

Proposed 2019 Bylaws Amendments

Bylaws Committee members: Margaret Noel (Chair), Doreen Binder, Peter Englander

The following proposed amendments to the League of Women Voters of Portland Bylaws were recommended by the Bylaws Committee and approved by the LWVPDX Board for consideration by the membership. Amendments to the Bylaws must be passed by a two-thirds vote of the members present at the Local Convention.

Added words are in bold and underlined; deleted words are indicated with strikethrough.

PROPOSED CHANGES	RATIONALE
<p>ARTICLE I Name, Section 1. The name of this corporation<u>organization</u> shall be the League of Women Voters of Portland, Oregon, hereinafter referred to in these bylaws as the Portland League 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 of the League of Women Voters of Oregon (LWVOR).</p>	<p>Our Bylaws must be consistent with the LWVUS Bylaws in ARTICLE I. There is only one section, so naming it is unnecessary and is consistent with LWVUS Bylaws. The LWVUS Bylaws use the word “organization” and only have the first sentence in ARTICLE I. The second sentence is not about our name, and the idea belongs in ARTICLES III and VIII.</p>
<p>ARTICLE II Purposes and Policy, Section 1. Purposes. The purposes of the Portland League shall be <u>are</u> to promote political responsibility through informed and active participation in government, and to act on selected governmental issues.</p> <p>Section 2. <u>Political</u> Policy. The Portland League may take action on local governmental measures and policies in the public interest in conformity with the principles of the LWVUS. The League shall not support or oppose any political party or any candidate.</p>	<p>Our Bylaws must be consistent with LWVUS Bylaws in ARTICLE II. The LWVUS Bylaws use the word “are” in ARTICLE II, Section 1. Using the present tense more accurately describes our current purposes.</p> <p>This change will mirror ARTICLE II, Section 2 of the LWVUS Bylaws. We will move the first sentence to our ARTICLE VIII, which concerns action.</p>
<p>ARTICLE III, Membership, Section 2 A. Voting Members: Persons at least 16 years of age who join the <u>Portland</u> League shall be voting members <u>of the Portland League, the League of Women Voters of Oregon (LWVOR) and of the League of Women Voters of the United States (LWVUS)</u>; those who have been members of the League for 50 years or more shall be honorary life members, excused from payment of dues.</p>	<p>Our Bylaws must be consistent with LWVUS Bylaws in ARTICLE III; the proposed new wording mirrors LWVUS Bylaws. LWVUS Bylaws also say, “persons that live within an area served by a local League may join that local League or any other local League” and “those who reside outside the area of any local League may join a local League or may be state members-at-large.” We believe it is not necessary to state this; it is obvious from ARTICLE III, Section 1: Any person who subscribes to the purposes and policy of the League shall be eligible for membership.</p>

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<p>ARTICLE IV, Board of Directors, Section 4. Powers and Duties, a, third sentence. Except as permitted by Article IV, Sec. 4b and Sec. 4c, no one officer or board member or group of board members shall commit the Portland League to an action, a project or a financial obligation without prior approval of a majority of board members at a regular or special meeting of the Board.</p>	<p>Adding a Section 4c, describing the relationship between the responsibilities of committees and the responsibilities of the board, responds to the reality that LWV committees carry out most of the League’s work. (See proposed ARTICLE IV, Section c, below.) Deleting the word “board” in the clause that states, “no board member or group of board members shall commit ...” (etc.), clarifies that no <u>member</u> can make commitments for the League without board approval.</p>
<p>ARTICLE IV, Board of Directors, Section 4, Powers and Duties, b. first sentence. The Executive Committee shall be composed of the President(s), the Vice Presidents, the Secretary, the Treasurer, and the Editor of the monthly bulletin <u>a member of the Communications Team.</u></p>	<p>Although it is important to have one of the Communications volunteers on the Executive Committee, it could be the <i>Voter</i> Editor, the Communications Chair, the web editor, the Publicity Chair, or a social media coordinator. Any communications team representative could report to and from the rest of the team.</p>
<p>ARTICLE IV, Board of Directors, Section 4, Powers and Duties, b. third sentence. The Executive Committee shall exercise such power and authority as may be delegated to it by the LWV Board <u>or by these Bylaws</u> and shall report to the Board of Directors on all actions taken by it between regular meetings of the Board. <u>The Executive Committee may advise the president on whether to give or withhold consent for Action when a decision on Action must be reached before the Board is scheduled to meet.</u></p>	<p>There are current provisions in the Bylaws ARTICLE IX, Section 5, and in the LWVPDX Policies & Procedures, GENERAL POLICIES, IV, THE EXECUTIVE COMMITTEE, which allow the Executive Committee to act in an emergency or when a decision is needed before a scheduled board meeting. The Board believes the provision in Policies & Procedures, allowing the Executive Committee to approve Action, should be in the Bylaws. The last sentence is taken from the current wording in Policies & Procedures.</p>
<p><u>ARTICLE IV, Board of Directors, Section 4 Powers and Duties, Section c. The Board of Directors has a duty to oversee and protect the reputation and financial health of the League. However, the Board may delegate responsibilities for planning and carrying out the details of projects or actions to committees. All committees shall work to accomplish goals set by the membership and/or the Board and shall report on their activities regularly to the Board and annually to the membership. The Board approves 1) changes in committee projects or actions, 2) expenses and charges to attendees for events with catering, and</u></p>	<p>Currently, there is no Section 4c nor any wording that defines responsibilities of most LWVPDX committees and board responsibilities for oversight. Without this new section c, ARTICLE IV, Section 4a implies that the board must approve all the League’s commitments. This amendment places into the Bylaws the process that we currently follow. Committees now make detailed decisions for projects, actions, and expenditures. The board gives guidance to committees. Committee chairs report their committees’ activities to the board and seek board approval for changes in their plans, new</p>

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<p><u>3) committee expenses that exceed previously approved amounts or the funds available. If the entire Board is not able to approve a committee request in a timely manner, the Executive Committee may approve it with notification to the Board, which may appeal the decision.</u></p>	<p>expenditures and changes to previously approved expenditures. It is practical for committees to make decisions about details of projects and actions, within parameters set by the Board and with oversight from the Board. To respond to circumstances in a timely way, committees need the latitude to make some decisions quickly without full board approval.</p>
<p>ARTICLE V, Officers, Section 4. The Secretary. Duties: The Secretary shall keep minutes of all meetings of the membership, of the Board of Directors; and of the Executive Committee; shall notify officers and directors of their election <u>or appointment to the Board</u>; shall sign, with the President(s), all contracts and other instruments when so authorized by the Board and shall perform such other functions as directed by the President(s) or the Board.</p>	<p>The semi-colon is not needed after the word “Directors” in the first clause. Also, because directors and officers may be appointed as well as elected, wording about appointment to the board should be added.</p>
<p>ARTICLE V, Officers, Section 5. The Treasurer. Duties: The duties of depositing and disbursing of funds shall be separate. All moneys shall be deposited deposited by the members or staff designated by the Board of Directors. The Treasurer shall disburse the same only upon order of the President(s); be responsible for disbursements as approved by committee chairs or by the President(s); shall keep a record of all receipts and disbursements; shall present statements to the Board at its regular meetings and an annual report to the Local Convention. The Treasurer shall serve as a member, ex officio, of the Endowment Fund Committee.</p>	<p>The Treasurer is responsible for assuring that all disbursements are approved and correct, but (s)he may delegate some of the work of writing and mailing checks, calculating taxes, or completing tax forms to another volunteer or a paid employee, as long as that person is not also responsible for deposits.</p>
<p>ARTICLE VIII, Section 2. Program. The Program of the Portland League shall consist of <u>concerted study of chosen local government issues and action to implement the Principles, using LWVUS, LWVOR and LWVPDX positions adopted after study.</u> and these local governmental issues chosen for concerted study and action. <u>The Portland League may take action on local governmental measures and policies in the public interest in conformity with the Principles of the LWVUS.</u></p>	<p>Rearranging the first sentence clarifies that Program consists of both study and action. Adding “using LWVUS, LWVOR and LWVPDX positions adopted after study” clarifies that Action is based on our advocacy positions, as well as the Principles. The second sentence was deleted from ARTICLE II and is added here because it refers to Program and Action.</p>