

**Henderson County League of Women Voters Education Fund
Amended and Restated Bylaws**

ARTICLE I: NAME

The name of this organization shall be the League of Women Voters of Henderson County (hereinafter referred to as LWVHC). This local league is an integral part of the League of Women Voters of the United States (hereinafter referred to as LWVUS) and the League of Women Voters of North Carolina (hereinafter referred to as LWVNC).

ARTICLE II: PURPOSE AND POLICY

Section 1. Purpose. The purpose of the LWVHC is to promote non-partisan responsibility through informed and active participation in government and to act on selected governmental issues.

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

Section 3. Diversity, Equity, and Inclusion Policy. The LWVHC is fully committed to ensure compliance - in principle and in practice - with LWVUS's Diversity, Equity, and Inclusion policy.

ARTICLE III: MEMBERS

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

Section 2. Voting Members.

A. Regular. Any person at least 16 years of age who joins the LWVHC shall be a voting member of LWVHC, LWVNC, and LWVUS.

B. Honorary. Any member of LWVHC who has been a member of the LWVUS for 50 years or more shall be an honorary life member exempt from payment of dues.

Section 3. Dues. Dues are payable as stated in the LWVHC Standing Rules.

ARTICLE IV: OFFICERS AND ELECTED DIRECTORS

Section 1. Officers and Elected Directors. The officers of LWVHC shall be a president, a secretary, a treasurer, and four elected directors. There may also be co-presidents or a vice president.

Section 2. Nominating Committee. The nominating committee, consisting of three members who shall serve for a one-year term and may not serve for more than two consecutive terms, shall be elected at the annual meeting. No member of the Board of Directors may be a member of the nominating committee. Any vacancy on the nominating committee shall be filled by the Board of Directors.

Section 3. Election of Officers, Directors and Nominating Committee. The report of the nominating committee for officers, elected directors, and members of the next nominating committee shall be sent to all members one month prior to the date of the annual meeting. Voting members may make nominations from the floor provided the consent of the nominee shall have been secured.

Section 4. Voting. Election shall be by ballot. A majority vote shall elect. If there is only one candidate for a position a voice vote can be taken. Absentee or proxy voting shall not be permitted.

Section 5. Term of Office. Officers shall assume office on July 1 and shall serve a term of two years or until their successors are elected. The president or co-presidents and the secretary shall be elected in odd-numbered years. A vice president and the treasurer shall be elected in even-numbered years. Two directors shall be elected at each annual meeting.

Section 6. Vacancy in Office. Any vacancy occurring by reason of death, resignation, or disqualification of an officer or director may be filled by the Board of Directors until the next annual meeting.

Section 7. Resignation. Three consecutive absences from meetings of the Board of Directors, without a valid reason, shall be deemed a resignation.

Section 8. Duties of Officers. The officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, by the Board of Directors, or in the LWVHC Standing Rules.

A. Duties of the President or Co-presidents. The president or co-president shall:

1. preside at all meetings of the organization, the Board of Directors, or the Leadership Team;
2. be the spokesperson for the LWVHC; and
3. be a non-voting ex-officio member of all committees except the nominating committee.

B. Duties of the Vice-President. The vice-president shall:

1. perform the duties of the president or co-president in their absence or at their request; and
2. in the event of a vacancy in the office of president or co-president, serve in that office until the Board of Directors shall elect a replacement.

C. Duties of the Secretary. The secretary shall:

1. keep minutes of the annual meeting and all meetings of the Board of Directors and the Leadership Team; and
2. sign, with the president or co-president, all contracts and other instruments when so authorized by the Board of Directors.

D. Duties of the Treasurer. The treasurer shall:

1. collect and receive all monies due;
2. deposit monies in a bank designated by the Board of Directors;
3. disburse funds only upon order of the Board of Directors;
4. present statements at meetings of the Board of Directors and a report at the annual

meeting; and

5. have the books reviewed following each fiscal year or at any change of treasurer.

ARTICLE V. MEETINGS

Section 1. Membership Meetings. There shall be at least three meetings of the membership each year. Time and place shall be determined by the Board of Directors.

Section 2. Annual Meeting.

- A. An annual meeting shall be held during the last quarter of the fiscal year, the date to be determined by the Board of Directors.
- B. The annual meeting shall adopt local program/priorities for the ensuing year; elect officers and members of the nominating committee; adopt a budget; and transact such other business as may properly come before it. All items to be presented to the members for adoption at the annual meeting, including the slate of officers and directors, the proposed budget, and local program/priorities, shall be provided to all members at least thirty days prior to the annual meeting.
- C. The quorum for the annual meeting shall be twenty percent (20%) of the members.

Section 3. Special Meetings. Special meetings may be called by the president or co-president or by the Board of Directors and shall be called upon the written request of ten members. The purpose of the meeting shall be stated in the call, which shall be sent to all members at least three days before the meeting.

Sec. 4. Virtual Meetings. All meetings of the membership (regular, annual and special) may be held by electronic means such as the internet or by telephone, as may be determined by the Board. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Composition. The members of the Board of Directors shall be the president or co-presidents, vice-president, secretary, treasurer, four elected directors, and up to four additional directors appointed by the Board of Directors for a term expiring the following July 1. The immediate past president or co-president shall serve as an ex-officio voting member for a one-year term.

Section 2. Duties of the Board of Directors. The Board of Directors shall assist in carrying out the work of the LWVHC and:

- A. have full charge of the property and business of the LWVHC, with full power and authority to manage and conduct same, subject to the instructions of the general membership;
- B. plan and direct the work necessary to carry out the programs as adopted by the LWVUS convention, the LWVNC convention, and the annual meeting;
- C. designate such committees as it may deem necessary; and
- D. have every member agree to an area of responsibility beyond membership on the Board.

Section 3. Meetings.

- A. Regular. There shall be at least eight regular meetings of the Board of Directors annually.
- B. Special. The president or co-presidents may call special meetings of the Board of Directors and shall call a special meeting upon the written request of twenty-five percent (25%) of the members of the Board of Directors.
- C. Telephonic. If time is of the essence the Board of Directors may be convened and votes taken by conference call.

Section 4. Quorum. A majority of the members of the Board of Directors shall constitute a quorum.

ARTICLE VII. LEADERSHIP TEAM

Section 1. Membership. The members of the Leadership Team shall be the president or co-presidents, the vice-president, the secretary, and the treasurer.

Section 2. Duties of the Leadership Team. The Leadership Team shall be authorized to act between meetings of the Board of Directors to approve expenditures, as long as the expense is within the budget, and to take non-fiscal action in case of an emergency or in case a decision must be made before the next meeting of the Board of Directors.

Section 3. Meetings. Meetings shall be held at the call of the president or the co-presidents.

Section 4. Quorum. A majority of the members of the Leadership Team shall constitute a quorum.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees. Standing committees shall be determined by the Board of Directors.

Section 2. Program/Priorities Committees. Program/Priorities committees are created as necessary to implement the program and priorities established at the annual meeting.

Section 3. Special Committees. Special committees may be created as necessary by the annual meeting or the Board of Directors.

ARTICLE IX. FINANCIAL ADMINISTRATION

Section 1. Fiscal year. The fiscal year shall be July 1 through June 30.

Section 2. Budget. A budget for the ensuing year shall be submitted by the Board of Directors at the annual meeting for adoption. The budget shall include support for the work of the League as a whole.

Section 3. Financial review. The financial review may be performed in house.

Section 4. Dissolution. In the event of the dissolution of the LWVHC, all monies and securities which may at the time be owned by or under the control of LWVHC shall be paid to the LWVNC after the national and state 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 LWVHC shall be distributed to such person, organization,

or corporation for such public, charitable, or educational use and purposes as the Board of Directors in its absolute discretion may designate.

ARTICLE X. PROGRAM/PRIORITIES

Section 1. Authorization. The governing principles adopted by the LWVUS convention, and supported by the League as a whole, constitute the authorization for the adoption of program.

Section 2. Program/Priorities. The program/priorities of the LWVHC shall consist of:

- A. action to implement principles of the LWVUS and the LWVNC; and
- B. those local governmental issues chosen for study and action.

Section 3. Action by the Annual Meeting. The annual meeting shall act upon the program/priorities using the following procedure:

A. The Board of Directors shall consider the recommendations sent by the voting members prior to the annual meeting and shall formulate proposed program/priorities.

B. A majority vote at the annual meeting shall be required for adoption of program/ priorities as presented to the annual meeting by the Board of Directors.

C. Changes in the program, in the case of altered conditions, may be made at the discretion of the Board of Directors.

Section 4. Member Action. Members may act in the name of the League only when authorized to do so by the Board of Directors. They may act only in conformity with and not contrary to positions taken by the LWVHC, the LWVNC, and the LWVUS.

ARTICLE XI. LWVUS CONVENTION AND LWVNC CONVENTION

Section 1. LWVUS Convention. The Board of Directors at a meeting before the date on which the names of delegates must be sent to the LWVUS office shall select voting delegates to that convention up to the number allotted by the LWVUS.

Section 2. LWVNC Convention. The Board of Directors at a meeting before the date on which the names of delegates must be sent to the LWVNC office shall select voting delegates to that convention up to number allotted the LWVHC under the provisions of the bylaws of the LWVNC.

ARTICLE XII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern LWVHC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that LWVHC may adopt.

ARTICLE XIII. AMENDMENTS

These bylaws may be amended by a two-thirds vote at the annual meeting, provided that amendments were submitted to the membership in writing at least one month in advance of the meeting.

Adopted – July 1983

Amended – May 1989

Amended – May 6, 1993

Amended – May 19, 2005

Amended – May 10, 2007

Amended – May 14, 2011

Editing Revisions Approved by Board – April 5, 2012 Amended – June 14, 2018

Revised and Restated, Approved by Membership - June 19, 2020

Amended - June 17, 2021

Amended and restated due to Merger – July 1, 2022