

# The League of Women Voters of Ohio

## Bylaws

### CERTIFICATE OF INCORPORATION

We, the undersigned, all of whom are citizens of the State of Ohio, desiring to form a corporation, not for profit, under the general corporation laws of said State, do hereby certify:

FIRST: The name of said corporation shall be League of Women Voters of Ohio.

SECOND: Said corporation is to be located at Columbus, Franklin County, Ohio, and its principal business there transacted.

THIRD: Said corporation is formed for the purpose of education in citizenship.

IN WITNESS WHEREOF, we have hereunto set our hands, this 10th day of November, A.D. 1925.

Filed: December 14, 1925.

Recorded: Volume 327, page 201

Columbus, Ohio

SYBIL R. BURTON

GRACE A. PETERS

LUCIA McBRIDE

AGNES HILTON

JULIETTE SESSIONS

MARY P. SEAVER

CAROLINE E. NEWBURGH

HANNAH L. PROTZMAN

### As adopted by the Twentieth Convention, May 22, 1947 and as Amended by the

Twenty-third Convention	May 23, 1950	Forty-fourth Convention	June 3, 1981
Twenty-eighth Convention	May 10, 1955	Forty-fifth Convention	May 5, 1983
Twenty-ninth Convention	May 22, 1956	Forty-sixth Convention	May 9, 1985
Thirty-third Convention	May 19, 1960	Forty-seventh Convention	May 8, 1987
Thirty-fourth Convention	May 17, 1961	Forty-eighth Convention	June 3, 1989
Thirty-fifth Convention	May 21, 1963	Forty-ninth Convention	June 1, 1991
Thirty-seventh Convention	May 23, 1967	Fiftieth Convention	May 15, 1993
Thirty-eighth Convention	May 20, 1969	Fifty-first Convention	May 20, 1995
Thirty-ninth Convention	May 25, 1971	Fifty-second Convention	May 17, 1997
Fortieth Convention	May 22, 1973	Fifty-fourth Convention	May 5, 2001
Forty-first Convention	May 20, 1975	Fifty-fifth Convention	May 18, 2003
Forty-second Convention	May 24, 1977	Fifty-sixth Convention	May 14, 2005
Forty-third Convention	May 22, 1979	Fifty-seventh Convention	May 4, 2007
		Fifty-ninth Convention	May 14, 2011
		Sixtieth Convention	May 16, 2015

## ARTICLE I

### NAME

Sec. 1. Name. The name of this organization shall be the League of Women Voters of Ohio, hereinafter referred to in these bylaws as LWVO.

## ARTICLE II

### PURPOSES, POLICY, AND RESPONSIBILITIES

Sec. 1. Purposes. The Purposes of the LWVO 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 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 local Leagues, state Leagues, 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-at-large; (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

### OFFICERS

Sec. 1. Enumeration and Election of Officers. The officers of the LWVO shall be President, two Vice-Presidents, a Secretary, and a Treasurer. In lieu of President, the officers may include instead two Co-Presidents who fulfill all duties and responsibilities described herein and ascribed to the President. They shall be elected by the Convention and, with the exception of the Treasurer, shall hold office until the conclusion of the next regular biennial Convention or until their successors have been elected. The two-year term of the Treasurer shall begin with the fiscal year immediately following the Convention at which the election took place.

Sec. 2. The President. The President shall preside at all meetings of the organization and of the Board of Directors unless the President shall designate someone else to preside. The President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes; and shall be, ex officio, a member of all committees except the Nominating Committee. The President shall have such usual powers of supervision and management as may pertain to the presidency and perform such other duties as may be designated by the Board. The President shall also serve as Chair of the League of Women Voters of Ohio Education Fund (hereinafter LWVOEF).

Sec. 3. The Vice-Presidents. At the board meeting following the election of officers the Board of Directors shall designate one Vice-President, who 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. In the event this Vice-President is unable to serve in this capacity, the Board of Directors shall elect one of its elected members to fill the vacancy. The Vice-Presidents shall perform such other duties as the President and Board may designate.

Sec. 4. The Secretary. The Secretary, with staff assistance, shall keep minutes of Convention, Council, and of meetings of the Board of Directors. The Secretary shall notify all officers and directors of their election. The Secretary shall designate the Executive Director to sign all contracts under \$20,000 and

those contracts over \$20,000 will be signed by the Secretary or other members of the Executive Committee as authorized by the Board, and shall perform such other functions as may be incident to this office. The Secretary shall also serve as Secretary of the LWVOEF.

Sec. 5. The Treasurer. The Treasurer will oversee LWVO and LWVOEF investments and make recommendations to the Board regarding such funds. The Treasurer, with staff assistance, shall collect and receive all monies due. The Treasurer shall be the custodian of these monies and may designate the Executive Director to deposit monies in or with financial institutions designated by the Board of Directors and shall disburse the same only upon order of the Board of Directors. The Treasurer shall present periodic statements to the Board at regular meetings and a biennial report to the Convention. The books of the Treasurer shall be reviewed by a certified public accountant at the close of each fiscal year. The Treasurer shall also serve as Treasurer of the LWVOEF.

## ARTICLE V

### BOARD OF DIRECTORS

Sec. 1. Number, Manner of Selection, and Term of Office. The Board of Directors shall consist of the officers of the League, eight elected directors, and not more than eight appointed directors. A slate of proposed officers and directors shall be prepared by the Nominating Committee, after accepting nominations from the floor of the Convention, voted on, and if elected shall serve until the conclusion of the next biennial Convention or until their successors have been elected and qualified. The elected members shall appoint such additional directors, not exceeding eight, as they deem necessary to carry on the work of the League. The term of office of the appointed directors shall expire concurrently with the term of office of the elected directors.

Sec. 2. Qualifications. All elected or appointed officers and directors of this corporation must be voting members of the LWVO.

Sec. 3. Attendance. A Board member who has two absences from Board meetings in a fiscal year may be asked to resign.

Sec. 4. Vacancies. Any vacancy other than in the office of the President may be filled, until the next Convention, by a majority vote of the remaining members of the Board.

Sec. 5. Powers and Duties. The Board of Directors shall manage the property of LWVO/LWVOEF and conduct its business as deemed necessary, subject to the instructions 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 delegated to it by the Board of Directors of the LWVUS for the organization and development of local Leagues, for the promotion of League Program, and for promotion in the local Leagues of finance programs requisite to further the work of the League as a whole. The Board shall create and designate such special committees as it may deem necessary. The Board of Directors shall also serve as Trustees of the LWVOEF.

Sec. 6. Executive Committee. The State Board may appoint an Executive Committee consisting of the officers set forth in Article IV. Additional Board members may be enlisted to serve on the Executive Committee. The Executive Committee shall exercise such power and authority as may be delegated to it by the State Board and shall report to the State Board on all actions taken by it between regular meetings of the State Board.

Sec. 7. Quorum. A majority of the members of the Board of Directors shall constitute a quorum.

Sec. 8. Meetings.

a) Regular Meetings. There shall be at least four regular meetings of the Board of Directors annually. The President shall notify each member of the Board of Directors of all regular meetings by mailing, e-mailing or phoning each member's last known post office address, e-mail address or phone number,

at least two weeks before any such meeting, notice thereof, giving the time and the place of the meeting. No action taken at any regular Board meeting attended by three-fourths of the members of the Board shall be invalidated because of the failure of any member(s) of the Board to receive any notice properly sent or because of any irregularity in the notice actually received.

- b) Special Meetings. The President may call a special meeting of the Board of Directors, and shall call a special meeting upon the written request of five members of the Board. Members of the Board shall be notified of the time and place of the special meetings by letter, email, fax or phone call completed at least three days prior to such meeting, provided, however, that during a Convention the President may, or upon the request of five members of the Board shall, call a special meeting of the Board by giving personal notice to each member of the Board of the time and place of said meeting. Any votes taken during special meetings will have the same force and effect as those taken during a regular meeting, whether the vote is taken in person or electronically.

## ARTICLE VI

### RECOGNITION OF LOCAL LEAGUES, ~~MEMBER-AT-LARGE UNITS, AT-LARGE-UNITS (ALU~~ ) AND INTER-LEAGUE ORGANIZATIONS

#### Sec. 1. Local Leagues.

- a) Local Leagues (hereinafter LL) are those which have been so recognized by the LWVUS to promote the purposes of the League and to take action on local governmental matters.
- b) The Board of Directors shall recommend to the national Board that the national Board recognize as a LL any group of members of the LWVUS in any community within the state, provided the group fulfills the requirements for a LL as adopted by the national Convention.
- c) In the event of recurring failure of a LL to fulfill requirements, the Board of Directors shall recommend to the national Board that the national Board withdraw recognition from the LL. All funds held by the LL from which recognition has been withdrawn shall be paid to the LWVO. (Refer to Article VI sec. 3 of LWVUS Bylaws.)

#### Sec. 2. Member-at-Large Units, At-Large-Units (ALU)

- a) ~~Member-at-Large (hereinafter MAL)-At-Large-units Members (hereafter ALUM) units~~ are groups of ~~MAL~~At Large Members (ALM) ~~members~~ who participate in state and national League activities where there are no LL in the area. They may not participate in local study or local action; however, they may do local voter service.
- b) ~~MAL-units-ALUs~~ may be formed by state Leagues in areas where the population dictates such organization. Rules and procedures for the formation and operation of such units shall be the responsibility of the state League.

#### Sec. 3. Inter-League Organizations.

- a) Members enrolled in LL may create Inter-League Organizations (hereinafter ILOs) in order to promote the purposes of the League and take action on county, metropolitan, or regional governmental matters of common concern.
- b) ILO recognition and withdrawal of recognition are the direct responsibility of the national Board. All funds held by an ILO from which recognition has been withdrawn shall be prorated among the member Leagues. (Refer to Article VI, Sec. 3 of LWVUS Bylaws.)

## ARTICLE VII

### FINANCIAL ADMINISTRATION

Sec. 1. Fiscal Year. The fiscal year of the LWVO shall be from July 1 through June 30 each year.

Sec. 2. Budget. The Board shall submit to the Convention or Council for adoption a budget for the next two fiscal years for the support of the state League. A copy of the budget shall be sent to each LL, ILO and ~~MAL-ALU~~ Unit president at least six weeks prior to Convention or 30 days prior to Council.

Sec. 3. Budget Committee. The budget shall be prepared by a committee appointed by the President with the advice and consent of the Board for that purpose immediately following the Convention and Council. The Treasurer shall be an ex officio member of the Budget Committee but shall not be eligible to serve as chair.

#### Sec. 4. Financial Support.

- a) Each LL shall make quarterly per member payments (hereinafter referred to as PMP) beginning July 1<sup>st</sup> directly to the LWVO, the amount of such payment to be determined by Convention by a three-fifths vote of those present and voting. When two or more members reside at the same address in a common household, the LL shall pay a full PMP for the first member and one-half PMP for each additional member of the common household.
- b) A LL must meet its annual Ohio PMP responsibilities in full to be entitled to send voting delegates to that year's State Convention or Council.
- c) The PMP for a member who is a student, as defined by the LWVUS, shall be equal to one-half the per member payment amount determined at Convention.
- d) ~~MALs-ALUs~~ will pay dues to LWVO in an amount that equals State and National PMP.

Sec. 5. The Board of Directors of LWVO and LWVOEF shall pursue other non-PMP sources of funding, including, but not limited to grants.

Sec. 6. Distribution of Funds on Dissolution. In the event of a dissolution for any cause of the LWVO, all monies and securities which may at the time be owned by or under the absolute control of the LWVO shall be paid to the LWVUS. 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 LWVO shall be disposed of by any officer or employee 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 Board of Directors and the LWVO.

## ARTICLE VIII CONVENTION

Sec. 1. Place, Date, and Call. A Convention of the LWVO shall be held in odd numbered years at a time and place to be determined by the Board of Directors. The President shall send a first call for the Convention to the presidents of the LLs, ILO and ~~MAL~~ ALU units not less than four months prior to the opening date of the Convention fixed in said call. Thereafter the Board of Directors may advance or postpone the opening date of the Convention by not more than two weeks. A final call for the Convention shall be sent to the presidents of the LLs, ILO, and ~~MAL~~ ALU units at least six weeks before Convention.

Sec. 2. Composition. The voting body of the Convention shall consist of the delegates chosen by the members through the LLs in the number provided in Sec. 4 of this article, the presidents of LLs or an alternate in the event the president is unable to attend, one delegate chosen by the Board of each ILO and ~~MAL~~ ALU unit, and the Board of Directors of the LWVO.

Sec. 3. Qualifications of Delegates and Voting. Each delegate shall be a voting member in the State of Ohio. Each delegate shall be entitled to one vote at the Convention even though the delegate may be attending in two or more capacities. Absentee or proxy voting shall not be permitted. There shall be a Credentials Committee appointed by the President which shall be the sole judge of whether a delegate is qualified to vote.

Sec. 4. Representation. The members of the LWVO who are organized into recognized LLs in the State of Ohio shall be entitled to delegate representation in the Convention as follows:

- a) The members in each LL shall be entitled, in addition to the president or alternate, to the number of delegates indicated on this chart:

<u>Size of League</u>	<u># of Additional Delegates</u>
00- 50	1
51-100	2

101-150	3
151-200	4
201-250	5
251-300	6

The number of additional delegates continues to increase in increments of 50 members.

b) The records of paid voting members as determined by LWVUS in January of the year in which the Convention is held shall determine the official membership count for this purpose.

Sec. 5. Powers. The Convention shall consider and authorize for action a Program, shall elect officers, directors, and the chair and two members of the Nominating Committee, shall adopt a budget for the next fiscal year, and shall transact such other business as may be presented.

Sec. 6. Quorum. Twenty percent of the possible number of voting delegates other than the Board of Directors shall constitute a quorum for the transaction of the business of the Convention, provided that there is representation from at least twenty percent of the LL.

Sec. 7. Loss of delegate qualifications. A LL must meet its Ohio PMP responsibilities through the quarter immediately preceding the State Convention to be entitled to voting delegates at that year's State Convention.

#### ARTICLE IX COUNCIL

Sec. 1. Place, Date, and Call. A meeting of the Council may be held in even numbered years at a time and place to be determined by the Board of Directors. A formal call shall be sent by the President to the presidents of the LL, ILO, and MAL ALUunits at least 30 days before the Council meeting. Special meetings may be called in the event of extreme emergency.

Sec. 2. Composition. The Council shall be composed of the presidents of LLs or an alternate in the event the president is unable to attend, one delegate chosen by each LL, ILO, and MAL-unit, and ALU—the Board of Directors of the LWVO.

Sec. 3. Powers. The Council shall give guidance to the Board on Program, methods of work, and budget as submitted by the Board of Directors. The Council is authorized to change the Program only in the event of an emergency provided that: 1) notice of the proposed changes shall have been sent to presidents of the LL, ILO and MAL-units at ALU least six weeks prior to the meeting of the Council; and 2) the change is adopted by a two-thirds vote. The Council shall transact such other business as shall be presented by the Board.

Sec. 4. Quorum. Twenty percent of the possible number of voting delegates other than the Board of Directors shall constitute a quorum for the transaction of business at the Council, provided that there is representation from at least twenty percent of the LL s.

Sec. 5. Loss of delegate qualifications. A LL must meet its Ohio PMP responsibilities through the quarter immediately preceding the State Council to be entitled to voting delegates at that year's State Council.

#### ARTICLE X NOMINATIONS AND ELECTIONS

Sec. 1. Nominating Committee. The Nominating Committee shall consist of five members; ~~three of whom shall be members of the Board of Directors, and two who shall be non-Board members. One of the two non-Board members shall serve as the chair. The two non-Board members shall be elected at the convention. The chair and two members, who shall not be members of the Board of Directors, shall be elected by the Convention. Nominations for these offices shall be made by the current Nominating Committee. The other members of the Committee shall be appointed by the Board of Directors immediately after Convention. Any vacancy occurring in the Nominating Committee by reason of death, resignation, or disqualification shall be filled by~~

~~the Board of Directors. Nominations for these offices shall be made by the current Nominating Committee. The other members of the Committee shall be appointed by the Board of Directors immediately after Convention. Any vacancy occurring in the Nominating Committee by reason of death, resignation, or disqualification shall be filled by the Board of Directors.~~

Sec. 2. Suggestions for Nominations. The chair of the Nominating Committee shall request through the president of each LL suggestions for nominations for offices to be filled. Any member may send suggestions to the chair of the Nominating Committee.

Sec. 3. Report of the Nominating Committee and Nominations from Floor. The report of the Nominating Committee of its nominations of officers, directors, and the chair and two members of the succeeding Nominating Committee shall be sent to LL presidents at least six weeks before the date of the Convention. The report of the Nominating Committee shall be presented to the Convention on the first day of the Convention. Immediately following the presentation of this report, nominations may be made from the floor provided that the consent of the nominee shall have been secured.

Sec. 4. Election. The election shall be in the charge of an Election Committee appointed by the President on the first day of the Convention. The election shall be by ballot, except that when there is but one nominee for each office it shall be by voice vote. A majority vote of those present and qualified to vote and voting shall constitute an election.

#### ARTICLE XI PROGRAM

Sec. 1. Program. The Program of the LWVO shall consist of:

- a) Action to implement the LWVUS principles, and
- b) Those governmental issues chosen for concerted study and action.

Sec. 2. Program Selection. The Convention shall select the Program using the following procedures:

- a) Local League, ILO or MAL-Unit Boards ALU may make recommendations for a Program to the Board of Directors at least three months prior to the Convention.
- b) The Board of Directors shall consider the recommendations and shall formulate a proposed Program which shall be submitted to the LL presidents at least six weeks prior to the Convention.
- c) Any recommendation for the Program submitted to the Board of Directors at least three months prior to the Convention, but not proposed by the Board, may be adopted by the Convention provided consideration is ordered by a majority vote and the vote on adoption comes on a following day. Adoption of any program subject requires a majority vote.

Sec. 3. New Positions. New positions resulting from a consensus or concurrence become effective immediately upon adoption by the board.

Sec. 4. Council Program Consideration. The Council may change the Program as provided in Article IX, Section 3.

Sec. 5. Member Action. Members may act in the name of the LWVO only when authorized to do so by the Board of Directors of the LWVO.

Sec. 6. Local League, Inter-League Organization and MAL-Unit Action At Large Unit. LL, ILO, or ALU MAL-Units may take action on state governmental matters only when authorized to do so by the Board of Directors of the LWVO. LL, and ILO or ALUs may act only in conformity with, or not contrary to, the position taken by the LWVO.

#### ARTICLE XII NATIONAL CONVENTION AND COUNCIL

Sec. 1. National Convention. At a meeting prior to the LWVUS deadline for identifying delegates, the Board of Directors shall elect delegates to that Convention in the number allowed the LWVO under the provisions of the Bylaws of the LWVUS.

Sec. 2. National Council. At a meeting prior to the LWVUS deadline for identifying delegates, the Board of Directors shall elect delegates to such Council in the number allowed the LWVO under the provisions of the Bylaws of the LWVUS.

ARTICLE XIII  
PARLIAMENTARY AUTHORITY

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

ARTICLE XIV  
AMENDMENTS

Sec. 1. Amendments. These Bylaws may be amended by a two-thirds vote at any Convention, using the following procedures:

- a) Proposals for change shall be submitted by the Board of Directors or any LL Board to the Board of Directors at least three months prior to Convention.
- b) All such proposed amendments together with the recommendation of the Board shall be sent to the presidents of LL, ILOs and ~~ALU MAL Units~~ at least six weeks prior to the Convention.
- c) The presidents of LL and ~~ALU MAL Units~~ shall notify the members of their respective Leagues of the proposed amendments. Failure of a LL president to give such notice or failure of any member to receive such notice shall not invalidate amendments to the Bylaws.