

LEAGUE OF WOMEN VOTERS OF OAK RIDGE

ADOPTED BYLAWS 5/28/08

(These bylaws shall be reviewed/revised every two years)

ARTICLE I

Name

Section 1. The name of this organization shall be the League of Women Voters of Oak Ridge, hereinafter referred to in these bylaws as LWVOR, 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 the League of Women Voters of Tennessee, hereinafter referred to in these bylaws as LWVTN.

ARTICLE II

Purposes and Policy

Section 1. **Purposes.** The purposes of the LWVOR shall be to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

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

ARTICLE III

Membership

Section 1. **Eligibility.** Any person who subscribes to the purposes and policies of the League shall be eligible for membership.

Section 2. **Types of Membership.** The membership of the LWVOR shall be composed of voting members and associate members who have paid their dues to the LWVOR.

a. Voting members of the LWVOR shall be U.S. citizens at least 18 years of age.

b. Associate members shall be all others who join the League.

ARTICLE IV

Officers

Section 1. **Enumeration and Election of Officers.** The officers of the LWVOR shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer who shall be elected for a term of one year at the Annual Meeting. All officers except the Treasurer shall take office at the beginning of the fiscal year. The Treasurer shall take office 20 days after the beginning of the fiscal year. The office of President may be shared.

Section 2. **The President.** The President shall preside at all meetings of the organization and of the Board of Directors; in the event of absence or disability of the Treasurer sign or endorse checks, drafts, and notes; be, ex officio, a member of all committees except the Nominating Committee; have such usual powers of supervision and management as may pertain to the office of President; and perform such other duties as may be designated by the Board. The President(s) shall be limited to four consecutive years in that position.

Section 3. **The Vice-Presidents.** The two Vice-Presidents, in the order of their rank, in the event of absence, disability, 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-Presidents shall perform such other duties as the President and Board may designate.

Section 4. **The Secretary.** The Secretary shall keep minutes of all business meetings, including all meetings of the Board of Directors, and shall perform such other functions as necessary.

Section 5. **The Treasurer.** The Treasurer, or a duly appointed assistant, shall collect and receive all monies due, shall be custodian of these monies, shall disburse the same according to the budget, and shall present periodic statements to the Board at its regular meetings and an annual report at the Annual Meeting. The books of the Treasurer shall be submitted for review during the first quarter of the fiscal year.

Section 6. **The Executive Committee.** The Executive Committee shall consist of the President, Vice-Presidents, Secretary, and Treasurer. The executive committee shall exercise the powers of the Board when urgent conditions arise between regular Board meetings, and shall report for ratification purposes on all actions taken by it at the next regular Board meeting.

ARTICLE V Board of Directors

Section 1. **Selection, Qualifications, and Term.** The Board of Directors shall consist of the Officers of the League, six (6) elected directors, and not more than six (6) directors appointed by the President. One-half of the elected Directors shall be elected by the voting membership at each Annual Meeting and shall serve for a term of two years, commencing with the start of the fiscal year, or until their successors have been elected and qualified. The appointed Directors shall serve through the fiscal year. The position of Officer or Director may be shared, but the position shall have only one vote on the Board.

Section 2. **Qualifications.** Any person elected or appointed as an Officer or Director of the League must be a voting member of the LWVOR.

Section 3. **Vacancies.** Any vacancy occurring in the Board of Directors by reason of the resignation, death, or disqualification of an Officer or elected Director may be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board of Directors. Three consecutive absences from a Board meeting of any member without a valid reason shall be deemed a resignation and shall be so announced by the President.

Section 4. **Powers and Duties.** The Board shall manage and supervise the business affairs and activities of the LWVOR subject to the instructions of members at the Annual Meeting. It shall accept responsibility for such other matters as the National or State boards 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.

Section 5. **Meetings.** The Board of Directors shall meet monthly for at least nine (9) meetings a year. The President may call special meetings of the Board of Directors and shall call a special meeting upon the written request of five (5) members of the Board. The Board is authorized to conduct urgent or time-sensitive business by conference call or email between regular board meetings provided that all members are contacted and given a reasonable opportunity to respond. If any one person requests, a special meeting of the board must be called. A complete account of business conducted by email or conference call shall be presented at the next regular board meeting and recorded in the minutes of that meeting.

Section 6. **Quorum.** A majority of the members of the Board of Directors shall constitute a quorum.

ARTICLE VI Financial Administration

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

Section 2. **Dues.** Annual dues shall be payable by April 1. Any member who fails to pay dues within three (3) months after they become payable shall be dropped from the membership rolls. All membership dues shall be a figure that will meet the League's per member payment (PMP) to the LWVTN and LWVUS plus whatever figure the LWVOR Board recommends to carry out local Program. The dues figure will be set at Annual Meeting. Fifty-year members of the League will be excused from paying annual dues. Members delinquent in paying their dues will be notified before their names are dropped from the rolls.

Section 3. **Budget Committee.** At least three (3) months prior to the Annual Meeting, a Budget Committee consisting of two (2) members from the general membership, the Treasurer, and a Chairman appointed by the President shall prepare a budget for the next year.

Section 4. **Budget.** The budget for the ensuing year shall be presented to the League Board for review two (2) months in advance of the Annual Meeting. The proposed budget shall be sent to all members one (1) month before the Annual Meeting. This budget shall be submitted by the Chair of the Budget Committee or his/her appointee to members at the Annual Meeting for consideration of adoption. The proposed budget shall provide support for the work of the League as a whole.

Section 5. **Distribution of Funds on Dissolution.** In the event of the dissolution of the LWVOR, all monies and securities which may at the time be owned by or under the control of the LWVOR shall be paid to the LWVTN 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 the time be owned or under the control of the LWVOR 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.

ARTICLE VII Meetings

Section 1. **Annual Meeting.** An Annual Meeting shall be held during the last quarter of the fiscal year, the exact date to be determined by the Board of Directors. At the Annual Meeting, members shall:

- a. adopt a local Program for the ensuing year,
- b. elect Officers and Directors and the Chair and two (2) members of the Nominating Committee,
- c. adopt a budget, and
- d. transact such other business as may properly come before it. Absentee or proxy voting shall not be permitted.

Section 2. **Membership Meetings.** There shall be at least two (2) general meetings, one of which may be the Annual Meeting, of the membership each year. The time and place shall be determined by the Board of Directors. Special meetings may be called by determination of the Board and, at the written request of 15% of the voting members, shall be called no later than the next regular Board meeting. Written notice of the meeting shall be sent to the membership at least ten (10) days in advance.

Section 3. **Quorum.** Fifteen (15) percent of the voting members shall constitute a quorum at general and annual meetings of the LWVOR.

ARTICLE VIII Nominations and Elections

Section 1. **Nominating Committee.** The Nominating Committee shall consist of five (5) voting members, two (2) of whom shall be members of the Board of Directors. The Chair and two (2) members, who shall not be members of the Board, shall be elected at the Annual Meeting. The Board members shall be recommended by the President and approved by the Board of Directors. 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.

Section 2. **Report of the Nominating Committee and Nominations from the Floor.** The report of the Nominating Committee of its nominations for Officers, Directors, and elected members of the next Nominating Committee shall be sent to all members one (1) month before the date of the Annual Meeting. Immediately following the presentation of 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.

Section 3. **Elections.** The election shall be by ballot except that if there is only one nominee for an office it shall be by voice vote. A majority of those voting shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE IX Program

Section 1. **Authorization.** The governmental principles adopted by the National Convention, and supported by the League as a whole, constitute the authorization for the adoption of National, State, and Local Programs.

Section 2. **Program.** The Program of the LWVOR shall consist of:

- a. action to implement the governmental principles and
- b. those governmental issues chosen by LWVOR for concerted study and action.

Section 3. **The Annual Meeting.** At the Annual Meeting members shall act upon the Local Program using the following procedure:

- a. The Board of Directors shall consider the recommendations of the voting members two (2) months prior to the Annual Meeting and shall formulate a proposed Program.
- b. The proposed Program shall be sent to the members one (1) month before the Annual Meeting.
- c. At the Annual Meeting members shall adopt a Program by a majority vote. Program recommendations submitted to the Board at least two (2) months before the Annual Meeting but not proposed by the Board may be considered by the members at the Annual Meeting, provided that the Annual Meeting attendees shall order consideration by a majority vote and the Annual Meeting attendees shall adopt the item by a majority vote.

- d. Changes in the 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 (2) weeks prior to a general membership meeting at which the change is to be discussed and
 - (2) final action by the membership is taken at a succeeding meeting, attended by a quorum 15% of the members, not less than two (2) weeks later.

Section 4. **Member Action.** Members may act in the name of the LWVOR only when authorized to do so by the President(s), the Board, or the Executive Committee; they may act only in conformity with, and not contrary to, a position taken by the LWVOR, the LWVTN, or the LWVUS.

ARTICLE X National Convention, State Convention, and Council

Section 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 the Convention up to the number allotted the LWVOR under the provision of the bylaws of the LWVUS.

Section 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 select delegates to the Convention up to the number allotted the LWVOR under the provision of the bylaws of the LWVTN.

Section 3. **State Council.** The Board of Directors, at a meeting before the date on which the names of delegates must be sent to the State Office, shall select delegates to the Council up to the number allotted the LWVOR under the provisions of the bylaws of the LWVTN.

ARTICLE XI Parliamentary Authority

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

ARTICLE XII Communication

Section 1. **Communication with Members.** All notices required by these bylaws may be distributed to members by regular postal mail or electronic mail, according to the individual member's preference.

ARTICLE XIII 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 copies of the amendments were made available to the membership at least one month in advance of the meeting. LWVOR proposed changes must be submitted to the LWVTN Board for consideration in time for its winter meeting.