



**LEAGUE OF WOMEN VOTERS OF LICKING COUNTY
BYLAWS**

MAKING DEMOCRACY WORK
Democracy is Not a Spectator Sport...Get Involved!

Adopted: August 2018
Revised: August 2020

League of Women Voters of Licking County

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League of Women Voters of Licking County

We, the undersigned, all of whom are citizens of the State of Ohio, desiring to form a corporation, not for profit, under the general corporation laws of said State, do hereby certify:

FIRST: The name of said corporation shall be League of Women Voters of Licking County.

SECOND: Said corporation is to be located in Licking County, Ohio, and its principal business there transacted.

THIRD: The business and objectives of said corporation shall be to promote political responsibility through informed and active participation of citizens in government; to render such other services in the interest of education in citizenship as may be possible; and to do every act appropriate or necessary to carry out any of the foregoing objects.

IN WITNESS WHEREOF, we have hereunto set our hands, this 30th of August, A.D. 2018.

Rita Kipp, President
Carol Apacki, Vice-President
Jane Wilken, Treasurer
Kimberly Byce, Secretary

Filed: August 31, 2018

Recorded: Granville, OH 430232

Records of Incorporation and Miscellaneous Filings

League of Women Voters of Licking County

ARTICLE I Name

The name of this organization shall be League of Women Voters of Licking County, hereinafter referred to in these bylaws as LWVLC.

ARTICLE II Purposes and Policies

Section 1. Purpose. The purposes of the LWVLC are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Section 2. Political Policy. The Sec. 2. The policies of the LWVLC are:

1. **Political Policy.** The League shall not support or oppose any political party or any candidate.
2. **Diversity, Equity & Inclusion Policy.** The League is fully committed to ensure compliance - in principle and in practice - with LWVUS' Diversity, Equity, and Inclusion Policy.

ARTICLE III Membership

Section 1. Eligibility. Any person who subscribes to the purposes and policy of the LWVUS shall be eligible for membership.

Section 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; [4] Those who are students are defined as individuals enrolled either as full or part time with an accredited institution.

B. Associate Members. All others who join the League shall be associate members.

Article IV: Officers

Section 1. Election, Qualifications and Term. The Officers of the LWVLC shall be: President, Vice-President, Secretary, and Treasurer, who shall be elected for terms of

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two years by the general membership at the Annual Meeting and take office immediately. The President shall be elected in the same year as the Secretary, and in the following year, the Vice-President and Treasurer shall be elected.

Section 2. The President. The President shall preside at meetings of the Organization, Officers, and the Board of Directors. 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. The President shall have such usual powers of supervision and management as may pertain to the office and perform such other duties as may be designated by the Board of Directors. The office of President may be held by more than one person at a time.

In the event of the absence, disability, resignation or death of the President, the Vice-President shall assume the office. If no Vice-President is able to serve as President, the Board of Directors shall fill the vacancy from among the elected Board members.

Section 3. The Vice-President. The Vice-President shall, in the event of absence, disability, resignation, or death of the President, possess all the powers and perform all the duties of that office, until such time as the Board of Directors shall elect one of its members to fill the vacancy. The Vice-President shall perform such other duties as the President, Officers, or Board of Directors designate.

Section 4. The Secretary. The Secretary shall keep minutes of the LWVLC Annual Meeting and of meetings of the Officers and Board of Directors. The Secretary shall perform other functions, as may be incidental to the office.

Section 5. The Treasurer. The Treasurer is the chief financial officer of the LWVLC and shall keep and maintain adequate and correct accounts of the properties and business transactions of the LWVLC. The Treasurer shall present statements to the Board of Directors at its regular meetings, a financial report to the members at the Annual Meeting, and a year-end financial report. The Treasurer shall be responsible for filing federal, state and local government forms and payment of taxes and fees, as required by law.

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Article V: Principles and Program

Section 1. Principles. The principles are governmental standards and policies adopted by the national convention and supported by LWVUS as a whole. They are the authorization for the adoption of the national, state, and local Program.

Section 2. Program. The Program of the LWVLC shall consist of actions to implement the principles, priorities and designated issues, as established at its Annual Meeting, for concerted study and action, provided that the LWVLC shall act only on existing local positions or state or national positions. The Board of Directors may recommend to the membership, at the Annual Meeting, a Program of Work focused on the local community. Program of Work, as used in these bylaws, may be in the form of observing local government, advocating on a local issue, or educating the membership and the community on the structure and services of local government. At the Annual Meeting, the membership may adopt the Board's recommended Program or any similar Program of Work provided that the Program meets the objectives of the LWVLC.

Section 3. Changes in Program. 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 membership meeting at which the changes are discussed,
2. Final action is taken at a succeeding meeting.

Section 4. Program Action. Members may act in the name of the LWVLC only when authorized to do so by the Officers and Board of Directors. They act only in conformity with, and not contrary to, a position taken by the LWVLC, the LWVOH and the LWVUS.

Article VI: Board of Directors

Section 1. Selection and Term. The Board shall consist of six elected directors and no more than five appointed ones. Elected are the four Officers of the LWVLC, and chairs of the Nominating and Voter Education Committees. The Officers and elected members of the Board may appoint up to five other directors. All directors shall be voting members of LWVLC. Except for the chair of the Nominating Committee, all directors shall serve for a term of two years or until successors have been elected or appointed and qualified. The chair of the Nominating Committee shall serve for a term of one

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year. Board members shall assume committee chair/co-chair responsibilities as deemed relevant to the Program of Work. Vacancies, other than the Presidency, may be filled by vote of the remaining members of the Board.

Section 2. Qualifications. No person shall be elected or appointed or shall continue to serve as an officer or director of this organization unless he or she is a voting member of the LWVLC in good standing. Three consecutive absences from a Board meeting of any member without a valid reason shall be deemed a resignation.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors by reason of the resignation, death, or disqualification of any officer or elected member shall be referred to the Nominating Committee. Following a recommendation from the Nominating Committee, the vacancy may then be filled until the next Annual Meeting by a majority vote of the remaining members of the Board of Directors.

Section 4. Powers and Duties. Subject to the limitations of law, the articles of incorporation, and these Bylaws, the activities and affairs of LWVLC, and all corporate powers shall be exercised by or under control of the Board. The Board shall plan and direct the work necessary to carry out Programs on selected governmental issues as adopted by the LWVUS Convention, the LWVO Convention, and the LWVLC Annual Meeting.

Article VII: Meetings

Section 1. Annual Meetings. There shall be at least one meeting of the membership each year. In the Annual Meeting, the Program of Work for the coming year shall be adopted; the election of Officers, directors and members of the Nominating Committee shall take place; and a budget will be set, including membership dues. The Board shall determine the time and place.

Section 2. Additional Meetings. Other meetings of the members may be called by the President, the Board of Directors, or upon written request of ten percent of the voting members.

Section 3. Quorum. Twenty percent (20%) of the voting members shall constitute a quorum at all business meetings of the membership, provided notice of the meeting is sent to the membership at least two weeks in advance.

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Section 4. Board of Director Meetings.

1. Regular Meetings. There shall be at least four regular meetings of the Board annually. No action taken at any regular Board meeting attended by three-fourths of the directors shall be invalidated because of the failure of any director to receive a properly sent notice or because of any irregularity in a notice actually received.
2. Special Meetings. The President may call special meetings of the Board and shall call a special meeting upon written request of five members of the Board.
3. Quorum. A majority of the directors in office constitutes a quorum of the Board for the transaction of business.
4. Participation in Meetings by Electronic Means. One or more members of the Board may participate in a meeting by use of conference telephone or similar communications equipment, so long as all participants in the meeting can simultaneously hear each other.
5. Action Without Meeting. The directors may take action between meetings by mail or an e-mail ballot, when necessary, provided that notice of the proposed action sets forth the proposed action, provides the opportunity to specify approval or disapproval of the proposal, and allows reasonable time in which to return the ballot. Notice, quorum, and other requirements for the conduct of meetings shall apply. Ballots shall be filed with a report of the action and shall be a part of the minutes of the next meeting of the Board of Directors.

Article VIII: Nominations and Elections

Section 1. Nominating Committee. The Nominating Committee shall consist of a chair and two additional members all of whom shall be elected at the Annual Meeting. The chair shall be a member of the Board of Directors. The term of office for the chair and members of the committee shall be one year. Vacancies shall be filled by appointment of the Board.

Section 2. Report of Nominating Committee. The report of the Nominating Committee containing its nominations for Officers, directors and the members of the succeeding Nominating Committee shall be sent to the members within two weeks of the Annual Meeting. The report of the Nominating Committee shall be presented to the Annual Meeting. Nominations may be made from the floor immediately thereafter, provided the consent of the nominee has been obtained.

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Section 3. Elections. The election shall be by ballot except that if there is only one nominee for each position, it shall be by voice vote. A majority vote shall constitute an election.

Article IX: Committees

Section 1. Creation. The Board, by a majority vote of the Officers and Board Directors, may create one or more committees.

Section 2. Executive Committee.

1. The Board of Directors shall appoint an Executive Committee consisting of the four officers. Three members shall constitute a quorum.
2. The Executive Committee shall transact emergency business between meetings of the Board of Directors. The proceedings of the Executive Committee shall be reported to the Board of Directors at its next meeting for ratification.

Article X: Amendments

These Bylaws may be amended by a two-thirds vote of the voting members present at the Annual Meeting, provided the amendments were submitted to the membership in writing at least two weeks in advance of the meeting.

Article XI: Financial Administration

Section 1. Fiscal Year. The fiscal year of the LWVLC shall commence on the first day of July each year.

Section 2. Dues. Dues shall be collected annually based on the member's date of joining LWVLC. A member whose dues are three or more months late is not eligible to vote and will not be listed when membership reports are due to the state or national office. Dues will be set or modified at the Annual Meeting.

Section 3. Oversight. Annually, a non-board member will be appointed by the Board to review the financial statements and records. During the transition of the officers, all relevant materials, including electronic files, will be provided to the incoming Treasurer.

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A report of good order shall be presented at the Annual Meeting and a vote to accept taken.

Section 4. Budget.

1. The budget shall be developed under the leadership of the Treasurer with input and guidance from the Officers.
2. The Board shall submit the budget to the members for adoption at the Annual Meeting. A copy of the proposed budget shall be sent to each member two weeks before the date of the Annual Meeting. The budget shall provide for the support of the LWVLC.

Section 5. Fiscal Report. The Board shall send the members an annual financial report, not later than 120 days following the end of the LWVLC fiscal year.

Section 6. Indemnification. LWVLC is empowered to indemnify its Officers, Directors, and agents to the extent provided, and within the limitations imposed, by law.

Section 7. Distribution of Funds on Dissolution. In the event of merger or dissolution of the LWVLC for any reason, all money and securities which at the time be owned or under the absolute control of the LWVLC shall be distributed at the discretion of the Board of Directors, or such other persons as shall be charged by law with the liquidation or winding up of the LWVLC and its affairs, to any member organization of the League of Women Voters national organization which is exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or if none of these organizations are then in existence or exempt under those tax provisions, then, at the discretion of the Board of Directors, to another organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under such designated tax provisions.

Article XII: Rules of Order

Section 1. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and not inconsistent with these bylaws.