

**Recommended bylaws amendments for consideration at the
May 18, 2022 LWVPDX Annual Membership Meeting**
(All revisions are highlighted. Additions are underlined. Deletions are shown with strikeouts.)

BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF PORTLAND, OREGON

ARTICLE I

Name

The name of this organization shall be the League of Women Voters of Portland, Oregon, hereinafter referred to in these bylaws as the Portland League or as the League or LWVPDX. 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, referred to in these bylaws as LWVOR.

Articles IV, V, VI, VII, VIII, IX, and XII

Replace the words, “Local Convention” with “Annual Membership Meeting.” There are many places in the Bylaws where “Local Convention” appears. To save space and time, after showing the changes in Article IV, we have copied only the sections where there was another suggested amendment.

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-Annual Membership Meeting in odd-numbered years and at least four in even-numbered years. All elected officers and directors, with the exception of the Treasurer, shall take office immediately following the conclusion of the Local Convention Annual Membership Meeting. 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-Annual Membership Meeting.

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 Annual Membership Meeting, by a majority vote of the remaining members of the Board of Directors. At the Local Convention-Annual Membership Meeting the vacancy will be filled for the balance of the original term.

ARTICLE VI
Meetings

Section 3. Quorum. Fifteen percent (15%) of the membership as of January 31 of that year shall constitute a quorum at all business meetings of the Portland League.

ARTICLE VII
Nominations and Elections

Section 3. Elections. The election shall be by ballot, except when nominees are unopposed. In this case, the election can be by ballot, or the ~~Chair (President)~~ President or President's designee at ~~her/his~~ their discretion may call for a voice vote to elect all the unopposed nominees. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE VIII
Program

Section 2. Program. The Program of the Portland League shall consist of concerted study of chosen local public policy issues and action to implement the Principles, using LWVUS, LWVOR and LWVPDX positions adopted after study. The Portland League may take action in the public interest on local governmental ballot measures and policies, ~~in the public interest~~ in conformity with the Principles of the LWVUS.

E. In the case of altered conditions during the year, a change in the adopted Program (i.e., to add, drop or modify an adopted study or an approved position) may be made provided that:

1. Information concerning the proposed change has been sent to all members at least two weeks prior to a board meeting at which the change is to be discussed, and voted upon, and the general membership has had an opportunity to respond.
2. At the next ~~Local Convention~~ Annual Membership Meeting, members may ratify or modify the Board's decision.

ARTICLE IX
Financial Administration

Section 4. Budget Committee. The chair shall be elected at the ~~Local Convention~~ Annual Membership Meeting 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 members of the Board of Directors shall be appointed to serve on the Budget Committee. The Board is strongly encouraged to appoint at least one off-board member to the Committee. At least two months prior to the Local Convention Annual Membership Meeting, the Committee shall present to the Board 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 Annual Membership Meeting. The Treasurer shall be a member of the Committee but may not serve as chair.

Section 5. Endowment Fund Committee. The Endowment Fund Committee shall consist of a Chair, a Treasurer, and at least two members appointed by the Board. The Chair, the Treasurer and the appointed members will each serve two-year terms. The general membership shall elect the Chair in odd-numbered years, and the Treasurer in even-numbered years. The board-appointed members shall serve for two-year staggered terms. The League Treasurer shall serve ex officio. 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, which supports the 501(c)(4) League of Women Voters of Portland operating fund ("Regular Fund"). Because of the Committee's expertise, the Education Fund Board of Trustees entrusts the Endowment Fund Committee to also manage investments that support the Education Fund, the Sara Frewing Memorial Fund, and other major investment funds. The Committee is also charged with implementing authorized to implement the policies of the Board of Directors, and the membership, and the Board of Trustees. The Committee will report on the Funds' status to the Board of Directors and the Trustees on a quarterly basis, and to the Executive Committee if an emergency occurs that requires immediate action. The Committee shall make an annual report to the membership at the Local Convention Annual Membership Meeting.

The Endowment Fund may receive non-tax-deductible donations in the form of 1) donor-designated contributions and bequests, 2) undesignated bequests, and 3) other contributions designated by the Board. The investment objective of the Endowment Fund is to retain and, when possible, increase the purchasing power value of the fund, while at the same time producing a reasonable return for distribution. Therefore, the Fund will be invested by the Endowment Fund Committee with long-term growth and total return as the highest priorities. Endowment Fund moneys will not be co-mingled with the League's general operating funds. In addition, the Endowment Fund will strive to maintain a fund value of at least the amount of principal that was the original donated amount.

The Board of Directors shall set a general guidelines policy for the Endowment Fund. Changes in the Endowment Fund Guidelines shall be ratified at the Local Convention Annual Membership Meeting. Any vacancies occurring in the Endowment Fund Committee shall be filled by appointment by the Board of Directors for the unexpired term.

Generally, to the extent practicable and fiscally prudent, all new investments should be directed toward "socially responsible" based funds (those categorized as meeting environmental, social and governance criteria).