

**BYLAWS
LEAGUE OF WOMEN VOTERS WHITE BEAR LAKE AREA, LLC**

**ARTICLE I
NAME**

The name of this organization shall be League of Women Voters White Bear Lake Area, LLC, hereinafter referred to in these bylaws as LWVWBLA or the Local League. This Local League is a wholly-owned subsidiary of League of Women Voters of Minnesota Education Fund, a Minnesota nonprofit corporation described in Section 501(c)(3) of the Internal Revenue Code, d/b/a League of Women Voters Minnesota.

**ARTICLE II
PURPOSES AND POLICY**

Section 2.1 Purposes. The purposes of League of Women Voters White Bear Lake Area, LLC are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Section 2.2 Political Policy. The Local League shall not support or oppose any political party or any candidate.

**ARTICLE III
LOCAL MEMBERS**

Section 3.1 Local Membership. Local Members shall have all of the rights and privileges set forth in these Bylaws.

Section 3.2 Eligibility. Any person who subscribes to the purposes and policy of the Local League shall be eligible for membership.

Section 3.3 Types of Membership.

- A. Voting Members. Persons at least 16 years of age who join the Local League with the payment of dues shall be voting members of the Local League, state League and of the LWVUS;
 - 1) Persons who live within an area of a local League may join that Local League or any other local league;
 - 2) Those who have been members of the Local League for 50 years or more shall be life members excused from the payment of dues.
- B. Associate Members. All others who join the Local League with the payment of dues shall be associate members.

Section 3.4 Rights of Members. Voting Members shall have the right to attend, participate in and vote at all meetings of the Local Members. Voting Members are also eligible to serve on the board of this Local League, as officers of this Local League and as officers and delegates to the Convention, Council, and similar meetings of League of Women Voters Minnesota and of League of Women Voters of the United States and Inter-League Organizations.

Section 3.5 Term of Membership. The term of membership shall be established by the Members at the annual meeting.

Section 3.6 Membership Dues. The amount of annual membership dues shall be established by the Members at the annual meeting.

ARTICLE IV MEETINGS OF LOCAL MEMBERS

Section 4.1. Membership Meetings. There shall be at least two general meetings of all of the members each year.

Section 4.2. Annual Meetings. An annual meeting shall be held each year between April 1 and May 31, the exact date to be determined by the board of directors. Notice of the annual meeting shall be sent to members 14 days prior to the meeting. The annual meeting shall:

- a. adopt a local program for the ensuing year. All resolutions must follow the same procedure for adoption as does program, as outlined in Article VII.
- b. elect officers, directors, chairperson and two members of the nominating committee,
- c. adopt an adequate budget, and set the current yearly dues,
- d. receive the treasurer's and auditor's reports, and transact such other business as may properly come before it.

Section 4.3 Special Meetings. Special meetings of the Members may be called for any purpose or purposes at any time by: the President, the board, or ten percent (10%) of the Members. Special meetings shall be held on the date and at the time and at a place convenient to the members of the Local League, fixed by the president or the board.

Section 4.4 Notice. Notice of all meetings of Members shall be sent to every Member. The notice shall contain the date, time and place of the meeting and, for the annual meeting, be sent at least 14 days before the date of the meeting. In the case of a special meeting, the notice shall contain a statement of the purposes of the meeting.

Section 4.5 Quorum. The presence of 25 percent of the Members shall constitute a quorum for the transaction of business at any meeting of the Members. If a quorum is present when a duly called or held meeting is convened, the Members present may continue to transact business until adjournment even though the withdrawal of a number of Members originally present leaves less than the proportion or number otherwise required for a quorum.

Section 4.6 Manner of Acting. The Members shall take action by the affirmative vote of a majority of the Members present. Proxy voting is not allowed.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1 General Powers. The affairs of this Local League shall be governed by or under the direction of its board.

Section 5.2. Number, Manner of Selection, and Term of Office. The board of directors shall consist of the officers of the Local League, at least two and not more than four elected directors and not more than four appointed directors. Either one or two elected directors (one-half of the elected directors) shall be elected by the general membership at each annual meeting and shall serve for a term of two years, or until a successor has been elected and qualified. The elected members shall appoint such additional directors, not exceeding four, as they deem necessary to carry on the work of the Local League. The terms of the appointed directors shall be one year and shall expire at the conclusion of the next annual meeting. Two members may be elected to share a board position including that of president provided the total board does not exceed 13 voting positions. If members on the board exceed 13, voting for each position must be determined by those sharing the position. Two positions may be held by one individual elected to the dual-position office, except that the offices of president or co-president, and treasurer shall be held by two different individuals.

Section 5.3. Qualifications. No person shall be elected or appointed or shall continue to serve as an officer or director of this organization unless she/he is a voting member of the LWVWBLA.

Section 5.4 Resignation and Removal. A member of the board may resign at any time, effective immediately or at a later date specified in the resignation, by giving notice to the president. A member of the Board may be removed at any time, with or without cause, by a 2/3 vote of all board members.

Section 5.5. Vacancies. Any vacancy occurring on the board of directors may be filled, until the next annual meeting, by a majority vote of the remaining members of the board of directors.

Section 5.6 Powers and Duties. 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 the same, subject to the instructions of the general membership. It shall plan and direct the work necessary to carry out the programs as adopted by the LWVUS, LWVMN, Inter-League-Organization and the LWVWBLA. The board shall create and designate such special committees as it may deem necessary.

Section 5.7 Compensation. No person shall receive compensation for serving on the board, but nothing in these Bylaws shall be construed to preclude any person from serving this Local League in any other capacity and receiving compensation therefore. In addition, any Member may be reimbursed for reasonable out-of-pocket expenses incurred by the Member in rendering services to this Local League, as the board from time to time determines such services to be directly in furtherance of the purposes and in the best interest of this Local League.

Section 5.8 Committees of the Board. The board may establish committees of the board and determine the number and the identity of persons to serve on such committees. Unless otherwise determined by the board, all committees shall make recommendations to the board and shall not have the authority to act on behalf of the board.

Section 5.9. Quorum. A majority of the members of the board of directors shall constitute a quorum, and a majority of the members in attendance at any board meeting shall, in the presence of a quorum, decide its action.

ARTICLE VI MEETINGS OF THE BOARD

Section 6.1. Meetings. There shall be at least three regular meetings of the board of directors annually. The president may call special meetings of the board of directors and shall call a special meeting upon the written request of four members of the board.

Section 6.2 Other Meetings. Other meetings of the board may be called at any time, for any purpose, by the president or any three members of the board. Notice of every such meeting of the board shall be sent to each member of the board at least five (5) days before the day on which the meeting is to be held.

Section 6.3. Quorum. A majority of the members of the board of directors shall constitute a quorum, and a majority of the members in attendance at any board meeting shall, in the presence of a quorum, decide its action.

Section 6.4 Voting. Only members of the board who are present at a meeting may vote. There shall be no voting by mail or proxy. Each member of the board shall be entitled to only one vote on any matter brought before any meeting of the board. Unless otherwise required by law or by the Articles of Organization, the affirmative vote of a majority of the members of the board at a duly held meeting of the board shall govern in every matter voted upon and shall constitute a duly authorized action of the board.

Section 6.5 Presence at Meetings. A member of the board or of any committee, as applicable, may participate in a meeting of the board or any committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can simultaneously hear each other. Participation in a meeting by such means constitutes presence at the meeting for purposes of calculating a quorum.

Section 6.6 Meetings Without Notice. Any member of the board may, in writing or orally, either before, at, or after any meeting of the board, waive notice thereof and, without notice, any member of the board by attendance at such meeting and participation therein shall be deemed to have waived notice of the action or actions taken at any meeting of the board.

Section 6.7 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the board may be taken by written action signed, or consented to by authenticated electronic communication, by the number of members of the board that would be required to take the same action at a meeting of the board at which all members of the board were present. If written action is taken by fewer than all members of the board, the remaining members shall be notified promptly of that action.

ARTICLE VII OFFICERS

Section 7.1. Enumeration and Election of Officers. The officers of the LWVWBLA shall be a president, – or two co-presidents – a vice-president, a secretary and a treasurer who shall be elected by the general membership at an annual meeting and take office immediately.

- a. The President(s) and secretary shall be elected to a term of two years in even-numbered years.
- b. The vice president and treasurer shall be elected to a term of two years in odd-numbered years.

Section 7.2. The President

- a. The president shall preside at all meetings of the organization and of the board of directors unless the president shall designate another person to preside.
- b. The President shall have the authority to sign and endorse checks.
- c. The president shall be, ex officio, a member of all committees except the nominating committee and shall have such usual powers of supervision and management as may pertain to the office of the president and perform such other duties as may be designated by the board of directors.
- d. The president shall work closely with the vice president to provide an effective planning and management team to facilitate the activities of the LWVWBLA and its board of directors.
- e. When the position of president is shared by two co-presidents, presidential authority and duties shall be shared or shall be divided between the co-presidents through their mutual agreement. The board shall be kept informed of these agreements.

Section 7.3. The Vice President

- a. The vice president shall work closely with the president to provide an effective planning and management team to guide the LWVWBLA and shall perform such other duties as may be designated by the president or board of directors.
- b. The vice president shall, in the event of absence, disability, resignation or death of the president, or both co-presidents, possess all the powers and perform all the duties of that office. The vice-president shall perform such other duties as the president and board of directors may designate

Section 7.4. The Secretary.

- a. The secretary shall keep minutes of all meetings of the board of directors, the Annual Meeting and other meetings as requested by the president.
- b. The secretary shall sign, with the president, all contracts and other instruments when so authorized by the board of directors and shall perform such other functions as may be incident to the office or assigned by the president.
- c. The secretary shall have the authority to sign and endorse checks.

Section 7.6 5. The Treasurer. The treasurer, or a duly appointed representative, shall collect and receive all moneys due. The treasurer shall be the custodian of these funds, shall deposit them in a bank or other financial institution designated by the board of directors at the beginning of each fiscal year, and shall disburse the same funds only according to the adopted budget or upon order of the board. The treasurer shall present statements to the board of directors at their regular meetings, and an annual report to the annual meeting. The books of the treasurer shall be audited annually and the report made available to the membership.

Section 7.6 Bond. The board shall, from time to time, determine which, if any, of the officers, agents or employees of this Local League shall be bonded and the amount of each bond.

ARTICLE VIII NOMINATIONS AND ELECTIONS

Section 8.1. Nominating Committee. The nominating committee shall consist of at least three members, the chair and two members. The chairperson and two members, who shall not be members of the board, shall be elected at the annual meeting. Nominations for these offices shall be made by the current nominating committee. Two other members may be appointed by the board of directors following the annual meeting. Only one member of the nominating committee may be a member of the board of directors. Any vacancy on the nominating committee shall be filled by the board of directors. Suggestions for nominations for officers and directors may be sent to this committee by any member. The nominating committee chair shall keep current and pertinent historical records of nominating committees' actions to pass on to successor chairs.

Section 8.2. Report of the Nominating Committee and Nominations from the Floor. The report of the nominating committee of its nominations for officers, directors and the members of the succeeding nominating committee shall be sent to all members 14 days before the date of the annual meeting. The report of the nominating committee shall be presented at the annual meeting. Immediately following the presentation of the report, nominations may be made from the floor by any voting member provided the consent of the nominee shall have been secured.

Section 8.3. Elections. The election shall be by ballot, provided that when there is but one nominee for each office, it shall be in order to move that the secretary be instructed to cast the ballot for every nominee. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE IX FINANCIAL ADMINISTRATION

Section 9.1. Fiscal Year. The fiscal year of the LWVWBLA shall commence on the first day of April of each year.

Section 9.2. Dues. Annual dues in an amount set at the annual meeting shall be payable April 1. New members joining between February 1 and March 31 shall pay at the same rate as continuing members, but shall be considered paid through March 31 of the following year. The board at its discretion may establish different rates for new members and/or special categories: e.g., Household, Sustaining, Student memberships.

Section 9.3. Per Member Payment. Each local League shall make a per member payment directly to the LWVUS, the amount of such payment to be determined by the LWVUS Convention. Each local League shall make a per member payment directly to the LWVMN, the amount of such payment to be determined by the LWVMN Convention or Council. An annual assessment based on membership numbers shall also be paid to an ILO in which the LWVWBLA is a member.

Section 9.4. Budget. A budget for the coming year shall be submitted by the board of directors to the annual meeting for adoption. The budget shall include support for the work of the Local League ~~as a whole.~~

Section 9.5. Budget Committee. A budget committee shall be appointed by the board of directors at least two months prior to the annual meeting to prepare a budget for the ensuing year. The budget shall include the proposed dues. The budget shall be sent to all members 14 days before the annual meeting. The treasurer shall be ex officio a member of the budget committee but shall not be eligible to serve as chairperson of the budget committee.

Section 9.6. Distribution of Funds on Dissolution. In the event of a dissolution for any cause of the LWVWBLA, all moneys and securities which may at the time be owned by or under the absolute control of LWVWBLA shall be paid to the League of Women Voters of Minnesota after the board of directors has paid or made provision for the payment of all the liabilities of the LWVWBLA. All other property of whatsoever nature, whether real, personal, or mixed, which may at the time be owned by or under the control of the LWVWBLA shall be disposed of by any officer or member of the organization having possession of same to such person, organization, or corporation for such public, charitable or educational uses and purposes as may be designated by the then LWVWBLA. In the event of a merger with another league, LWVMN guidelines will govern.

ARTICLE X PROGRAM

Section 10.1. Authorization. The governmental principles adopted by the LWVUS Convention, and supported by the League of Women voters as a whole, constitute the authorization for the adoption of program.

Section 10.2. Program. The program of the LWVWBLA shall consist of:

- a. action to protect the right to vote of every citizen,
- b. action to implement the principles of the LWVUS,
- c. action on those local governmental issues (including ILO and County) chosen for concerted study and action, and
- d. action on those state and national issues which require implementation at the local level of government.

Section 10.3. Action by the Annual Meeting. The annual meeting shall act upon the program using the following procedures:

- a. The board of directors shall consider the recommendations received from the voting members two months prior to the annual meeting and shall formulate a proposed program.

- 1) The proposed program shall be sent to all members 14 days before the annual meeting.
- 2) A majority vote of the voting members present and voting at the annual meeting is required for adoption of subjects in the proposed program as presented to the annual meeting by the board of directors.

- b. Recommendations for program submitted by voting members two months prior to the annual meeting but not recommended by the board of directors may be considered by the annual meeting provided that:

- 1) the annual meeting shall order consideration by a majority vote, and
- 2) the annual meeting shall adopt the item by a two-thirds vote.

- c. Any change in the program due to altered conditions, may be made provided that information concerning the proposed changes be sent to all local members at least 14 days prior to a general membership meeting. At that meeting any such proposed change will be discussed and voted upon

Section 10.4. Member Action. Members may act in the name of the League of Women Voters only when authorized to do so by the board of directors.

**ARTICLE XI
NATIONAL CONVENTION, STATE CONVENTION, COUNCIL AND ILO CONVENTIONS**

Section 11.1. National Convention. The board of directors at a meeting before the date on which the names of delegates must be sent to the national office shall select delegates to that convention in the number allotted the LWVWBLA under the provisions of the bylaws of the LWVUS.

Section 11.2. State Convention and Council. The board of directors at a meeting before the date on which the names of delegates must be sent to the state office shall select delegates to that convention or council in the number allotted the LWVWBLA under the provisions of the bylaws of the LWVMN.

Section 11.3. Inter-League Organizations Conventions. The board of directors at a meeting before the date on which the names of delegates to the convention must be sent to the Inter-League Organization shall select delegates to that convention in the number allotted the LWVWBLA under the provisions of the Inter-League Organization.

**ARTICLE XII
PARLIAMENTARY AUTHORITY**

Section 12.1. Parliamentary Authority. The rules contained in the latest edition of Robert's Rules of Order, Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

**ARTICLE XIII
AMENDMENTS**

Section 13.1. Amendments. These bylaws may be amended by a two-thirds vote of the voting members present and voting at the annual or special meeting, provided that written notice has been sent to each Voting Member at least 14 days in advance of the date of the meeting at which the proposed amendment is to be considered. The notice shall state the text of the proposed amendment or amendments. Any proposed amendment of these Bylaws also requires the approval of the board of League of Women Voters Minnesota.

Revised April 24, 2014 ; Amended August 21, 2014; Amended April 18, 2019