

# League of Women Voters of Hillsborough and Pasco Counties Bylaws

Proposed May 2024

## Article I: Name

**Section 1.** The name of this organization shall be the League of Women Voters of Hillsborough, **doing business as the League of Women Voters of Hillsborough and Pasco Counties, hereafter referred to as the League of Women Voters of Hillsborough and Pasco Counties.** This local League is an integral part of the League of Women Voters of the United States and the League of Women Voters of Florida.

## Article II: Purposes and Policy

**Section 1. Purposes.** The purposes of the League of Women Voters of Hillsborough **and Pasco Counties** 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 League of Women Voters of Hillsborough County are:

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

**Section 3. Tax Exempt Status.** The League of Women Voters of Hillsborough **and Pasco Counties** 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, it 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 of Women Voters of Hillsborough **and Pasco Counties** 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.**

1. *Voting Members.* Persons at least 16 years of age who join the League of Women Voters of Hillsborough and Pasco Counties shall be voting members of the League of Women Voters of Florida and of the League of Women Voters of the US;
  1. those who have been members of the LWVUS for 50 years or more shall be honorary life members excused from the payment of dues;
  2. those who are students are defined as individuals who are enrolled as full or part time with an accredited institution.
2. *Associate Members.* All others who join the League shall be associate members.

## **Article IV: Board of Directors**

**Section 1. Executive Committee.** The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary, Treasurer and two additional Directors from the Board appointed by the President. The Executive Committee shall be empowered to carry out the business of the League. The Executive Committee is governed by the same bylaws as set forth in Sec. 4 and 9.

**Section 2. Board of Directors.** The Board of Directors shall consist of the officers, not more than six elected directors, and not more than six appointed directors. One-half of the elected directors shall be elected by the general membership at each Annual Meeting and each elected director shall serve for a term of two years, except in case of resignation or other inability of the elected director to serve as set forth in Section 3 below. The elected members shall appoint such additional directors, not exceeding six, 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.

**Section 3. Vacancies.** Any vacancy occurring in the Board of Directors by reason of resignation, death or disqualification of an officer or elected member may be filled by a majority vote of the remaining members of the Board of Directors. The member so chosen shall serve until the next Annual Meeting.

**Section 4. Absences.** Three unexcused absences from a Board meeting by any member may be deemed a resignation.

**Section 5. 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 the property and conduct the business subject to the instructions of the general membership. 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 Meeting. The Board shall create and designate such special committees as it may deem necessary.

**Section 6. Meetings.** The Board of Directors shall meet at least quarterly. The president 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.

**Section 7. Action by Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors, and such written consent is filed with the minutes of its proceedings. This process shall be used only for items that do not require board discussion. Action by Consent may be accomplished electronically with the electronic response from each member filed with the minutes of its proceedings.

**Section 8. Meetings by Telephone or Similar Communications Equipment.** Any member or members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or available communications technology by means of which all Directors participating in the meeting can hear each other and participation in such a meeting shall constitute presence in person by any such Director at such meeting.

**Section 9. Quorum.** A majority of the members of the Board of Directors shall constitute a quorum.

## **Article V: Officers**

**Section 1. Enumeration and Election of Officers.** The officers of the League of Women Voters of Hillsborough and Pasco Counties shall be a President, President-Elect, Vice President, a Recording Secretary and a Treasurer. The President and President-Elect shall be elected for a term of one year by the general membership at an Annual Meeting and shall take office immediately. The Vice President, Recording Secretary and Treasurer shall be elected for terms of two years by the general membership at an Annual Meeting and shall take office immediately. The Secretary shall be elected in odd numbered years. The Vice President and the Treasurer shall be elected in even-numbered years. **Co-officers**

are permissible and references herein to any officers shall include the possibility of co-officers.

**Section 2. The President.** The president shall preside at all meetings of the organization and of the Board of Directors. They may, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes. They shall be ex-officio, a member of all committees except the Nominating Committee. They 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.

**Section 3. President-Elect.** The President-Elect shall speak for the President when authorized, shall chair the Board of Directors and other meetings in the President's absence, shall monitor LWV national and state deadlines, and shall work with essential committees. The President-Elect shall perform such duties as the President and Board may designate. ~~The President-Elect shall in the event of absence, disability, resignation or death of the President, possess all the powers and perform all the duties of that office.~~

**Section 4. The Vice President.** The Vice President shall serve as liaison between all other committee chairs and the President and shall perform such duties as the President and the Board may designate.

**Section 5. The Recording Secretary.** The Secretary shall keep minutes of the Annual Meeting of the League and of all meetings of the Board of Directors. They shall notify all officers and Directors of their election or appointment. They 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.

**Section 6. The Treasurer.** The Treasurer shall collect and receive all monies due. They shall be the custodian of all these monies, shall deposit them in a bank designated by the Board of Directors, and shall disburse the same in compliance with the budget or upon order of the Board. The Board shall establish policies as to what expenditures shall require prior approval. They shall present statements to the Board at their regular meetings and an annual report to the Annual Meeting.

**Section 7. Vacancies.** A vacancy occurring in the office of President, due to absence, disability, resignation or death, shall be filled for the remainder of the unexpired term by the President-Elect. If the President-Elect position is vacant, a vacancy in the office of President shall be filled for the remainder of the unexpired term by the Vice President. A vacancy occurring in any other office shall be filled by a majority vote of the Board of Directors. The member so chosen shall serve until the next Annual Meeting.

## Article VI: Financial Administration

**Section 1. Fiscal Year.** The fiscal year of the League of Women Voters of Hillsborough and Pasco Counties shall commence on the first day of July in each year.

**Section 2. Dues.** ~~Annual dues are due by the end of the month one year after the member last paid or joined. Changes in the amount of annual dues shall be set by the membership at the Annual Meeting.~~ Members shall pay dues in accordance with LWVUS policy. Membership lasts for one year after joining or renewal.

**Section 3. Budget.** A budget for the ensuing 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 league as a whole and shall separate proposed expenditures for education activities from proposed expenditures for advocacy activities.

**Section 4. Budget Committee.** A Budget Committee shall be appointed by the Board of Directors at least three months prior to the Annual Meeting to prepare a budget for the ensuing year. The proposed budget shall be sent to all members one month before the Annual Meeting. The Treasurer shall not be eligible to serve as chair of the Budget Committee.

**Section 5. Dissolution Clause.** In the event of the merger or dissolution of the League of Women Voters of Hillsborough and Pasco Counties 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 League of Women Voters of Hillsborough and Pasco Counties 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 League of Women Voters of Hillsborough and Pasco Counties 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 VII: Meetings

**Section 1. Membership Meetings.** There shall be at least four (4) meetings of the general membership each year. Time and place shall be determined by the Board Members.

**Section 2. Annual Meetings.** An Annual Meeting of the general membership shall be held between April 1 and June 30, on a date to be determined by the Board of Directors.

The Annual Meeting shall:

1. adopt a local program for the ensuing year;
2. elect Officers, Directors, and members of the Nominating Committee;
3. adopt a budget; and,
4. transact such other business as may properly come before it.

**Section 3. Meetings by Telephone or Available Communications Technology.** All members may participate in any meeting by means of conference telephone or available communications technology by means of which all members participating in the meeting can hear each other and participation in such a meeting shall constitute presence in person by any such Director at such meeting.

**Section 4. Quorum.** Ten percent of the voting membership or fifteen (15) members, whichever is greater, shall constitute a quorum at all membership meetings of the League of Women Voters of Hillsborough and Pasco Counties during which a vote of the membership will be required.

## **Article VIII: Nominations and Elections**

**Section 1. Nominating Committee.** The Nominating Committee shall consist of five members, two of whom shall be members of the Board of Directors. The Chair, and two members, who shall not be members of the Board, shall be elected at the Annual Meeting. During their term of office, the elected committee members shall attend at least one Board meeting and three general meetings. Nominations for these offices shall be made by the current Nominating Committee. The other two members shall be appointed by the Board of Directors immediately following the Annual Meeting. All members of the Nominating Committee will serve for one (1) year terms. 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 voting member. The Nominating Committee may be asked by the Board of Directors to assist, between elections, in filling Board vacancies.

**Section 2. Report of 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 one

month before the date of the Annual Meeting. The report of the Nominating Committee shall be presented to the Annual 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.

**Section 3. Elections.** The election shall be by ballot, provided that when there is but one nominee for each office, the Secretary may be instructed to cast the ballot for every nominee. A majority vote of those qualified to vote and voting shall constitute an election. Absentee proxy voting shall not be permitted.

## **Article IX: Program**

**Section 1. Authorization.** The governing 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 League of Women Voters of Hillsborough and Pasco Counties shall consist of those local, state, and/or national issues chosen for concerted study and action.

### **Section 3. Program Selection.**

1. The Board of Directors shall consider recommendations sent in by the voting members two months prior to the Annual Meeting and shall formulate a proposed program. All proposed Programs must include a designated Chair,
2. The proposed program shall be sent to all members one month before the Annual Meeting.
3. A majority vote of voting members present at the Annual Meeting shall be required for adoption of subjects in the proposed program as presented to the Annual Meeting by the Board of Directors.
4. Recommendations for programs submitted by voting members two months prior to the Annual Meeting but not recommended by the Board of Directors may be considered at 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.
5. Changes in the program, in the case of altered conditions, may be made provided that

1. Information concerning the proposed changes has been sent to all members at least two weeks prior to a general membership meeting at which the change is to be discussed; and
2. Final action by the membership is taken at a succeeding general membership meeting.

**Section 4. Member Action.** Members may act in the name of the League of Women Voters only when authorized to do so by the President.

## **Article X: National and State Conventions, and Council**

**Section 1. National Convention.** Either the membership or the Board of Directors, at a meeting prior to the convention of the League of Women Voters of the United States, shall elect delegates to that Convention in the number allotted the **League of Women Voters of Hillsborough and Pasco Counties** under the provisions of Article X, Section 4 of the bylaws of the League of Women Voters of the United States.

**Section 2. State Convention.** Either the membership or the Board of Directors, at a meeting prior to the State Convention, shall elect delegates to that convention.

**Section 3. State Council.** Either the membership or the Board of Directors, at a meeting before the date on which the names of delegates must be sent to the State Office, shall elect delegates to that Council in the number allotted the League of Women Voters of Hillsborough **and Pasco Counties** under the provisions of the bylaws of the League of Women Voters of Florida.

## **Article XI: Parliamentary Authority**

**Section 1.** The rules contained in 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 XII: Amendment**

**Section 1.** These bylaws may be amended by a two-thirds vote of the voting members present at the Annual Meeting, provided the amendments were submitted to the membership in writing at least one month in advance of the meeting.