

BYLAWS

Adopted November 12, 1943
Incorporated July 31, 1967
Last revised April, 2011

ARTICLE I

Name

Sec. 1. Name. The name of this organization shall be the League of Women Voters of West Virginia, Inc., hereinafter referred to in these bylaws as LWVWV, 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.

Sec. 2. Principal Office. The principal office of the LWVWV shall be the place of residence of the President or at such place as the Board of Directors shall determine.

ARTICLE II

Purposes and Policy

Sec. 1. Purposes. The purposes of the LWVWV are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Sec. 2. Political Policy. The League shall not support or oppose any political party or any candidate.

ARTICLE III

Membership

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

Sec. 2. Types of Membership.

a. **Voting Members.** Citizens at least 18 years of age who join the LWVWV shall be voting members of 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; (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. Enumeration and Election. The officers of the LWVWV shall be a President, a first Vice-president, a second Vice-president, a Secretary, and a Treasurer. They shall be voting members of the LWVWV and shall be elected by the Convention and shall hold office until the close of the next Convention or until their successors have been elected and qualified. No President shall serve more than two elected terms consecutively.

Sec. 2. The President. The president shall preside at all meetings of the organization and of the Board of Directors, hereinafter referred to as the board or state board, unless the President shall designate someone else 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, 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 two Vice-presidents, in the 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 their capacity the state board shall elect one of its members to fill the vacancy. The Vice-presidents shall perform such other duties as the President and the board may designate.

Sec. 4. The Secretary. The Secretary shall keep the minutes of Convention, Council, and of meetings of the state board. The Secretary 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, and shall perform such other functions as may be incident to the office.

Sec 5. The Treasurer. The Treasurer, or a duly appointed assistant, shall collect and receive all moneys due. The Treasurer shall be the custodian of these moneys, shall deposit them in a bank or banks designated by the state board and shall disburse them upon the order of the state board. The Treasurer shall present periodic statements to the board at its regular meetings and to the Convention or Council. The books of the Treasurer shall be audited annually and the annual report shall be sent the presidents of the local Leagues no later than two months after the close of the fiscal year.

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 LWVWV, five elected directors and not more than five 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 members shall appoint such additional Directors, not exceeding five, as they deem necessary to carry on the work of the League. The term of office of the appointed directors shall expire concurrently with the term 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 organization unless this person is a voting member of the LWVWV.

Sec. 3. Vacancies. Any vacancy other than the office of the President may be filled, until the next Convention, by a majority vote of the remaining members of the board. (Provisions for filling a vacancy in the Presidency are made in Article IV, Section 3.)

Sec 4. Powers and Duties. The state board shall have full charge of the property and business of the organization 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 Program on state governmental matters as adopted by the Convention. It shall accept responsibility delegated to it by the board of directors of the LWVUS for the organization and development of local Leagues, for the carrying out of Program, and for promotion in the local Leagues of finance programs requisite to further the work of the League as a whole, including transmission of funds toward the support of adequate state and national budgets. The board shall create and designate such special committees as it may deem necessary.

Sec. 5. Regular Meetings.

- a. There shall be at least four regular meetings of the state board annually, The President shall notify each member of the board of all regular meetings, at least two weeks before any such meeting, notice thereof, giving the time and the place of the meeting. No action taken at any regular board meeting attended by a majority of the members of the board shall be invalidated because of the failures of any member or members of the board to receive notice properly sent or because of any irregularity in any notice actually received.
- b. At its discretion, the board may make provisions for members to participate in board meetings via communications technology. Board members who participate by telephone shall be entitled to participate in discussion and to vote, and shall count toward a quorum of the board.

Sec. 6. Special Meetings.

- a. The President may call special meetings of the state board, and shall call a special meeting upon the written request of five members of the board. Members of the board shall be notified of the time and place of special meetings at least six days prior to such meetings. During a Convention the President may, or upon the request of five members of the board; shall, call a special meeting of the board during the convention by notifying all board members who are present and attempting to notify those who are not present of the time and place and purpose of said meeting.
- b. When circumstances require action of the board before its next regular meeting, the President may poll the board, provided that all board members are polled, and provided that this means is not used to make changes in the budget or in League program, to fill vacancies on the board, or for any other matter which could reasonably wait for action at the next regular board meeting.

Sec. 7. Quorum. A majority of the members of the state board shall constitute a quorum.

ARTICLE VI

Recognition of Local Leagues and Member-at-Large Units

Sec 1. Local Leagues

- a. Local Leagues are those Leagues within the state of West Virginia which have been so recognized by the LWVUS.

- b. The state board shall recommend to the board of directors of the LWVUS, hereinafter referred to as the national board, 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 recognition requirements.
- c. In the event of recurring failure of a local League to fulfill these requirements, the state board shall recommend to the national board that it withdraw recognition from such local League. All funds held by a local League from which recognition has been withdrawn shall be paid to the LWVWV after the national per member payment and other obligations have been met.

Sec. 2. **Member-at-Large Units**

- a. Member-at-Large Units are those units within the state of West Virginia which have been so recognized by the LWVWV.
- b. The state board has the responsibility for the establishment of a new Member-at-Large Unit in a community in which no local League exists. Member-at-Large Units, hereinafter referred to as MAL Units, shall operate within the limitations established by the LWVUS and within guidelines established by the state board. The state board shall recommend the group for endorsement as a local League when it fulfills state and national recognition requirements. Members of an MAL Unit shall be voting members of the LWVWV and the LWVUS and shall pay annual dues
- c. 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 an MAL Unit from which recognition has been withdrawn shall be paid to the state League.

ARTICLE VII **Financial Administration**

Sec. 1. **Fiscal Year.** The fiscal year of the LWVWV shall commence on the first of May of each year.

"The fiscal year of the LWVWV shall commence on the first of June of each year."
May 2013

Sec. 2. **Budget.** The state board shall submit to the Convention or Council for adoption a budget for the ensuing fiscal year. This budget shall provide for the supporting of the state League. A copy of the proposed budget shall be sent to each local League president and MAL Unit chairman at least six weeks in advance of the Convention or Council.

Sec. 3. **Financial Support.**

- a. Each local League shall make an annual per member payment to the LWVWV in an amount to be determined by delegates at convention.
- b. When two or more members reside at the same address in a common household, the payment determined by the convention shall be made for the first member; a payment equal to one-half the per member payment shall be paid for each other member.
- c. The per member payment for a member who is a student shall be equal to one-half the per member payment amount determined at convention. A student is defined as an individual enrolled full time in an accredited institution.

Sec. 4. 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 Convention or Council. The Treasurer shall be, ex officio, a member of the Budget Committee but shall not be eligible to serve as chairman.

Sec. 5. Distribution of Funds on Dissolution. In the event of a dissolution for any cause of the LWVWV all moneys and securities which may at the time be owned by or under the absolute control of the LWVWV shall be paid to the LWVUS after the state board has paid or made provision for the payment of all liabilities of the LWVWV. All other property of whatsoever nature, owned by or under the control of the LWVWV shall be disposed of by an officer or employee of the organization having possession of same to such person, organization or corporation, for such public, charitable, or educational uses and purposes as may be designated by the then board of the LWVWV.

ARTICLE VIII Convention

Sec. 1. Place, Date and Call. A Convention of the LWVWV 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 the Convention to the presidents of the local Leagues and to chairmen of MAL Units not less than three months prior to the opening date of the Convention fixed in said call. Thereafter the board may advance or postpone the opening date of the Convention by not more than two weeks. A final call for the Convention shall be sent to the presidents of the local Leagues and chairmen of MAL Units at least six weeks before Convention.

Sec. 2. Composition. The Convention shall consist of the delegates chosen by the members through the local Leagues and MAL Units in the number provided in Sec. 4 of this article, the presidents of the local Leagues or an alternate in the event a president is unable to attend, and the members of the state board.

Sec. 3. Qualifications of Delegates and Voting. Each delegate shall be a voting member of the LWVWV. 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 of the LWVUS who are organized into recognized local Leagues or recognized MAL Units in the state of West Virginia shall be entitled to voting representation in the Convention as follows:

- a. Each local League shall be entitled to one delegate, in addition to the president of the local League or an alternate in the event a president is unable to attend: that delegate shall be chosen by the local League. The members of each local League having more than fifteen voting members shall be entitled to one additional delegate for each additional ten voting members or major fraction thereof, belonging to said local League on January first of said year.
- b. Each MAL Unit shall be entitled to one delegate.
- c. The record in the state office of paid voting members shall determine the official membership count for the purpose of determining delegate representation.

Sec. 5. Powers. The Convention shall adopt Program, shall elect officers and directors and the chairman and one member of the nominating committee, shall adopt a budget for the ensuing fiscal year 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 there is representation from at least three local Leagues.

ARTICLE IX Council

Sec. 1. Place, Date and Call. A meeting of the Council shall be held in the interim years 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 to the presidents of the local Leagues and chairmen of MAL Units at least 30 days before a Council meeting. Special meetings may be called in the event of extreme emergency.

Sec. 2. Composition. The Council shall be composed of the presidents of the local Leagues or an alternate in the event a president is unable to attend, two delegates chosen by each local League, one delegate from each MAL Unit, and the state board.

Sec. 3. Powers. The Council shall give guidance to the state board on Program and methods of work as submitted by the board. The Council is authorized to change the Program only in the event of an emergency provided: (1) notice of proposed changes shall have been sent to the presidents of the local Leagues at least six weeks in advance of the meeting of the Council; and (2) the change is adopted by a two-thirds vote of those present and voting. The Council shall adopt a budget for the ensuing fiscal year and shall transact such other business as shall be presented by the board.

Sec. 4. Quorum. A Quorum shall consist of a majority of the delegates registered at the Council provided that there is representation from at least three local Leagues.

ARTICLE X Nominations and Elections

Sec. 1. Nominating Committee. The Nominating Committee shall consist of three members, one of whom shall be a member of the state board. The chairman and one member, who shall not be members of the state board, shall be elected by the Convention. Nominations for these offices shall be made by the current Nominating Committee. The other member of the committee shall be appointed by the board immediately after Convention. Any vacancy occurring in the Nominating Committee by reason of death, resignation or disqualification shall be filled by the board. The President of the LWVWV shall send the name and address of the chairman of the Nominating Committee to the president of each recognized local League and MAL Unit chairman.

Sec. 2. Suggestion for Nominations. The chairman of the Nominating Committee shall request, through the president of each local League and MAL Unit chairman, suggestions for nominations for offices to be filled. Suggestions for nominations by local Leagues and MAL Units shall be sent by the President or Secretary of each local League or MAL Unit to the chairman of the Nominating Committee at least four months before the Convention. Any member may send suggestions to the chairman of the Nominating Committee.

Sec. 3. Report of the Nominating Committee and Nominations from the Floor. The report of the Nominating Committee of its nominations for officers, directors and the chairman and one member of the succeeding Nominating Committee shall be sent to local Leagues and MAL Units six weeks before the 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 the report, nominations may be made from the floor provided that the consent of the nominee shall have been secured.

Sec 4. Election. The election shall be in the charge of an Election Committee appointed by the President on the first day of the Convention. The election shall be by ballot, except when 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 XI Program

Sec 1. Principles. The governmental principles adopted by the national Convention and supported by the League as a whole, constitute the authorization for the adoption of program.

Sec 2. Program. The Program of the LWVWV shall consist of (a) action to implement the Principles of the LWVUS and (b) those state governmental issues chosen for concerted study and action.

Sec 3. Convention Action. The Convention shall act upon the Program using the following procedures:

- a. Local League boards and MAL Unit executive committees may make recommendations for a Program to the state board at least three months prior to the Convention.
- b. The state board shall consider the recommendations and shall formulate a proposed Program which shall be submitted to the local League boards and MAL Unit executive committees at least six weeks prior to the Convention.
- c. Recommendations for changes submitted by local League boards and MAL Unit executive committees and received by the state board at least three weeks before the opening day of the Convention shall be considered by the board prior to the Convention at which time the board may change the proposed Program. Such changes may not be voted on by the Convention during the same plenary session in which they are proposed.
- d. A majority vote shall be required for the adoption of the Program proposed by the state board. Any recommendation for the Program submitted to the board at least three months before the Convention, but not proposed by the board, may be adopted by the Convention provided consideration is ordered by a majority vote and at a subsequent plenary session 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 5. Member Action. Members may act in the name of the LWVWV only when authorized to do so by the state board.

Sec. 6. Local League Action. Local Leagues and MAL Units may take action on state governmental matters only when authorized to do so by the state board. They may act only in conformity with, or not contrary to, the position taken by the LWVWV or the LWVUS.

ARTICLE XII

National Convention and Council

Sec. 1. National Convention. The state board at a meeting before the date on which names of delegates must be sent to the national office, shall elect delegates to that Convention in the number allowed the LWVWV under the provisions of the Bylaws of the LWVUS.

Sec. 2 National Council. The state board, at its meeting preceding the meeting of the Council of the LWVUS, shall elect delegates to such Council in the number allowed the LWVWV under the provisions of the Bylaws of the LWVUS.

ARTICLE XIII

Parliamentary Authority

Sec 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 in which they are not inconsistent with these Bylaws.

ARTICLE XIV

Amendments

Sec. 1. Amendments. These Bylaws may be amended by a two-thirds vote at any Convention, using the following procedures:

- a. Proposals for change shall be submitted by any local League board to the state board at least three months prior to Convention.
- b. All such proposed amendments together with the amendments proposed by the board shall be sent to the presidents of local Leagues and MAL Unit chairmen at least six weeks prior to the Convention.
- c. The presidents of the local Leagues and MAL Unit chairmen shall notify the members of their respective Leagues of the proposed amendments. Failure of local League presidents to give such notice or failure of any member to receive such notice shall not invalidate amendments to the Bylaws.