

# BY-LAWS OF THE LEAGUE OF WOMEN VOTERS OF PORTLAND, OREGON

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5/86, 5/90, 5/93, 5/94, 5/95, 5/97, 5/98, 5/00, 5/01, 5/02, 5/03, 5/04, 5/07*

## ARTICLE I

### Name

**Section 1.** The name of this corporation shall be the League of Women Voters of Portland, Oregon. This local league is an integral part of the League of Women Voters of the United States and of the League of Women Voters of Oregon.

## ARTICLE II

### Purposes and Policy

**Section 1. Purposes.** The purposes of the League of Women Voters of Portland, Oregon shall be to promote political responsibility through informed and active participation in government, and to act on selected governmental issues.

**Section 2. Policy.** The League of Women voters of Portland, Oregon may take action on local governmental measures and policies in the public interest in conformity with the principles of the League of Women Voters of the United States. 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 purpose and policy of the League shall be eligible for membership.

### **Section 2. Types of Membership**

A. Voting Members. Citizens at least 18 years of age who join the League shall be Voting Members of the League of Women Voters of Portland, Oregon.

1. Those who have been members of the League for 50 years or more shall be Life Members.

B. Associate Members. All others who join the League of Women Voters of Portland, Oregon shall be Associate Members.

## ARTICLE IV

### Board of Directors

**Section 1. Number, Manner of Selection and Term of Office.** The Board of Directors shall consist of the officers of the League, seven elected Directors, and not more than seven appointed Directors. At least three Directors shall be elected by the general membership at the Local Convention. All elected Officers and Directors, with the exception of the Treasurer, shall take office immediately following the conclusion of the Local Convention. The Treasurer shall assume office at the beginning of the fiscal year.

The elected members shall appoint such additional Directors, not exceeding seven, as they deem necessary to carry on the work of the League. The term of office of the appointed Directors shall be one year and shall expire at the close of the Local Convention.

**Section 2. *Qualifications.*** No person shall be elected or appointed or shall continue to serve as an Officer or Director of this organization who is not a voting member of the League of Women Voters of Portland, Oregon. Board Members may not hold partisan office.

**Section 3. *Vacancies.*** Any vacancy occurring by reason of the resignation, death, or disqualification of any Officer or elected member may be filled, until the next Local Convention, by a majority vote of the remaining members of the Board of Directors. At the Local Convention the vacancy will be filled for the balance of the original term.

Three consecutive absences from a board meeting of any member without valid reason, as determined by the Board, shall constitute grounds for removal.

#### **Section 4. *Powers and Duties***

a. 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. Except as permitted by Article IV, Sec. 4b, no one officer or Board member or group of Board members shall commit the League of Women Voters of Portland to an action, a project or a financial obligation without prior approval of a majority of Board members at a regular or specially called meeting of the Board. It shall plan and direct the work necessary to carry out the program as adopted by the National Convention, the State Convention, the LWVCRR Convention and the Local Convention. It shall carry out action on League program in accordance with established policy. The Board shall create and designate such special committees as it may deem necessary. It is the duty of the Board to protect the non-partisan policy of the League.

In the event that co-presidents are elected the Executive Committee shall consult with the co-presidents and advise them on the division of duties. The final decision for division of duties shall be made by the elected co-presidents.

b. The Executive Committee shall be comprised of the President(s), the Vice Presidents, the Secretary, the Treasurer, and the editor of the monthly bulletin. They shall meet at least one week prior to the regular Board meeting. The Executive Committee shall exercise such power and authority as may be delegated to it by the LWV Board and shall report to the Board of Directors on all actions taken by it between regular meetings of the Board.

**Section 5. *Meetings.*** There shall be at least nine regular meetings of the Board of Directors annually. The President(s) may call special meetings of the Board of Directors and shall call a special meeting upon the written request of five members of the Board.

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

## **ARTICLE V**

### **Officers**

**Section 1. *Enumeration and Election of Officers.*** The officers of the League of Women Voters of Portland, Oregon shall be: a President(s), at least two but not more than three Vice Presidents, a Secretary and a Treasurer who shall be elected for terms of two years by the general membership at the Local Convention. The President(s), the Second Vice-President, and the Secretary shall be elected in odd numbered years. The First Vice-President, the Third Vice-President, and the Treasurer shall be elected in even numbered years.

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

**Section 3. *The Vice-Presidents.*** Duties: The Vice Presidents, in the order of their rank, shall, in the event of absence, disability or death of the President(s), possess all the powers and perform all the duties of that office. In the event that no Vice-President is able to serve in this capacity, the Board of Directors shall elect one of their elected members to fill the vacancy. The Vice-Presidents shall perform such duties as the President(s) and the Board may designate.

**Section 4. *The Secretary.*** Duties: The Secretary shall keep minutes of all meetings of the League and of all meetings of the Board of Directors; shall compile separate from the minutes, Board suggestions pertinent to specific committee activities; shall notify all Officers and Directors of their election; shall sign, with the President(s), all contracts and other instruments when so authorized by the Board and shall perform such other functions as may be incident to the office.

**Section 5. *The Treasurer.*** Duties: The Treasurer shall be the custodian of all monies which shall be deposited by the Treasurer or a designated substitute in a bank designated by the Board of Directors; shall disburse the same only upon order of the board; shall keep a record of all receipts and disbursements; shall present statements to the Board at their regular meetings and an annual report to the Local Convention. The Treasurer may serve as a member, ex officio, of the Endowment Fund Committee.

## **ARTICLE VI** **Financial Administration**

**Section 1. *Fiscal Year.*** The fiscal year of the League of Women Voters of Portland, Oregon shall commence on the first day of July of each year.

**Section 2. *Dues.*** The annual dues as recommended by the Budget Committee shall be set by a majority vote of voting members present at the Local Convention. When two or more members reside at the same address in a common household, the dues payment shall be made for the first member; a payment equal to one-half the dues shall be paid for each other member. The annual dues shall be payable on or before September 1st. Members who have not paid their dues by October 15, shall have their names removed from the membership roster. New members joining between January 1st and June 30 shall pay dues at one-half the annual dues.

**Section 3. *Budget.*** A budget for the ensuing year shall be submitted by the board of Directors to the Local Convention for adoption. The budget shall include support for the work of the League as a whole.

**Section 4. *Budget Committee.*** The chairman shall be elected at the Local Convention in odd-numbered years and shall take office at the beginning of the fiscal year. The Budget Committee shall be appointed by the Board of Directors as a standing committee and shall serve for one year. At least two months prior to the Local convention, the Committee shall prepare a budget including an annual dues recommendation for the ensuing year. The proposed budget shall be sent to all members one month before the Local Convention. The Treasurer shall be a member of the Committee, but may not serve as chairman.

**Section 5. *Endowment Fund Committee.*** The Endowment Fund Committee shall consist of a Chair, an elected Endowment Fund Treasurer, and at least two Board appointed members and the League Treasurer, serving ex officio. The Chair, Endowment Fund Treasurer and the appointed members will each serve two year terms. The Chair shall be elected by the general membership in odd numbered years, and the Endowment Fund Treasurer in even numbered years. The appointed members shall be appointed by the Board of Directors for two year staggered terms. All committee members shall assume duties at the beginning of the fiscal year.

The Endowment Fund Committee is charged with overseeing the management of the Endowment Fund and the Sara Frewing Memorial Fund implementing the policies of the Board and the membership. The Committee will report on the Funds' status to the Board of Directors on a quarterly basis, and to the Executive Committee if an emergency occurs that requires immediate action. The Committee Chair shall make an annual report to the membership at the Annual convention.

The Endowment Fund shall receive non-tax-deductible donations, such as bequests, memorial contributions and honorary monies. The funds received shall be invested and, barring exceptional circumstances, only the gains earned on investments shall be expended. Endowment Fund monies will not be co-mingled with the League's general operating funds.

The Board of Directors shall set a general guidelines policy for the Endowment Fund with the security of principal as the highest priority. Changes in the Endowment Fund Guidelines shall be ratified at the Local Convention. Any vacancies occurring in the Endowment Fund Committee shall be filled by appointment by the Board of Directors for the un-expired term.

## **ARTICLE VII**

### Meetings

**Section 1. *Membership Meetings.*** The number, time and place of membership meetings shall be determined by the Board of Directors.

**Section 2. *Local Convention.*** The Local Convention shall be held between April 15 and May 31, the exact date to be determined by the Board of Directors.

The Local Convention shall: a.) Adopt a Local Program for the ensuing year; b.) Elect and install Officers and Directors, Budget Committee Chair, Endowment Fund Committee Chair or Treasurer, and members of the nominating Committee; c.) Adopt an adequate budget; d.) Set the annual dues; e.) Transact such other business as may properly come before it.

**Section 3. *Quorum.*** Fifteen percent (15%) of the membership as of January 1 of that year shall constitute a quorum at all meetings of the League of Women Voters of Portland, Oregon.

## **ARTICLE VIII**

### Nominations and Elections

**Section 1. *Nominating Committee.*** The nominating Committee shall consist of five members, two of whom shall be members of and appointed by the Board of Directors for a one-year term. The Chair, two members and an alternate shall be elected by the general membership at the Local Convention. The two elected members and the alternate shall not be members of the Board of Directors. The Chair, two elected members and the alternate shall serve two-year terms on a staggered basis and may not serve two consecutive terms. Nominations for these offices shall be made by the current Nominating Committee. Nominations for Officers and Directors may be sent to this committee by any Voting Member. The Chair, two elected members and alternate shall take office immediately following the conclusion of Local Convention.

**Section 2. *Report of Nominating Committee and Nominations from the Floor.*** The report of the Nominating Committee of its nominations for Officers, Directors, Budget Committee Chair, Endowment Fund Committee Chair or Endowment Fund Treasurer and the members of the succeeding Nominating Committee shall be sent to all members one month before election. The report of the Nominating Committee shall be presented at the time of election. Immediately following the presentation of this report, nominations may be made from the floor by any Voting Member provided the consent of the nominee shall have been secured.

The nominating committee may nominate co-presidents in order to fill the office.

Note: All references to the president in the current by-laws shall be corrected to appear as president(s).

**Section 3. *Elections.*** The election shall be by ballot provided that when there is but one nominee for each office, the Secretary may be instructed to cast the ballot for every nominee. A majority vote of those qualified to vote and 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 Program.

**Section 2. Program.** The Program of the League of Women Voters of Portland, Oregon shall consist of action to implement the Principles and those local governmental issues chosen for concerted study and action.

**Section 3. Action by the Local Convention.** The Local Convention shall act upon the Program using the following procedures:

a.) The Board of Directors shall consider the recommendations sent in by the voting members two months prior to the Local Convention and shall formulate a Proposed Program;

b.) The Proposed Program shall be sent to all members one month before the Local Convention;

c.) A majority vote of voting members present and voting at the Local Convention shall be required for adoption of subjects in the proposed program as presented to the Local Convention by the Board of Directors;

d.) Recommendations for Program submitted by voting members two months prior to the Local Convention but not recommended by the Board of Directors may be considered by the Local Convention provided that:

1. The Local Convention shall order consideration by a majority vote, and
2. The Local Convention shall adopt the item by a majority vote.

e.) In the case of altered conditions during the year, changes in the adopted Program 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 change is to be discussed, and

2. Final action by the membership is taken at a succeeding meeting.

**Section 4. Member Action.** Members may act in the name of the League of Women Voters only when authorized to do so by the proper Board of Directors.

## ARTICLE X

### National Convention

### State Convention and Council

### LWVCRR Convention and Council

**Section 1. National Convention.** The Board of Directors shall select delegates to the Convention of the League of Women Voters of the United States in the number allotted the League of Women Voters of Portland, Oregon under the provisions of the bylaws of the League of Women Voters of the United States.

**Section 2. National Council.** The Board may select delegate(s) to the Council of the League of Women Voters of the United States.

**Section 3. State Convention.** The Board of Directors shall select delegates to that Convention in the number allotted the League of Women Voters of Portland, Oregon under the provisions of the Bylaws of the League of Women Voters of Oregon. Delegates shall be suggested by the Board and the general membership. An equal number of Board and non-Board delegates is preferable.

**Section 4. State Council.** The Board of Directors shall select two delegates to the State Council.

**Section 5. LWVCRR (League of Women Voters of the Columbia River Region) Convention and Council.** The Board of Directors shall select delegates to these meetings in the number allotted under the provision of the LWVCRR by-laws.

**ARTICLE XI**  
Parliamentary Authority

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

**ARTICLE XII**  
Amendments

**Section 1. Amendments.** These Bylaws may be amended by a two-thirds vote of the voting members present at the Local Convention provided the amendments were submitted to the Board of Directors at least two months prior to the Local convention and were submitted to the membership in writing at least one month in advance of the Local Convention.

**ARTICLE XIII**

To the fullest extent permitted by the Nonprofit Corporation Act, no Director or Officer of the League of Women Voters of Portland, Oregon shall be liable to the League of Women Voters of Portland, Oregon or its members for monetary damages for conduct as a Director or Officer. Any amendment to or repeal of this provision or to the Act shall not adversely affect any right or protection of a Director or Officer of the League of Women Voters of Portland, Oregon for or with respect to any acts or omissions of such amendment or repeal. No change in the Act shall reduce or eliminate the rights and protection set forth in this section unless the change in the law specifically requires such reduction or elimination.

**ARTICLE XIV**

The League of Women Voters of Portland, Oregon may indemnify, to the fullest extent permitted by law, any person who is made or threatened to be made a party to, witness in, or otherwise involved in, any action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the League of Women Voters of Portland, Oregon) by reason of the fact that the person is or was a Director, trustee, Officer, employee, or agent of the League of Women Voters of Portland, Oregon or any of its subsidiaries, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the League of Women Voters of Portland, Oregon or any of its subsidiaries, or served at the request of the League of Women Voters of Portland, Oregon as a Director, trustee, Officer, employee or agent or as a fiduciary of any employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise. any indemnification provided pursuant to this Article XIV shall not be exclusive of any rights to which the person indemnified may otherwise be entitled under any provision of the amended Articles of Incorporation, these Bylaws, agreement, statute, policy of insurance or otherwise.