

BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF PORTLAND, OREGON

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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 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 the LWVUS, and of the League of Women Voters of Oregon, referred to in these bylaws as the LWVOR.

ARTICLE II

Purposes and Policies

Section 1. *Purposes.* The purposes of the Portland League 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 Portland League are

1. **Political Policy.** The League shall not support or oppose any political party or any candidate.
2. **Diversity, Equity & Inclusion Policy.** The League is fully committed to ensure compliance - in principle and in practice - with LWVUS' Diversity, Equity, and Inclusion Policy.

Section 3. *Tax Status.* The League may act on local governmental measures and policies in the public interest in conformity with the Principles of the LWVUS and the LWVOR. It shall not support or oppose any political party or any candidate. The League is organized and operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Bylaws, the League shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the activities of the League shall be attempting to influence legislation.

ARTICLE III

Membership

Section 1. *Eligibility.* Any person who subscribes to the purposes and policy of the League shall be eligible for membership.

Section 2. *Types of Membership*

- A. **Voting Members.** Persons at least 16 years of age who join the League shall be voting members of the LWVPDX, the LWVOR and the LWVUS.
- B. **Associate Members.** All others who join the League shall be associate members,

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C. Termination of Membership. A member may resign at any time by delivering a written notice to the president or secretary. The resignation shall be effective upon receipt of such notice.

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 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 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 following Annual Membership Meeting.

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 Portland League. All board members must abide by the Nonpartisan Policy of the League of Women Voters of Portland, which is spelled out in detail in our “Policies and Procedures.”

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 Annual Membership Meeting, by a majority vote of the remaining members of the Board of Directors. At the Annual Membership Meeting 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 at the Annual Membership Meeting. It is the duty of the Board to protect the nonpartisan policy of the League. Except as permitted by Article IV, Sec. 4b and Sec. 4c, no one officer or member or group of 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. The Board shall select delegates to State Convention and Council and to National Convention. It shall plan and direct the work necessary to carry out the program as adopted by the National Convention, the State Convention, and the Annual Membership Meeting. It shall carry out action on League program in accordance with

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established policy. The Board shall create and designate such special committees as it may deem necessary.

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 composed of the President(s), the Vice Presidents, the Secretary, and the Treasurer. The Executive Committee shall meet prior to the regular board meeting with enough time for the Board to receive, read, and consider the minutes of the Executive Committee meeting and any requests for Board action. The Executive Committee shall exercise such power and authority as may be delegated to it by the LWVPDX Board or by these Bylaws and shall report to the Board of Directors on all actions taken by it between regular meetings of the Board. 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. The Executive Committee may meet by electronic means and/or members of the Committee may participate by conference call or other similar methods allowing all persons participating in the meeting to hear each other at the same time.

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 3) committee expenses that exceed previously approved amounts or the funds available. If the 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.

Section 5. *Board 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. Meetings may be conducted by electronic means, such as telephone conference calls, video conferencing or email. Notice of all regular meetings shall be sent at least six days before the meeting and notice of all special meetings shall be sent at least three days prior to the meeting. In all cases, time and opportunities must be provided for all board members to discuss and comment upon a proposed action before a vote is taken.

Section 6. *Quorum.* A majority of the members of the Board of Directors shall constitute a quorum. Any one or more members of the Board may participate in a meeting by means of conference telephone or other similar methods allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

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**ARTICLE V
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, a Secretary and a Treasurer. They shall be elected for terms of two years by the voting 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.

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, and make credit card charges; 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 membership, of the Board of Directors and of the Executive Committee; shall notify all officers and directors of their election or appointment to the Board; 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.

Section 5. *The Treasurer.* Duties: The duties of depositing and disbursing of funds shall be separate. All moneys shall be deposited by the members or staff designated by the Board of Directors. The Treasurer or a board-approved designee shall 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 Annual Membership Meeting. The Treasurer shall serve as a member of the Budget Committee and as a member, ex officio, of the Investment Committee.

**ARTICLE VI
Meetings**

Section 1. *Membership Meetings.* The number, time and place of membership meetings other than the Annual Membership Meeting shall be determined by the Board of Directors and notice sent at least one week in advance.

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Section 2. *Annual Membership Meeting.* The Annual Membership Meeting shall be held between April 15 and May 31, the exact date to be determined by the Board of Directors. Notice of the Annual Membership Meeting shall be sent to all members at least one month in advance.

The Annual Membership Meeting shall: a) Adopt a Local Program for the ensuing year; b) Elect and install officers and directors, Budget Committee Chair, Investment Committee Chair or Treasurer, and members of the Nominating Committee; c) Adopt a budget; d) Transact such other business as may properly come before it. Absentee or proxy voting shall not be permitted.

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 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 voting membership at the Annual Membership Meeting. 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 the Annual Membership Meeting. Vacancies shall be filled by the alternate or appointed by the Board.

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, Investment Committee Chair, the Investment Committee 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 at the Annual Membership Meeting. 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.

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 President or President's designee at 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

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Section 1. *Authorization.* The 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 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 or concurrence. The Portland League may take action in the public interest on local governmental ballot measures and policies in conformity with the Principles of the LWVUS.

Section 3. *Action by the Annual Membership Meeting.* The Annual Membership Meeting 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 Annual Membership Meeting and shall formulate a Proposed Program;
- B. The Proposed Program shall be sent to all members one month before the Annual Membership Meeting;
- C. Any member who plans to propose the adoption or amendment of a Portland League position by concurrence with a position statement of another League or Leagues shall submit the recommendation to the LWVPDX board as specified in Section 3A of this Article. Any member, group of members, or the LWVPDX board, that plans to propose the adoption or amendment of a Portland League position by concurrence with a position statement of another League or Leagues shall send the proposed position statement, background information, including pros and cons on the issue, and an explanation of the rationale for using this form of member agreement, to all Portland League members at least a month before the Annual Membership Meeting. Adoption of a concurrence requires a 2/3 vote.
- D. With the exception of the two-thirds vote required to adopt a position by concurrence, a majority vote of voting members present and voting at the Annual Membership Meeting shall be required for adoption of the other subjects in the proposed program as presented to the Annual Membership Meeting by the Board of Directors;
- E. Recommendations for Program submitted by voting members two months prior to the Annual Membership Meeting, but not recommended by the Board of Directors, may be considered by the Annual Membership Meeting provided that:
 - 1. The Annual Membership Meeting shall order consideration by a majority vote, and
 - 2. The Annual Membership Meeting shall adopt the item by a majority vote.
- F. 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:

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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 Annual Membership Meeting, members may ratify or modify the Board's decision.

Section 4. *Member Action.* Members may act in the name of the Portland League only when authorized to do so by the President(s) or the Board of Directors. They may act only in conformity with and not contrary to a position taken by the Portland League, the LWVOR and the LWVUS.

ARTICLE IX Financial Administration

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

Section 2. *Dues.* All members shall pay membership dues in accordance with the LWVUS' policy.

Section 3. *Budget.* A budget for the ensuing year shall be recommended by the Board of Directors to the Annual Membership Meeting for adoption. The budget shall include support for the work of the League as a whole.

Section 4. *Budget Committee.* The chair shall be elected at the 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 Annual Membership Meeting, the Committee shall present to the Board a budget for the ensuing year. The proposed budget shall be sent to all members one month before the Annual Membership Meeting. The Treasurer shall be a member of the Committee but may not serve as chair.

Section 5. *Investment Committee.* The Investment 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 LWVPDX Treasurer shall serve ex officio. All committee members shall assume duties at the beginning of the fiscal year. Any vacancies occurring in the Investment Committee shall be filled by appointment by the Board of Directors for the unexpired term.

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

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

The Investment Committee may receive tax-deductible and 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 primary investment objective of the Investment Committee is to increase the value of the fund and endowments, so that a reasonable return for annual distribution can be accomplished. Therefore, the fund will be invested by the Investment Committee with long-term growth and total return as the highest priorities. The Investment Committee when overseeing the LWVPAF Endowment Fund will take whatever actions are necessary to maintain a fund value of at least the amount of principal that was originally contributed. The Investment Committee acknowledges the continuing loss of purchasing value of the investments and will strive as a secondary objective to sustain and increase purchasing power of the investments, by adjusting the annual distribution rate percentage set annually in January each year.

The Board of Directors shall set a general guidelines policy for the Investment Committee. Changes in the guidelines shall be ratified at the Annual Membership Meeting.

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). The Investment Committee will report on the status of its investments to the Boards of Directors of the LWVPAF and LWVPDX on a quarterly basis, and to the Executive Committee if an emergency occurs that requires immediate action.

Section 6. Distribution of Funds on 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 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.

ARTICLE X

National Convention State Convention and Council

Section 1. *National Convention.* The Board of Directors shall select delegates to the Convention of the LWVUS in the number allotted the Portland League under the provisions of the Bylaws of the LWVUS.

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Section 2. *National Council.* The Board of Directors may select delegate(s) to the Council of the LWVUS.

Section 3. *State Convention.* The Board of Directors shall select delegates to that Convention in the number allotted the Portland League under the provisions of the Bylaws of the LWVOR. 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.

**ARTICLE XI
Parliamentary Authority**

Section 1. *Parliamentary Authority.* The rules contained in the most recent edition of *Robert's Rules of Order* 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 Annual Membership Meeting provided the amendments were submitted to the Board of Directors at least two months prior to the Annual Membership Meeting and were submitted to the membership in writing at least one month in advance of the Annual Membership Meeting.