

BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF THE PORTLAND AREA, MAINE

(as amended May 21, 2014)

(amended April 13, 2017)

ARTICLE I. Name

The name of this organization shall be the League of Women Voters of the Portland Area, Maine, hereinafter referred to in these bylaws as LWVPA or as the League. 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 the League of Women Voters of Maine also referred to as LWVME.

ARTICLE II. Purposes and Policy

Sec. 1. **Purposes.** The purposes of ~~the~~ LWVPA are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Sec. 2. **Political Policy.** The League shall not support or oppose any political party or any candidate.

ARTICLE III. Membership

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

Sec. 2. Types of Membership.

A. **Voting Members.** Persons at least 16 years of age who join the League shall be voting members of the local League, State League and of the LWVUS. Individuals who live within an area of a local League may join that League or any other local League. Those who reside outside the area of any local League may join a local League or shall be state members-at-large. Those who have been members of the League for 50 years or more shall be life members excused from the payment of dues.

B. **Associate Members.** All others who join the League shall be associate members.

ARTICLE IV. Board of Directors

Sec. 1. **Selection, Qualifications and Term.** The board of directors shall consist of the officers of ~~the~~ LWVPA (see Article V) and four directors elected at an annual meeting, and between zero and four directors appointed by the elected members of the board. ~~At least 4~~ **At least** two directors shall be elected in the even-numbered years and **at least** two directors shall be elected in the odd-numbered years. All directors shall be voting members of the League. They shall serve for a term of two years or until their successors have been elected or appointed and qualified. Vacancies other than the presidency may be filled by vote of the remaining members of the board.

Sec. 2. **Removal.** The board of directors may, by vote of a two-thirds majority of the directors then in office, remove any director for cause. Such cause may include, but not be limited to, continuing absence from board meetings without excuse, failure to complete assigned duties, jeopardizing the reputation of the League, or lack of cooperation with the board. Prior to the vote, the director shall receive written notification and opportunity to address the board.

Sec. 3. **Powers.** The board shall manage and supervise the business, affairs, and activities of ~~the~~ LWVPA, subject to the instructions of the annual meeting. It shall select delegates to state conventions ~~and council~~ and to national convention. It shall accept responsibility for such other matters as the national or state board may from time to time delegate to it. It shall have the power to create special committees as it deems necessary and shall perform such other duties as are specified in these bylaws.

Sec. 4. **Executive Committee.** ~~The board may appoint an executive committee consisting of no fewer than four members of the board. The president shall be a member of the executive committee.~~ **The executive committee shall consist of the officers of LWVPA.** 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.

Sec. 5. **Meetings.** At least four regular meetings of the board shall be held annually. The president may call special meetings. Special meetings of the board may also be called at the written request of a majority of the board. Three consecutive absences from regular board meetings without excuse shall constitute a resignation.

Sec. 6. **Quorum.** A majority of the members of the board of ~~the~~ LWVPA 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 equipment 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.

Sec. 7. **Informal Action by the Board of Directors.** Any action required or permitted by law to be taken at a meeting of the directors may be taken without a meeting if an electronic or written consent setting forth the action so taken is endorsed by a majority of the voting members of the board of directors.

ARTICLE V. Officers

Sec. 1. **Election, Qualifications and Term.** The elected leadership team of ~~the~~ LWVPA shall be president, vice-president, secretary and treasurer. They shall be voting members of the League and shall serve for a term of two years or until their successors have been elected or appointed and qualified. **The president and the vice-president may be elected as co-presidents, in such instance the president and the vice-president shall be elected for the same terms.** The persons serving as vice-president, secretary and treasurer may serve dual roles.

Sec. 2. **The President.** The president shall have such powers of supervision and management as customarily pertain to the office; shall preside at all meetings of the organization and the board or designate another person to do so; shall be, ex officio, a member of all committees except the nominating committee; shall serve as the chair of the executive committee if one is established by the board; may sign or endorse checks, drafts and notes in the absence of the treasurer; and shall perform such other duties as the board may direct. In the event of the absence, disability, resignation or death of the president, the vice-president shall assume the office. If no vice-president is able to serve as president, the board shall fill the vacancy from among the other officers and elected directors.

Sec. 3. **The Vice-President.** The vice-president shall perform such duties as the president and the board shall direct.

Sec. 4. **The Secretary.** The secretary shall keep minutes of the meetings of the membership and the board. The secretary shall notify all officers and directors of their election and shall sign with the president all contracts and other instruments when so authorized by the board and shall perform such other duties as the president and board shall direct.

Sec. 5. **The Treasurer.** The treasurer shall collect and receive all moneys due. The treasurer shall be the custodian of these moneys, shall deposit them in a bank designated by the board, and shall disburse the same only upon order of the board. The treasurer shall arrange for an annual review of the books, provide the board with a report of the financial review, and provide the membership with the report of the financial review at the annual meeting.

ARTICLE VI. Financial Administration

Sec. 1. **Fiscal Year.** The fiscal year of ~~the~~ LWVPA shall be from July 1 to June 30 of each year.

Sec. 2. **Dues.** The amount of the dues for the ensuing year(s) shall be set ~~upon the adoption of the budget by the LWVME.~~ Any member who fails to pay dues within three months of the date payable shall be dropped from the membership rolls.

Sec. 3. **Budget Committee.** The budget shall be prepared by a committee that shall be appointed ~~by the board of directors~~ for that purpose at least two months before the annual meeting. ~~The treasurer shall be an ex-officio member of the budget committee and shall not be eligible to serve as chair.~~ The board of directors shall appoint the chair of the budget committee. The board shall consider the proposed budget and recommend a budget, which shall be sent to the members at least one month before the annual meeting.

Sec. 4. **Distribution of Funds on Dissolution.** In the event of the dissolution of ~~the~~ LWVPA, all moneys and securities which may at the time be owned by or under the control of ~~the~~ LWVPA shall be paid to ~~the~~ LWVME after the state and national per member payments and other obligations have been met. All other property of whatsoever nature, whether real, personal, or mixed that may at the time be owned or under the control of ~~the~~ LWVPA shall be disposed of to ~~such a Maine person,~~ organization, or corporation for such public charitable or educational use and purposes as the board at its absolute discretion may designate.

ARTICLE VII. Meetings

Sec. 1. **Membership Meetings.** There shall be a minimum of ~~four~~ ~~two~~ meetings of the membership each year. The time and place shall be determined by the board. Special meetings of the members may be called by the president, the board of directors or upon written request of ten percent of the voting members.

Sec. 2. **Annual Meeting.** An annual meeting shall be held in the spring of the year, the exact date to be determined by the board. The annual meeting shall adopt, as necessary, a local program for the ensuing year; elect officers and directors, ~~the chair and two members of the nominating committee;~~ adopt a budget; and transact such other business as may properly come before it. Absentee or proxy voting shall not be permitted. ~~Ten percent of the voting members shall constitute a quorum for transaction of business at the annual meeting.~~

~~Sec. 3. **Quorum.** Ten percent of the voting members shall constitute a quorum at all membership meetings of the LWVPA, provided written notice of the meeting is sent to the membership at least one week in advance.~~

ARTICLE VIII. Nominations and Elections

Sec. 1. **Nominating Committee.** The nominating committee shall ~~be selected by the board of directors and~~ consist of at least three members. ~~The chair and one member, who shall not be members of the board, shall be elected by the annual meeting. Immediately following the annual meeting, the board shall appoint one of its members to the committee. If the nominating committee is greater than three, the committee shall consist of a non-board member chair, and at least as many non-board members as board members.~~ The board of directors shall appoint the chair of the nominating committee. The term of office for the chair and members of the nominating committee shall be one year. Vacancies shall be filled by appointment by the board.

Sec. 2. **Report of the Nominating Committee.** The report of the nominating committee, containing its nominations for officers and directors ~~and the chair and off-board member(s) of the next nominating committee~~ shall be sent to the members one month before the annual meeting. The report of the nominating committee shall be presented to the annual meeting. Nominations may be made from the floor immediately thereafter, provided the consent of the nominee has been obtained.

Sec. 3. **Election.** Election shall be by ballot, except that if there is only one nominee for an office, it shall be by voice vote. A majority of those present and voting shall constitute election.

ARTICLE IX. Principles and Program

Sec. 1. **Principles.** The principles are concepts of government adopted by the national convention and supported by the League as a whole. They are the authorization for the adoption of national, state, and local program.

Sec. 2. **Program.** The program of ~~the~~ LWVPA shall ~~be consistent with the purposes and policies in Article II. consist of a) action to protect the right to vote of every citizen, and b) those local governmental issues chosen for concerted study and action.~~

Sec. 3. **Program Selection.** The annual meeting shall ~~select~~ approve the governmental issues for concerted study and action.

~~The board of directors shall consider the recommendations sent in by the voting members two months prior to the annual meeting and shall formulate a proposed program.~~

~~The program shall be consistent with the purposes and policies in Article II.~~

- A. ~~The board of directors shall proposed the program and shall be sentd it to all the members one month before the annual meeting.~~
- B. A majority vote of the voting members present and voting at the annual meeting shall be required for adoption of elements in the proposed program as presented to the annual meeting by the board of directors.
- C. ~~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 of those present and voting.~~
- D. ~~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 meeting.~~

Sec. 4. **Member Action.** Members may act in the name of ~~the~~ LWVPA only when authorized to do so by the board of directors. They may act only in conformity with, and not contrary to a position taken by the LWVUS, ~~the~~ LWVME and ~~the~~ LWVPA.

ARTICLE X. National Convention, ~~and State Convention, and Council~~

Sec 1. **National Convention.** The board at its meeting immediately preceding the convention of the LWVUS shall elect delegates to the convention in the number allotted to ~~the~~ LWVPA by the LWVUS.

Sec. 2. **State Convention.** The board at its meeting immediately preceding the state convention shall elect delegates to that convention in the number allotted to ~~the~~ LWVPA by ~~the~~ LWVME.

~~Sec. 3. **State Council.** The board at its meeting immediately preceding the state council shall elect delegates to the council in the number allotted to the LWVPA by the LWVME.~~

ARTICLE XI. Severability

Sec. 1. If any provision of these Bylaws is contrary to law, then such provision shall be valid only to the extent permitted by law, but all other provisions of these Bylaws will continue in full force and effect.

ARTICLE XII. Parliamentary Authority

Sec. 1. The rules contained in the current edition of Roberts' Rules of Order Newly Revised shall govern the organization in all cases in which they are applicable, and in which they are not inconsistent with these bylaws.

ARTICLE XIII. Amendments

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