

**Amendments to proposed bylaws
To be brought forth at Annual Meeting**

The following amendments to the bylaws approved by the Board on March 22 will be proposed at the Annual Meeting.

Background: LWVPDX current bylaws require that the Board approve any changes to be made to the bylaws two months prior to the Annual Meeting. The proposed bylaws are the bylaws approved by the Board on March 22.

After March 22, several members proposed additional changes and will move, at the Annual Meeting, to amend the bylaws approved by the Board. The Board supports these amendments:

**League of Women Voters of Portland
Membership organization**

ARTICLE V

Current bylaws:

Officers

Section 1. Enumeration and Election of Officers. The officers of the Portland League shall be: a President(s), at least two but not more than three Vice Presidents, Secretary and Treasurer. They shall be elected for terms of two years by the general membership at the Annual Membership Meeting. *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.*

Proposed bylaws as recommended by the board at the March 17 meeting:

Section 1. Enumeration and Election of Officers. The officers of the Portland League shall be: a President(s), at least two but not more than three Vice Presidents, a Secretary and a Treasurer. They shall be elected for terms of two years by the voting membership at the Annual Membership Meeting.

Suggested amendment:

Retain italicized sentence in proposed bylaws.

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.

Article VI

Current bylaws:

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.

Proposed bylaws as recommended by the board at the March 17 meeting:

Section 3. *Quorum.* Ten percent (10%) of the membership as of January 31 of that year shall constitute a quorum at all business meetings of the Portland League.

Suggested amendment:

Retain 15 percent quorum for annual membership meeting.

Article IX

Current bylaws:

Section 5 Endowment Fund Committee.

Paragraph 2: 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 Committee is authorized to implement the policies of the Board of Directors, 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 Annual Membership Meeting.***

Proposed bylaws as recommended by the board at the March 17 meeting:

Section 5 Investment Committee

Paragraph 2: The Investment Committee of the LWVPDX is charged with managing the investments that support the LWVPDX and the League of Women Voters of Portland Advocacy Fund (hereinafter the LWVPAF). In addition to LWVPDX investments, the Investment Committee is charged with overseeing the LWVPAF Endowment Fund Committee, which can distribute funds to either the LWVPAF or the LWVPDX. The Investment Committee is authorized to implement the policies of the Board of Directors of the LWVPAF.

Suggested amendment:

Retain italicized sentence at the end of Paragraph 2.

The Committee shall make an annual report to the membership at the Annual Membership Meeting.

**League of Women Voters of Portland
Advocacy Fund**

Article III Officers

Proposed bylaws as recommended by the board at the March 17 meeting:

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.

Suggested amendment:

Remove *either* and *or without*

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.

Suggested amendment:

Correct *Officer* It should say, A vacancy in any *office*

Article V Financial Administration

Proposed bylaws as recommended by the board at the March 17 meeting:

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.

Suggested amendment:

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)(4)** 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 **as a social welfare organization** and which has established its tax-exempt status under such designated tax provisions.