

# BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF PORTLAND ADVOCACY FUND

Adopted 3/17/25

## ARTICLE I NAME AND OFFICE

Section 1. Name. The name of this corporation shall be League of Women Voters of Portland Advocacy Fund (hereinafter referred to as the LWVPAF).

Section 2. Form. The LWVPAF shall be a nonprofit public benefit corporation incorporated under the laws of the State of Oregon.

## ARTICLE II PURPOSES AND POLICIES

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

Section 2. Policies. The Policies of the LWVPAF are:

1. Political Policy. The LWVPAF shall not support or oppose any political party or any candidate.
2. Diversity, Equity & Inclusion Policy. The LWVPAF is fully committed to ensure compliance—in principle and in practice—with the League of Women Voters of the United States' (hereinafter referred to as the LWVUS) Diversity, Equity & Inclusion Policy.

## ARTICLE III OFFICERS

Section 1. Number. The Officers of the LWVPAF shall be: a President(s), a Secretary and a Treasurer. Any of these offices may be held concurrently by more than one person.

Section 2. Election and Term of Office. Each Officer of the LWVPAF shall be the individual serving the same office of the League of Women Voters of Portland, Oregon (hereinafter referred to as the LWVPDX), and their terms shall be the same as their term of office at the LWVPDX.

Section 3. Removal and Resignation. Any Officer may be removed by the Board of Directors of the LWVPDX, either with or without cause. Any such removal shall be without prejudice to the rights, if any, of the Officer under any contract of employment of the Officer. Any Officer may resign at any time by giving notice to the LWVPAF Board of Directors (referred to herein as the "AF Board"), to the President or to the Secretary. A resignation need not be accepted to be effective.

Section 4. Vacancies. A vacancy in any Officer, however caused, may be filled for the unexpired portion of the term by whatever individual is elected by the LWVPDX.

Section 5. President. The President shall supervise and direct all the business and affairs of the LWVPAF, subject to any directions which may be given by the AF Board. The President shall preside at all meetings of the AF Board.

Section 6 Secretary. The Secretary shall keep the minutes of all meetings of the AF Board,

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provide copies to the LWVPDX Board, ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records of the LWVPAF and in general, perform all duties incident to the office of the Secretary and such other duties as may from time to time be assigned to the Secretary by the President or the AF Board.

Section 7. Treasurer. The Treasurer shall be the Chief Financial Officer of the LWVPAF, shall keep adequate, correct and complete books and records of account, and be responsible for all funds and securities of the LWVPAF, receive and give receipts for monies due and payable to the LWVPAF from any source and deposit all such monies in the name of the LWVPAF in such banks, trust companies or other depositories as shall be selected by the AF Board, and, in general, perform all the duties incident to the office of the Chief Financial Officer by the President or by the AF Board. The Treasurer shall present a financial report at each meeting of the AF Board.

### ARTICLE IV DIRECTORS

Section 1. General Corporate Powers. Subject to the provisions of the Oregon Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the LWVPAF shall be managed, and all corporate powers shall be exercised by and under the direction of the AF Board.

Section 2. Number of Directors. The Directors of the LWVPAF shall consist of its Officers determined under Article III, and not more than two Directors appointed by the AF Board. All appointed Directors shall take office immediately at the time of their appointment.

Section 3. Term of Office. Each Officer shall hold office for the term specified in Article III. All appointed Directors shall serve until the next Annual Meeting. A Director may resign at any time by giving written notice to the President or to the Secretary of the LWVPAF. A resignation need not be accepted in order to be effective.

Section 4. Vacancies. Upon the death, resignation, removal or inability to serve of an appointed Director, a successor Director shall be appointed promptly by the AF Board.

Section 5. Regular Meetings. There shall be at least one (1) regular meeting of the AF Board annually. Regular meetings of the AF Board shall be held at the time and place to be determined by the AF Board. No other notice of the date, time, place or purpose of these meetings is needed.

Section 6. Special Meetings. Special meetings of the AF Board shall be held at the time and place to be determined by the AF Board. Notice of such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each Director personally or by telephone or by email not less than two days prior to the special meeting

Section 7. Quorum and Voting. A quorum at an AF Board meeting shall be a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the Directors present, except as otherwise provided by these bylaws.

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Section 8. Manner of Casting Votes. Voting may be by voice or ballot, provided that any election of Directors must be by ballot if demanded by any Director before the voting begins.

Section 9. Action Without Meeting. Any action required or permitted to be taken by the AF Board may be taken without a meeting, if all members of the AF Board, individually or collectively, consent in writing to such action. Action by written consent shall have the same force and effect as a unanimous vote of the AF Board. In addition, members of the AF Board may participate in any regular or special meetings using conference telephone or similar communications equipment so long as all Directors participating in such meeting can hear one another. Participation in a meeting by this method constitutes presence in person at such meeting.

Section 10. Compensation. Directors shall not receive any compensation for their services but may receive such reimbursement for expenses as may be fixed or determined by the AF Board to be just and reasonable.

### ARTICLE V Financial Administration

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

Section 2. Indemnification. The LWVPAF is empowered to indemnify its officers, directors, and agents to the extent provided, and within the limitations imposed by law.

Section 4. Tax Status. The LWVPAF is qualified as a social welfare organization under IRC Section 501(c)(4) and has held that status since its formation in 1977. It is qualified under section 501(c)(4) even though it may be an action organization described in § 1.501(c)(3)-1(c)(3)(ii) or (iv).

Section 5. Endowment Fund Committee. The Investment Committee of the LWVPDX is empowered with overseeing the investments, policies and actions of the Endowment Fund Committee, which can disburse funds to both the LWVPAF and the LWVPDX. The Endowment Fund Committee shall consist of a chair, a treasurer, and at least two members appointed by the AF Board for two-year terms that begin with the fiscal year.

Section 6. Merger or Dissolution. In the event of the merger or dissolution of the corporation for any reason, all money and securities or other property of whatsoever nature which at the time be owned or under the absolute control of the corporation shall be distributed at the discretion of the AF Board, or such other persons as shall be charged by law with the liquidation or winding up of the corporation and its affairs, to any member organization of the League of Women Voters national organization which is exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or if none of these organizations are then in existence or exempt under those tax provisions, then, at the discretion of the board, to another organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under such designated tax provisions.

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## ARTICLE VI PROGRAM

The LWVPAF's Program shall be the same as the Program adopted by the LWVPDX at its Annual Membership Meeting. All of the LWVPAF's operations and expenditures shall be consistent with such Program.

## ARTICLE VII CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Oregon Nonprofit Corporation Law shall govern the construction of these Bylaws.

## ARTICLE VIII PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall be the authority of parliamentary procedure at all meetings where not inconsistent with these Bylaws.

## ARTICLE IX AMENDMENTS

The Bylaws may be amended by a two-thirds vote of the AF Board provided written notice is mailed, faxed or emailed to the Directors at least 14 days prior to the vote to amend.