise any of the powers of the president. **[Changes for clarification and restoration of program approval to voting members. Provides for multiple vice presidents, addressing the case of succession in the situation of multiple vice presidents.]**

Section 5. Secretary. The secretary shall keep minutes of all meetings of the board of directors, transmitting such minutes to all board members following each board meeting. The secretary shall notify all officers and directors of their elections. She or he shall sign with the president all contracts and other instruments when so as authorized by the board and shall perform such other functions as may be incident to this office. **[Additional clarification.]**

Section 6. Treasurer. The treasurer shall collect and receive all monies, shall deposit them in a bank designated by the board of directors, and shall disburse the same only upon order of the board. The treasurer shall present financial statements to the board at their its regular meetings and an annual financial report to the annual meeting. The president, secretary, and treasurer are the authorized signatories on the account of the League of Women Voters of Polk County LWV Polk. The board may authorize additional signatories. Two authorized signatures are required on all checks in excess of or equal to \$500. **[Board policy matters.]**

ARTICLE V: BOARD OF DIRECTORS

Section 1. Number, Manner of Selection and Terms of Office. The board of directors shall consist of the officers of the league LWV Polk, four elected directors, the immediate past president, and not more than three appointed directors. Two directors shall be elected by the general membership voting members at each annual meeting and shall serve for a term of two years or until their successors have been elected and qualified. The president, with board approval, shall designate the appointed directors, not to exceed three, as he or she deems necessary to carry on the work of the league LWV Polk. The term of the appointed directors shall be one year and shall expire at the conclusion of the next annual meeting.

Section 2. Qualifications. No person shall be elected or appointed or shall continue to serve as an officer of this organization unless she or he is a voting member of the League of Women Voters of Polk County LWV Polk.

Section 3. Vacancies. Any vacancy occurring on the board of directors by resignation, death or disqualification of an officer or elected member may be filled until the conclusion of the next annual meeting by a majority vote of the remaining members of the board of directors. ~~Any board member who missed two or more consecutive board meetings without excuse shall be asked to resign. Any member who, in the opinion of the board, fails to function in her or his capacity will be asked to resign.~~ Missing two consecutive unexcused board meetings by a board member will be deemed an offer of resignation and the other board members may accept the resignation and appoint another board member to fill the unexpired term of such board member. ***[Removes the burden on the board to request a resignation. The issue of removal of officers and directors with or without cause is addressed in Article V, Section 8.]***

Section 4. Power and Duties. The 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. The board shall plan and direct the work necessary to carry out the program adopted by the national convention, the state convention and the annual meeting. The board shall create and designate such special committees as it may deem necessary. The board shall enforce a the non-partisan and DEI policyies of LWV Polk.

Section 5. Meetings. There shall be at least six regular meetings of the board of directors annually. An executive committee consisting of the officers of the board LWV Polk shall meet as necessary to conduct interim business of the board. The executive committee shall exercise such power and authority as may be delegated to it and shall report to the board on all actions taken by it between regular meetings of the board, seeking board approval as necessary. These mMeetings may be held in person or by electronic means including but not limited to telephonic conferencing, video conferencing and email. Telephonic and video conferencing meetings shall be called, noticed and conducted in the same manner as in person meetings. The president may call a special meeting of the board of directors and executive committee and shall call a special meeting upon the request of five two members of the board. ***[Addition of normal nonprofit bylaws language, protecting board members and the voting members of LWV Polk from the consequences of actions undertaken by the executive committee and offering the executive committee the opportunity to gain board approval of its actions. Lessens requirements for calling a special meeting.]***

Section 6. Notice of Meetings. Written notice of the time and place of meetings of the board of directors shall be given to each director by first class US Postal Service mail, by email, by telegram or cablegram at least two days before the meeting. Notice of a meeting of the board of directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance by a director at a meeting constitutes a waiver of notice of the meeting, all objections to the time and place of the meeting, or the manner in which it has been called or convened, except when the director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of the meeting. A majority of directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Notice of any adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors. ***[Addition of customary language addresses officers' and directors' responsibility in law to attend meetings even in the absence of a previously announced agenda, and giving additional flexibility to the board in the case of a lack of a quorum.]***

Section 7. Quorum for Board and Executive Committee Meetings. A majority (fifty percent plus one) of the members of the board of directors or the executive committee shall constitute a quorum. A majority of the board of directors or the executive committee constitutes a quorum for the transaction of business. The act of the majority of the directors at a meeting at which a quorum is present is the act of the board of directors. ***[Clarification.]***

Section 7. Bylaw Activity. At the first meeting of each new board the bylaws of the League of Women Voters of Polk County shall be read and discussed. ***[Board members should take individual responsibility for***

reading the bylaws, with an opportunity for discussion and questions provided at the first meeting of the new board of directors.]

Section 8. Removal of Officers and Directors. At a meeting of board members called expressly for that purpose, the board members, by a vote of the majority of board members present, may remove any officer or director, with or without cause, and fill any vacancy or vacancies created by such removal. Voting members at a special meeting of the general membership may vote by majority of those present (provided a quorum exists) to remove officers or board members with or without cause. ***[Common bylaws language, gives additional power to the voting members.]***

ARTICLE VI: FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of the League of Women Voters of Polk County LWV Polk shall commence on the first day of April each year.

Section 2. Dues. Annual dues shall be determined at the annual meeting by a two-thirds vote of those present and voting and shall be payable yearly. Any Voting members who fail to pay their dues within three months after the dues become payable shall be dropped from the membership rolls. New members joining the league in January or after shall be considered voting members throughout the next fiscal year.

Section 3. Budget. A budget for the ensuing year shall be submitted by the board of directors to the annual meeting for adoption. The budget shall include support for the work of the league as a whole. The board is authorized to spend funds only as allocated by the membership's approved budget or as that budget may be amended from time to time by majority vote of the board of directors. ~~Since the annual meeting is one time a year, a budget amendment modification is allowed; however, the membership must approve any additions or changes to previously approved allocations and expenses. This can be done at any called general meeting when proper notice of changes has been given.~~ ***[Increases board flexibility.]***

Section 4. 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. The proposed budget shall be sent to all the members one month before the annual meeting. The treasurer shall not be eligible to serve as chair of the budget committee; however, ~~the treasurer shall serve on the budget committee but shall not serve as the chairman.~~ ***[Language cleanup.]***

ARTICLE VII: MEMBERSHIP MEETINGS

~~**Section 1. Membership Meetings.** There shall be at least three meetings of the general membership each year. The time and place shall be determined by the board of directors. A Hot Topics meeting may serve as a league if league business is included in the agenda of the Hot Topics Meeting. ***[LWV Polk business reasonably may be expected to be conducted by means of the annual meeting and special meetings. Deletion of this section in no way curtails the organization's ability to hold gatherings of the general membership, which we do on a regular basis. Meetings, however, must be noticed, have a quorum in attendance, agenda, reports, old business, new business, and be adjourned.]***~~

Section 2-1. Annual Meeting. The annual meeting of the members of the League of Women Voters of Polk County LWV Polk shall be held after the end of the League LWV Polk's fiscal year (March 31), and the exact date, time and location shall be determined annually by the board of directors but not later than the last day of the first quarter (June 30). If any annual meeting is not held, by oversight or otherwise, a special meeting shall be held as soon as practical, and any business transacted or election held at that meeting shall be as valid as if transacted or held at the annual meeting. The annual meeting shall include, but not be limited to: ***[Explicit protection for what happened last year.]***

- a. Adopting LWV Polk's local program for the ensuing year;
- b. Electing officers, directors and members of the nominating committee;
- c. Adopting an adequate budget;
- d. Transacting such other business as may properly come before the body.

Section 2. Special Meetings. Special meetings of the voting members of LWV Polk for any purpose shall be held when called by the president or the board of directors, or when requested in writing by ten percent of all voting members. A meeting requested by voting members shall be called for a date not less than ten nor more than sixty days after the request is made, unless the voting members request that the meeting be held at a later date. The secretary shall issue the call for the meeting, unless the president, the board of directors, or voting

members expressly for that purpose requesting the meeting designate another person to do so. The voting members at a special meeting may transact only business that is related to the purposes stated in the notice of the special meeting. **[Standard bylaws provision.]**

Section 3. Notice of Meeting. Written notice of each meeting of members, stating the place, day, and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to every member of record entitled to vote at the meeting, not fewer than ten nor more than sixty days before the date set for the meeting, by or at the direction of the president, the secretary, or the officer or other persons calling the meeting. Written notice may be given by first class US Postal Service mail, by email, by telegram or cablegram. If mailed by US Postal Service, the notice shall be considered given when it is deposited with the US Postal Service, postage prepaid, addressed to the member at his or her address as it appears on the records of the organization. **[Standard bylaws provision.]**

Section 3 4. Quorum for meetings of general membership, including annual meeting. Twenty percent of the active membership voting members shall constitute a quorum at all meetings of the League of Women Voters of Polk County LWV Polk. If a quorum is present, the affirmative vote of a majority of the voting members is the act of the membership unless otherwise provided by law. After a quorum of voting members has been established at a general membership meeting, a withdrawal of voting members that reduces the number in attendance below the number required for a quorum does not affect the validity of an action taken at the meeting prior to the members' withdrawal or of an adjournment of the meeting. Absentee or proxy voting shall not be permitted. **[Standard bylaws provision. Protects against the loss of a quorum.]**

Section 5. Waivers of Notice. Whenever any notice is required to be given to any member of the organization under these bylaws, a written waiver of notice, signed anytime by the person entitled to notice shall be equivalent to giving notice. Attendance by a member entitled to vote at a meeting shall constitute a waiver of notice of the meeting, except when the member attends a meeting solely for the purpose, expressed at the beginning of the meeting, of objecting to the transaction of any business because the meeting is not lawfully called or convened. **[Standard bylaws provision.]**

ARTICLE VIII: NOMINATING, AND ELECTIONS AND TERMS

Section 1. Nominating Committee. The nominating committee shall consist of three voting members of LWV Polk. Two shall be nominated and selected at the annual meeting by the membership with one designated as chairman. The other member shall be selected by and from the board. Any vacancy on the nominating committee shall be filled by the board of directors. Suggestions for nominations for officers and directors may be sent to this committee by any voting member of the league.

Section 2. Report of the Nominating Committee and Nominations from the Floor. The report of the nomination committee of its nominations for officers, directors and members of the succeeding nominating committee shall be sent to all voting members one month before the date of the annual meeting. Immediately following the presentation of this the nominating committee report at the annual meeting, nominations may be made from the floor by any voting member provided the consent of the nominee shall have been secured. **[Clarification. Nominations from the floor are handled as a matter of parliamentary procedure.]**

Section 3. Elections of Officers, Directors and Members of the Succeeding Nominating Committee. The election shall be by ballot. However, if there is but one nominee for any office, election for the office may be by voice vote. A majority of those present and qualified to vote and voting at the annual meeting shall constitute an election. Absentee or proxy voting shall not be permitted.

Section 4. Terms. Each officer and director shall hold office for the term for which that officer or director is elected. One-year terms shall run from the adjournment of one annual meeting to the adjournment of the next annual meeting. In the case of two-year terms, terms shall run from the adjournment of one annual meeting to the adjournment of the annual meeting two years following. **[Terms are defined in bylaws as a matter of course.]**

ARTICLE IX: PROGRAM

Section 1. Authorization and Definition. The program of the League of Women Voters of Polk County LWV Polk shall consist of:

- a. Action to implement the principles and positions of the local, state and national Leagues of Women Voters;
- b. Study of timely and appropriate governmental issues.

Section 2. Program Annual Adoption. The procedure for annual program adoption is as follows:

- a. The board of directors shall consider all recommendations of the voting members at least one month before the annual meeting;
- b. The proposed program shall be sent to all members at least two weeks before the annual meeting;
- c. At the annual meeting a majority vote of voting members present shall be required for adoption of the a proposed program;
- d. Recommendations for programs that were submitted to the board by voting members at least one month prior to the annual meeting but not recommended by the board of directors may be adopted at the annual meeting provided that:
 - 1. A majority of these voting members present vote to consider the program;
 - 2. Two-thirds of the voting members vote for adoption of the program.
- e. The wording of a program position may be re-phrased by the board providing that the new wording maintains the original intent;
- f. In the event that, in response to altered circumstances between annual meetings substantive changes are needed, the proposed changes shall be sent to the membership and voting members shall have the opportunity for input. Final wording of such changes shall be decided by the board.

ARTICLE X: CONVENTION, STATE CONVENTION AND COUNCIL

Section 1. National Convention. The board of directors of the League of Women Voters of Polk County LWV Polk shall select delegates to the convention in the number allotted to the League of Women Voters of Polk County LWV Polk under the provisions of the bylaws of the League of Women Voters of the United States. The League of Women Voters of Polk County LWV Polk may pay a pre-approved budgeted stipend to an approved board or committee member or a board-appointed active league member to assist in offsetting personal expense to attend a local, state or national League-sponsored event or conference. The stipend can be used to cover costs such as registration fees, materials and travel. *[Cleanup.]*

Section 2. State Convention. The board of directors of the League of Women Voters of Polk County LWV Polk shall select delegates to the state convention in the number allotted to the League of Women Voters of Polk County LWV Polk under the provision of the bylaws of the League of Women Voters of Florida. The League of Women Voters of Polk County LWV Polk may pay a pre-approved budgeted stipend to an approved board or committee member or a board-appointed active league member to assist in offsetting personal expense to attend a local, state or national League-sponsored event or conference. The stipend can be used to cover costs such as registration fees, materials and travel. *[Cleanup.]*

Section 3. State Council. The board of directors of the League of Women Voters of Polk County LWV Polk shall select delegates to the state council in the numbers allotted to the League of Women Voters of Polk County LWV Polk under the provisions of the bylaws of the League of Women Voters of Florida. The League of Women Voters of Polk County LWV Polk may pay for the registration of one delegate, a pre-approved budgeted stipend to an approved board or committee member, or a board-appointed active league member to assist in offsetting personal expense to attend a local, state or national League-sponsored event or conference. The stipend can be used to cover costs such as registration fees, materials and travel. *[Cleanup.]*

ARTICLE XI: PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority. The rules contained in *Roberts Rules of Order, Newly Revised* shall govern the organization. If *Roberts Rules of Order, Newly Revised* differs from these bylaws, the bylaws shall prevail.

ARTICLE XII: AMENDMENTS

Section 1. Amendments. These bylaws may be amended by a two-thirds vote of the voting members present and voting at the annual meeting, provided that the amendments were submitted to the membership in writing at least one month in advance of the meeting. In order to be effective, any amendment approved must be in writing and attached to these bylaws. *[Standard bylaws provision.]*

Article XIII: TERMINATION AND DISSOLUTION

Section 1. LWV Polk may be terminated and dissolved upon the affirmative vote of at least two-thirds of all voting members entitled to vote. In the event of such termination, the board of directors shall, after paying or making provision for the payment of all liabilities of LWV Polk, disburse any remaining assets to one or more nonprofit organization or organizations as determined by the board. ***[Standard bylaws provision.]***

PREVIOUS AMENDMENTS:

5/14/79 Art. IX, § 2; Art. VI, §1

3/19/81 Art. IV, § 1; Art. V, §1,3

3/24/83 Art. IV, § 1; Art. VI, §2; Art. IX, § 4e, 5

3/20/86 Art. III, § 2c; Art. IV Head; Art. V Head; Art. IX, §2a & b; § 4 to 3a; § 5 to 4; Art. X, § 1,2,3

3/27/91 Art. IV, § 1, 2, 3

3/31/92 Art. IV, §1

3/19/97 Art. III, § 2d & e; Art. VII, § 2

4/20/99 Art. IV, § 1, 4; Art. IX, § 2, 3

4/14/03 Art. IV, § 1, 3 & 4; Art. V, § 1, 5, & 6; Art. VI § 2

5/12/05 Art. IV, § 1, 2, 3, 4; Art VIII § 1

3/20/07 Art. III, § 2c

5/20/09 Art. V, § 5

4/18/12 Art. III, § 2

4/18/17 Art. II, § 1 & 2; Art. III, § 2d; Art. IV, § 1, 2, 4, 5 & 6; Art. V, § 1, 4, 6 & 7; Art. VI, § 2 and 4; Art. VII, § 1 & 2; Art. VIII, § 1; Art. IX, § 1, 2a, 2b, & 2d; Art. X, § 1, 2 & 3

4/18/18 Art. IV, § 6; Art. V, § 6; Art. VI, § 3; Art. VII, § 2 & 3; Art. X, § 1, 2 & 3