

LEAGUE OF WOMEN VOTERS OF THE AKRON AREA

BYLAWS

Certificate of Incorporation

The undersigned, desiring to form a corporation, not for profit, under Sections 1702.01 et seq. Revised Code of Ohio, do hereby certify:

1. That name of said corporation shall be The League of Women Voters of the Akron Area.
2. The place in Ohio where the principal office of the corporation is to be located is City of Akron, Summit County.
3. The purpose or purposes for which said corporation is formed are: to promote political responsibility through informed and active participation of citizens in their government, to do any and all things which a corporation may do under the laws of the State of Ohio and of the United States.
4. The following persons, not less than three, shall serve said corporation as trustees until the first annual meeting or other meeting called to elect trustees.

Linda Reed Carole Kearns Florence Phippen Catherine D. Lester

In Witness Whereof, We have hereunto subscribed our names, this 12th day of July, 1978

Filed: July 25, 1978

Recorded: Roll E454 Frame 1187

State of Ohio

Linda Reed

Carole Kearns

Florence Phippen

ARTICLE I. NAME

Section 1. Name: The name of this organization shall be the League of Women Voters of the Akron Area, referred to in these bylaws as LWVAA. This local league is an integral part of the League of Women Voters of the United States and the League of Women Voters of Ohio.

ARTICLE II. PURPOSE AND POLICY

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

Section 2. Political Policy. LWVAA shall not support or oppose any political party or any candidate.

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. Citizens at least 18 years of age who join the LWVAA shall be members of the local and state Leagues of their place of joining and of the LWVUS, (1) those who reside outside the area of any local League may join a local League or shall be state members-at-large; (2) those who have been members of the League for 50 years or more shall be life members excused from the payment of dues.
- b. Non-voting Members. All others who join the League shall be associate members.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall consist of the officers of LWVAA, eight elected directors and not more than eight appointed directors.

Section 2. Terms and Manner of Selection. Four directors shall be elected by the general membership at each Annual Meeting, shall take office immediately following their election, and shall serve for a term of two years, or until their successors have been elected and qualified. The officers and elected directors shall appoint such additional directors, not exceeding eight, as they deem necessary to carry on the work of the League. The terms of office of the appointed directors shall be one year and shall expire at the conclusion of the next Annual Meeting. Any retiring Board Member responsible for program or service planned to occur after the Annual Meeting, shall continue on Board, ex-officio, until her/his responsibilities are completed but no later than June 30th of that year.

Section 3. Qualifications. Any person who is elected or appointed or continues to serve as an officer or director of this organization must be a voting member of the LWVAA.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors by reason of the resignation, death, or disqualification of an officer or elected member may be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board of Directors. Three consecutive absences from a Board Meeting of any member without valid reason shall be deemed a resignation.

Section 5. Powers and Duties. The Board of Directors shall have full charge of the properties and business of the organization, with full power and authority to manage and conduct same, subject to the instructions of the general membership. The Board shall plan and direct the carrying out of programs adopted by the National Convention, the State Convention, and by the local membership at Annual Meetings. The Board shall create and instruct such special committees as it deems necessary.

Section 6. Executive Committee. The executive committee shall consist of the officers of the Board. The executive committee shall exercise such power and authority as may be delegated to it by the board and shall report to the board on all actions taken by it between regular meetings of the board.

Section 7. Meetings. There shall be at least nine regular meetings of the Board of Directors each year. The President may call special meetings and shall call a special meeting upon the written request of five members of the Board or upon petition of twelve members of the League.

Section 8. Quorum. A majority of the Board of Directors shall constitute a quorum.

Section 9. Methods of Conducting Business. Meetings and business of the Executive Committee and/or the Board of Directors may be conducted by electronic means, such as telephone conference call, video conferencing, email, or by meeting in person. When conducting necessary board business via email, the safeguards on the policies of board decision making shall be observed.

ARTICLE V. OFFICERS

Section 1. Enumeration. The officers of the LWVAA shall be a President, a President-Elect, a first Vice-President, a second Vice-President, a Secretary, and a Treasurer.

Section 2. Term. All officers, except the President Elect, shall be elected for terms of two years at an Annual Meeting and shall take office immediately following their election.

- a. The first Vice-President and the Secretary shall be elected in odd-numbered years.
- b. The President, second Vice-President and the Treasurer shall be elected in even numbered years.
- c. The President Elect shall be elected in odd numbered years for one year.

Section 3. President. The President shall preside at all meetings of the organization and or the Board of Directors, or shall designate someone to preside instead. The President shall sign, with the Secretary, all contracts and other instruments when so authorized by the Board. In the absence or disability of the Treasurer, the President may sign or endorse checks, drafts, or notes. The President shall be an ex-officio member of all committees except the Nominating committee. The President shall have such usual powers of supervision and management as may pertain to the office of President and shall perform such other duties as may be designated by the Board.

Section 4. President Elect. The President Elect shall perform those duties assigned by the President and assist the Vice-Presidents.

Section 5. Vice-Presidents. The Vice-Presidents, in the order of their rank, shall, in the event of absence, disability or death of the President, possess all the powers and perform all the duties of that office, until such time as the Board of Directors shall elect one of its members to fill the vacancy. The Vice-Presidents shall perform such other duties as the President and Board may designate.

Section 6. Secretary. The Secretary shall keep minutes of all business meetings of the membership and meetings of the Board of Directors. One copy of all minutes shall be kept in the Secretary's notebook and one copy of all minutes in the LWVAA files. The Secretary shall sign, with the President, all contracts and other instruments when so authorized by the Board and shall perform such other functions as may be incident to the office of Secretary.

Section 7. Treasurer. The Treasurer shall collect and receive all monies, shall deposit them in a bank designated by the Board of Directors, and shall disburse them only upon order of the Board. The Treasurer shall present statements to the Board at its regular meetings and shall present an annual report to the membership at the Annual Meeting. The books of the Treasurer shall be reviewed annually by a public accountant or by a committee appointed by the Board of Directors.

ARTICLE VI. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of the LWVAA shall coincide with the fiscal year of the League of Women Voters of Ohio.

Section 2. Dues. Annual dues shall be payable on the first day of July. The amount of the annual dues shall be proposed by the Board of Directors, and approved by the membership at the Annual Meeting. Any member who fails to pay dues within two months after they become payable shall be dropped from the membership rolls.

- a. A member joining February 1 or thereafter will be assessed the yearly dues until the membership year beginning July 1 of the following year.
- b. When two members reside at the same address in a common household, those members will pay one and one-half times the annual dues.

c. Members will pay one-half the normal dues until the age of thirty.

Section 3. Budget Committee. Six months prior to each Annual Meeting, the Board of Directors shall appoint a Budget Committee. The Committee shall prepare and submit to the Board of Directors a budget covering League finances for the ensuing fiscal year. The Treasurer shall be ineligible to serve as chairman of the Budget Committee.

Section 4. Budget. At each Annual Meeting the Board of Directors shall submit to the members of the League for their adoption a budget covering the ensuing fiscal year. In addition to local expenditures, the budget shall include the Per Member Payment (PMP) for the League of Women Voters of the U.S. and the Per Member Payment (PMP) for the League of Women Voters of Ohio. A copy of the budget shall be sent to each member at least one month in advance of the Annual Meeting.

ARTICLE VII. MEETINGS

Section 1. Membership Meetings. There shall be at least three general membership meetings each year at such times and places as may be determined by the Board of Directors.

Section 2. Annual Meeting. An Annual Meeting shall be held near the end of the fiscal year, the exact date to be determined by the Board of Directors. The President shall appoint three people to review and adopt the minutes of the Annual Meeting.

- a. Members attending the Annual Meeting shall:
 1. Adopt a local program for the ensuing year,
 2. Elect officers and directors,
 3. Adopt an adequate budget,
 4. Elect members of the Nominating Committee in odd numbered years,
 5. Transact such other business as may properly come before it.
- b. Quorum. 15% of current membership as of January 1 preceding the Annual Meeting shall constitute a quorum for conducting business at the Annual Meeting.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. The Nominating Committee shall consist of five members.

- a. The Chairman and two members, who shall not be members of the Board, shall be elected for a two year term at the Annual Meeting at which the President is elected. Nominations for these officers shall be made by the current Nominating Committee.
- b. Every year, the Board of Directors shall appoint two of its members to the Nominating Committee for a one year term.

Section 2. Report of the Nominating Committee and Nominations from the Floor. The report of the Nominating Committee of its nominations for Officers, Directors, the Chair and two members of the next Nominating Committee shall be sent to all members one month before the date of 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 3. Elections. The election shall be by ballot, except that when there is but one nominee for each office, the vote may be by acclamation, and the Secretary instructed to cast the ballot. A majority vote of those voting members present and voting at the Annual Meeting shall constitute an election.

ARTICLE IX. PROGRAM

Section 1. Authorization. The governmental principles adopted by the National convention, and supported by the League as a whole, constitute the authorization for adoption of the Program.

Section 2. Program. The Program of the LWVAA shall consist of:

- a. Action to implement the principles of the League of Women Voters of the United States and the League of Women Voters of Ohio.
- b. Those local governmental issues chosen for concerted study and action.

Section 3. Program Selection.

A. Recommended Program.

1. The Board of Directors shall consider the recommendations sent in by Voting Members resident within the jurisdictions of the local governments concerned two months prior to the Annual Meeting and shall formulate a Proposed Program.
2. The Proposed Program shall be sent to all members one month before the Annual Meeting.
3. Issues that relate to several specific jurisdictions in the proposed program as presented to the Annual Meeting by the Board of Directors shall require for adoption a majority vote of the members, present and voting, resident within the jurisdictions of the local governments concerned, and followed by a majority vote of concurrence of the members, present and voting, residing outside the jurisdictions of the local governments concerned.

B. Non-recommended Program.

1. Recommendations for Program submitted by voting members resident within the Jurisdictions of the local governments concerned two months prior to the Annual Meeting but not included in the proposed program recommended by the Board of Directors may be considered at the Annual Meeting provided that:
 - a. The Annual Meeting shall order consideration by a majority vote of the Voting members resident within the jurisdictions of the local governments concerned and present and voting.
 - b. The Annual Meeting shall adopt the item by majority vote of the voting Members resident within the jurisdictions of the local governments concerned and present and voting, and followed by a majority vote of concurrence of the voting members resident outside the jurisdictions of the local governments concerned and present and voting.
2. Changes in the Program, in case of altered conditions, may be made provided that:
 - a. Information concerning the proposed changes has been sent to all members at least two weeks prior to a general membership meeting at which the changes are to be discussed.
 - b. Final action by the membership resident within the jurisdiction of the local governments concerned is taken at a succeeding meeting, with concurrence by the membership residing outside the jurisdiction of the local governments.

Section 4. Member Action. Members shall act in the name of the League of Women Voters only when authorized to do so by the proper Board of Directors, or by the Executive Committee on an emergency and temporary basis.

ARTICLE X. NATIONAL CONVENTION, STATE CONVENTION, STATE COUNCIL

Section 1. National Convention. The Board of Directors shall select delegates to the National Convention in the number allowed by the League of Women Voters of the United States.

Section 2. State Convention. The Board of Directors shall select delegates to the State Convention, the number to be in conformity with the provisions of the Bylaws of the League of Women Voters of Ohio.

Section 3. State Council. The Board of Directors shall select delegates to the Council in the number allotted the LWVAA, under the provisions of the Bylaws of the League of Women Voters of Ohio.

ARTICLE XI. PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority. The rules contained in the most recent *Robert's Rules of Order Revised* shall govern the organization in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.

Section 2. Parliamentarian. The President may select, on a temporary or term basis, a parliamentarian to educate, enforce, and clarify the parliamentary rules and procedures, bylaws, and other board policy and procedures.

ARTICLE XII. AMENDMENTS

Section 1. Amendments. These Bylaws may be amended by a majority vote of the voting members present and voting at the Annual Meeting, provided the proposed amendments were submitted to the membership in writing at least one month in advance of the meeting.

Adopted May 27, 1947, amended June 1948; April 1949, 1953, 1956, 1959, 1961, 1962, 1964; March 1966; April 1969, 1972, 1973, 1976; March 1977; April 1978, 1980, 1982, 1986, 1987, 1989; June 1990, 1993, 1998, 2000, 2004, 2009, 2015.