

# Bylaws

## League of Women Voters of Texas

A 501(c)(3) Corporation

Adopted June 19, 1947

Amended 1956, 1958, 1960, 1962, 1966, 1968, 1970, 1971, 1973, 1975, 1977, 1979, 1981, 1983, 1985, 1987, 1989, 1991, 1993, 1999, 2001, 2003, 2006, 2008, 2010, 2012, 2016

Amended January 4, 2019 as a new nonprofit corporation.

### ARTICLE I. NAME

The name of this organization shall be League of Women Voters of Texas, hereinafter referred to in these bylaws as LWVTX, or, as the League or state League. This state League is an integral part of the League of Women Voters of the United States, hereinafter referred to in these bylaws as LWVUS.

### ARTICLE II. PURPOSES AND POLICY

#### Section 1. Purposes

- a. The purposes of the LWVTX are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.
- b. The corporation 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 corporation 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 corporation shall be attempting to influence legislation.

#### Section 2. Political Policy

The League 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.* Persons at least 16 years of age who join the LWVTX shall be voting members of the local and state Leagues of their place of joining and of the LWVUS;
  - 1) those who live within an area of a local League may join that League or any other local League;
  - 2) those who reside outside the area of any local League may join a local League or shall be state members;
  - 3) 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. LOCAL LEAGUES AND LEAGUES AT LARGE

#### Section 1. Local Leagues

- a. Local Leagues are those Leagues within the state of Texas that have been so recognized by the LWVUS.
- b. The board of directors, hereinafter also referred to as the state board, shall recommend to the board of the LWVUS, hereinafter referred to as the national board, that it recognize as a local League any group of members of the League in any community within the state provided the group fulfills recognition requirements.

- c. In the event of recurrent failure of a local League to fulfill the national and/or state requirements, the board of the LWVTX shall recommend to the national board that it withdraw recognition from such local League. In the event of the dissolution of the local League, all monies and securities that may at the time be owned or under the control of the local League shall be paid to the LWVTX after the local League board has paid or made provision for the payment of all liabilities of the local League. All other property of whatsoever nature, whether real, personal, or mixed, which may at the time be owned or under the control of the local League, shall be disposed of to such person, organization, or corporation for such public, charitable, or educational use and purposes as the state board in its absolute discretion may designate.

## Section 2. Leagues at Large

- a. The state board may authorize the establishment of Leagues at Large, composed of state members, where feasible. Leagues at Large shall operate within the limitations established by the LWVUS and within guidelines adopted by the state board.
- b. In the event of recurrent failure to adhere to guidelines for Leagues at Large or to operate within the limitations established by the LWVUS, the state board may withdraw approval of the League at large. All assets held by a League at Large from which approval has been withdrawn shall be turned over to the state League.

# ARTICLE V. OFFICERS

## Section 1. Election, Qualifications, and Term

The officers of the LWVTX shall be a president, four vice presidents, a secretary, and a treasurer. They shall be voting members of the LWVTX and shall be elected by the convention to hold office for 2 years beginning June 1 of the year of their election or until their successors have been elected and qualified. The same person shall not hold both the offices of president and secretary.

## Section 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 state board, or designate another person to do so; shall be, ex officio, a member of all committees except the nominating committee; may sign or endorse checks, drafts, and notes in the absence or disability of the treasurer; and shall perform such other duties as the state board may direct.

## Section 3. The Vice Presidents

At its first board meeting the new state board shall designate one vice president who, in the event of the absence, disability, resignation, or death of the president, shall assume the office of president. Should that vice president be unable to serve as president, the state board shall choose one of its other elected members to fill the vacancy. The vice presidents shall perform such duties as the president and state board direct.

## Section 4. The Secretary

The secretary shall keep or cause to be kept minutes of convention, statewide conference, and meetings of the state 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 president, and shall perform such other duties as the president and state board shall direct.

## Section 5. The Treasurer

The treasurer shall perform such duties as customarily pertain to the office; arrange for an at least biennial professional review of the books; and, at the direction of the state board, maintain deposits in authorized financial institutions. The treasurer may sign, with written authorization from the president, contracts and other financial agreements, and shall provide copies of such documents to the secretary for archiving.

## ARTICLE VI. BOARD OF DIRECTORS

### Section 1. Selection, Qualifications, and Term

The board of directors shall consist of the officers of the LWVTX, six directors elected by the convention, and not more than six directors appointed by the elected members of the board. All directors shall be voting members of the LWVTX and shall serve for 2 years beginning June 1 of the year of their election, or until their successors have been elected and qualified. Vacancies other than the presidency may be filled by vote of the remaining members of the board.

### Section 2. Powers

The state board shall manage and supervise the business, affairs, and activities of the LWVTX subject to the instruction of the convention. The board shall plan and direct the work necessary to carry out the program on state governmental matters as adopted by the convention. It shall accept responsibility for the organization and development of local Leagues and Leagues at Large, the promotion of League program, financial development, and such other matters as the national board may from time to time delegate to it. It shall have the power to create such special committees, as it deems necessary and shall perform such other duties as are specified in these bylaws. Any committee with the authority to carry out the powers exclusive to the board in the management of the League shall have at least two committee members, and a majority of those members must be board members.

### Section 3. Meetings

At least three regular meetings shall be held annually at such time and place as the board may determine. The president may call special meetings and, upon the written request of at least five members of the board, shall call a special meeting. Notice of all regular meetings shall be given at least 2 weeks before the meeting, and notice of all special meetings shall be given at least 3 days before the meeting. During a convention or statewide conference, the president may, or upon the request of at least five members shall, call a special meeting by giving written notice to each member of the board. Special meetings may be held by electronic communication. Any one or more members of the board may participate in a meeting by means of electronic communications equipment, so long as all participants in the meeting can simultaneously hear each other. Participation by such means shall constitute presence at the meeting.

### Section 4. Actions Without a Meeting – Written 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 majority of all directors expressly approve the action in a written or electronically transmitted consent, and such collective consent is filed in paper or electronic form with LWVTX corporate records. Each consent must be dated and clearly indicate the director from whom it is issued, either by signature or other means of identification (such as an email address). If an action is approved in this manner, prompt follow-up notice of the action must be provided to each director who did not provide consent in writing.

### Section 5. Absences

Unexcused absences from two consecutive board meetings or three unexcused absences from board meetings in a biennium shall be considered a resignation from the board.

### Section 6. Quorum

A majority of the members of the board of the LWVTX shall constitute a quorum.

### Section 7. Indemnification and Limitation of Liability

The directors and all officers or other appointed representatives of the LWVTX shall be indemnified and their liability shall be limited to the fullest extent authorized by the Texas Non-Profit Corporation Act, Article 1396-2.22A, Vernon's Annotated Civil Statutes, as it now exists or hereafter may be amended and by the Charitable Immunity and Liability Act, Chapter 84 of the Civil Practices and Remedies Code.

## Section 8. Removal From Office

In executing the duties of their office, board members are expected to carry out applicable laws and regulations as well as League bylaws, mission, policies, principles, positions, standards, and procedures. Board members who do not shall be counseled. If violations persist, they may be removed from office by a two-thirds vote of the board of directors. A board member may resign at any time by providing written notice to LWVTX.

## Article VII. Convention

### Section 1. Place, Date, and Call

A convention of the LWVTX shall be held biennially in the even-numbered years at a time and place determined by the state board. A first call to convention shall be sent to the presidents of local Leagues, to the chairs of Leagues at Large, and to state members not in Leagues at Large at least 120 days before the date fixed in said call. Thereafter, the state board may advance or postpone this date by not more than 14 days. A final call, giving the exact time and place of the convention, shall be issued at least 42 days before the session opens.

### Section 2. Composition

The convention shall consist of

- a. the president of each local League/League at large or an alternate, in the event the president is unable to attend;
- b. delegates chosen by members of local Leagues/Leagues at Large as follows: One delegate for the first 15 voting members, and one delegate for every 10 additional voting members or major fraction thereof. The official membership count shall be determined by state office records of voting members as of January 31 of the year in which convention is held; and
- c. the members of the state board.

### Section 3. Delegate Qualifications and Voting

All delegates shall be voting members of the LWVTX. The convention shall be the sole judge of whether or not a delegate is qualified to vote. Absentee or proxy voting shall not be permitted. A majority of delegates present shall be sufficient to approve actions, as long as the conditions for a quorum are met (except as provided below).

### Section 4. Powers

The convention shall adopt a program; 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.

### Section 5. Quorum

A quorum shall consist of a majority of the delegates registered at the convention provided that no fewer than a majority of local Leagues are represented.

## Article VIII. Statewide Conference

### Section 1. Place, Date, and Call

A statewide conference may be called as needed at a time and place determined by the state board. A formal call shall be issued to local League presidents and chairs of Leagues at Large at least 30 days before a statewide conference meeting.

### Section 2. Purpose

The purpose of the statewide conference shall be determined by the interests and needs of members, local Leagues, Leagues at Large, and the state board. The statewide conference is open to all League members. Business may be conducted if necessary.

### Section 3. Conduct of Business

- a. In event of conduct of business, eligible voters will be as follows:
  - 1) the president of each local League or an alternate, in the event the president is unable to attend; and one other delegate chosen by the local League board. Each League at Large with at least five members shall be entitled to one voting delegate;

- and
- 2) the members of the state board.
- b. *Quorum*. A majority of voting delegates registered at statewide conference shall constitute a quorum provided that no fewer than a majority of local Leagues are represented.
  - c. A majority of those delegates present shall be sufficient to approve actions, if the conditions for a quorum are met (except as provided below).

#### Section 4. Powers

- a. In the event of conduct of business, the statewide conference may give guidance to the state board on program and methods of work.
- b. In the event of an emergency, the statewide conference may change the program upon recommendation of the state board or a local League, using the following procedure:
  - 1) Any local League proposing a change shall submit it to the state board at least 60 days before a proposed statewide conference; the state board shall decide whether or not to recommend the change.
  - 2) At least 30 days before the statewide conference, the state board shall send to the presidents of local Leagues all proposed changes.
  - 3) A majority vote of the delegates present and voting shall be required for consideration of any change proposed by a local League and not recommended by the state board.
  - 4) A two-thirds vote of the delegates present and voting shall be required to adopt any change.
- c. The statewide conference may transact other business that may properly come before it.

### ARTICLE IX. NOMINATIONS AND ELECTIONS

#### Section 1. Nominating Committee

The nominating committee shall consist of five members. The chair and two members, who shall not be members of the state board, shall be elected by the convention. At its first board meeting, the state board shall appoint two of its members to the committee. Vacancies shall be filled by appointment by the state board maintaining the off board/on board representation.

#### Section 2. Suggestions for Nominations

The chair of the nominating committee shall request suggestions for nominations through the president of each local League and the chairs of Leagues at Large by advising them of the offices to be filled and the address to which suggestions are to be sent. Members may submit suggestions directly to the committee.

#### Section 3. Report of the Nominating Committee

The report of the nominating committee, containing its nominations for officers and directors and the chair and two members of the next nominating committee, shall be sent to the presidents of local Leagues and to the chairs of Leagues at Large at least 30 days before the convention. The report of the nominating committee shall be presented to the convention on the first day of the convention. Nominations may be made from the floor immediately thereafter provided the consent of the nominee has been obtained.

#### Section 4. Election

The administration of the election shall be the responsibility of an election committee appointed by the president on the first day of the convention. Election shall be by ballot except that if there is only one nominee for an office it shall be by voice vote. A majority vote of the delegates present and voting shall constitute an election.

### ARTICLE X. PRINCIPLES AND PROGRAM

#### Section 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.

## Section 2. Program

The program of the LWVTX shall consist of action to implement the principles and those state governmental issues chosen by the convention, or statewide conference, using the procedure outlined in Article VIII, Section 4, for concerted study or concurrence and action as follows:

- a. Local League/League at Large boards may make recommendations for state program, including proposed concurrence, to the state board at least 3 months before the convention or statewide meeting.
- b. The state board shall consider these recommendations and formulate a proposed program, which shall be sent to the presidents of local Leagues and to the chairs of Leagues at Large at least 30 days before the convention or statewide conference.
- c. Any League or the state board that plans to propose the adoption or amendment of a state League position by concurrence on the floor of the convention shall give notice to the state office to be sent to all local Leagues/Leagues at Large and the state board, of its intent to do so at least 6 weeks before the convention. The proposing League or state board shall send background information, including pros and cons on the issue and an explanation of the rationale for using this form of member agreement to the state office, and the state office shall send the information to all local Leagues, state board, and Leagues at Large at least 30 days before convention.
- d. The convention shall adopt the proposed program by a majority vote on each subject presented to it. A program recommendation submitted to the state board at least 3 months prior to convention but not proposed by the state board may be adopted by the convention if its consideration is ordered by a majority vote of the convention and the vote on adoption comes on a following day. A two-thirds vote is required to adopt a nonproposed item, or to amend or adopt a state League position by concurrence on the floor of the convention.

## Section 3. Program Action

Local Leagues/Leagues at Large may act on program only in conformity with positions taken by the LWVUS or the LWVTX. Local Leagues, Leagues at Large, or members may act on program at the state level in the name of the League only when authorized to do so by the state board.

# ARTICLE XI. NATIONAL CONVENTION AND COUNCIL

## Section 1. National Convention

The state board, at its earliest meeting of the year in which the convention is held, shall elect delegates to the national convention in the number allowed the LWVTX under the provisions of the bylaws of the LWVUS.

## Section 2. National Council

The state board, at its earliest meeting of the year in which the council is held, shall elect delegates to the national council in the number allowed the LWVTX under the provisions of the bylaws of LWVUS.

# ARTICLE XII. FINANCIAL ADMINISTRATION

## Section 1. Fiscal Year

The fiscal year of the LWVTX shall be from June 1 to May 31 of each year.

## Section 2. Financial Support

- a. Annually the local Leagues shall assume financial responsibility for the work of the LWVTX.
- b. Each local League shall make an annual per member payment to the LWVTX in an amount to be determined by a three-fifths vote of the delegates present and voting at each convention. When two or more members reside at the same address in a common household, the payment determined by the convention shall be made for the first member; a payment equal to one-half the per member payment shall be paid for each other member. A local League shall be excused from making a per member payment for life members. Each state member shall pay annual dues to the LWVTX in an amount set by the state board.

- c. Student members enrolled in a school or university shall pay an annual per member payment at a reduced rate.
- d. Responsibility for additional support for the LWVTX shall be assumed by the state board, which shall develop and solicit other sources for funding the state League and shall encourage supporters of the state League to contribute also to any local Leagues in their area.

### Section 3. Budget Committee

A 2-year budget shall be prepared by a committee appointed for that purpose at least 180 days before the convention. The committee shall include at least two board members and one nonboard member, and shall include the treasurer, who shall be ex officio but shall not be eligible to serve as chair.

### Section 4. The Budget

The state board shall send to the presidents of local Leagues and to chairs of Leagues at Large, at least 30 days before the convention, a proposed 2-year budget. A budget shall be adopted by a majority vote except that the per member payment shall be approved as provided in Section 2 of this Article.

### Section 5. Conflicts of Interest

The board of directors shall adopt a conflict-of-interest policy and an annual disclosure process that applies to all officers and directors of LWVTX.

### Section 6. Distribution of Funds on Dissolution

In the event of the dissolution of the LWVTX, after paying or making provision for the payment of all the liabilities of the LWVTX, all assets of the LWVTX shall be distributed to an organization that is recognized as exempt under Internal Revenue Code Section 501(c)(3), or the corresponding section of any future federal tax code, and that is part of the League of Women Voters national organization. If no such organization is then in existence, then the LWVTX assets, after paying or making provision for the payment of all the liabilities, shall be distributed for one or more of the LWVTX exempt purposes within the meaning of Internal Revenue Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. The manner of distribution and recipient(s) of the LWVTX assets shall be determined by the board or such other persons as shall be charged by law with the liquidation or winding up of the LWVTX and its affairs.

## ARTICLE XIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and are not inconsistent with these bylaws.

## ARTICLE XIV. AMENDMENTS

These bylaws may be amended at any convention by a two-thirds vote of delegates present and voting provided that the proposed amendment was submitted to the state board at least 120 days before convention by a local League board, or has been proposed by the state board. The state board shall send all such proposed amendments, together with the board's recommendations, to the presidents of local Leagues and to the chairs of Leagues at Large at least 30 days before the convention.