

BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF LOUISIANA

ARTICLE I - NAME

The name of this organization shall be League of Women Voters of Louisiana, hereafter referred to in these Bylaws as LWVLA.

ARTICLE II - PURPOSES AND POLICY

Section 1. Purposes. The purposes of the LWVLA are to promote political responsibility through and active participation in government and to act on selected governmental issues.

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 LWVLA shall be eligible for membership.

Section 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 Leagues and the LWVLA.
 - (1) Those who live within an area of a local League may join that League or any other League.
 - (2) Those who reside outside the area of any local League may join a local League or State Unit 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 STATE UNITS

Section 1. Local Leagues.

- a. Members shall be organized into local Leagues in order to promote the purposes of the League and to take action on local governmental matters. The Board of Directors of the LWVUS may grant full local League recognition to groups that have fulfilled the requirements of the LWVLA and those adopted by the LWVUS convention. Only one local League shall be recognized in any community.
- b. In the event of recurring failure of a local League to meet recognition requirements, the LWVLA Board shall recommend to the LWVUS Board that the LWVUS Board withdraw recognition from the local League. All funds held by a local League from which recognition has been withdrawn shall be paid to the LWVLA.

Section 2. State Members and State Units of the LWVLA.

- a. State Members are League members who live outside the area of, and are not enrolled in any, recognized local Leagues.

- b. A State Unit offers members an opportunity to participate in selected League activities, serves the community, and helps train new leaders for the organization. The League's voice is strengthened in more parts of the state. A State Unit may operate indefinitely as a State Unit or can work toward recognition as a local League.
- c. The LWVLA Board of Directors may organize State Members into State Member units. Rules and procedures for the formation and operation of such units shall be the responsibility of the LWVLA Board, and the units shall operate within guidelines adopted by the LWVLA, including setting a minimum number of members, a simple organizational structure, approval of a nonpartisan policy, and payment of state and national per member payments (PMPs). State Units are encouraged to participate in state and national program studies and to respond to state and national action alerts, and may work on local issues under the direction and close supervision of the LWVLA advisor(s).
- d. In the event of recurrent failure to adhere to guidelines for State Units or to operate within the limitations established by the LWVUS, the LWVLA may withdraw approval of the State Unit. All funds held by a State Unit from which approval has been withdrawn shall be paid to and disbursed by the LWVLA.

ARTICLE V – OFFICERS

Section 1. Election, Qualifications and Term.

- a. The officers of the LWVLA shall be President, Vice President, Secretary, and Treasurer. They shall be voting members of the League and shall be elected by the Convention to hold office until the close of the next Convention, or until their successors have been elected and qualified. The President shall not be eligible for election for more than two consecutive terms. The other officers shall be limited to a maximum of three consecutive terms.
- b. The Nominating Committee also has these options should it be unable to fill out the slate of officers prior to a convention:
 - (1) When the duties of the President are shared among no more than three individuals, they may be designated as Co-Presidents. When the duties of the President are shared among four or more individuals they are designated as the Leadership Team and no officers are to be elected.
 - (2) A minimum of four individuals may be nominated as a Leadership Team. The Leadership Team shall designate which team members shall perform such duties as customarily pertain to the office of president and treasurer, including Spokesperson and Financial Manager for the League, signing and endorsing checks and drafts, maintaining deposits in authorized financial institutions, and arranging for regular audits of the books. It is the responsibility of the Leadership Team to organize itself as well as assign and perform the duties required of the Leadership Team. The Leadership Team shall manage and supervise the operations of the LWVLA.
 - (3) When a Leadership Team has been elected, "Board" where stated in these bylaws and "Leadership Team" are therefore synonymous in authority and function for the LWVLA.

Section 2. Qualifications. No person shall be elected or shall continue to serve as an officer of this organization unless such person is a voting member enrolled in a local League in the state of Louisiana or is a State Member of the LWVLA.

Section 3. President.

- a. The President shall preside at all meetings of the organization and of the Board of Directors unless the President shall designate someone to preside. The President may, in the absence or the disability of the Treasurer, sign or endorse checks, drafts, and notes. The President shall appoint committee chairs with the approval of the Board. The President 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 office of the President and perform such other duties as may be designated by the board.
- b. In the event of the absence, disability, resignation or death of the President, the Vice-President shall assume the office. If the Vice-President is unable to serve as President, the Board shall fill the vacancy from among the elected Directors.

Section 4. Vice-President. The Vice President shall perform such duties as the President and the Board may designate.

Section 5. The Secretary. The Secretary shall keep minutes of all conventions and interim meetings of the LWVLA and of all meetings of the Board of Directors. The Secretary shall notify all officers and directors of their elections. The Secretary shall sign, with the President, all contracts and instruments when so authorized by the Board and shall perform such other functions as may be incidental to the office.

Section 6. The Treasurer. The Treasurer or a duly appointed assistant shall (a) have charge and custody and be responsible for all funds and securities of the LWVLA; (b) receive and give receipts for money due and payable to LWVLA, and deposit all such moneys in the name of the LWVLA in such banks, trust companies or other depositories as selected in accordance with Article XII; and (c) in general perform all legal requirements and sound financial management practices of the office of Treasurer. The Treasurer shall arrange for an annual ~~audit~~ or financial review. The Treasurer shall make financial statements to the Board at its regular meetings and at Convention. Other duties may be assigned to the Treasurer by the President or the Board.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Number, Manner of Selection, and Term of Office. The Board of Directors shall consist of the officers of the LWVLA and four elected Directors. The elected Directors shall be elected by the Convention and shall serve until the conclusion of the next biennial Convention or until successors have been elected and qualified. Elected Directors shall be limited to a maximum of three consecutive terms. The elected board members may appoint up to four additional Directors. The term of office of the appointed Directors shall be one year; at the end of this term, the remaining members of the board shall fill the resulting vacancies by appointment. All appointments shall expire at the conclusion of the next regular biennial Convention.

Section 2. Qualifications. No person shall be elected or appointed or shall continue to serve as a Director of this organization unless such person is a voting member enrolled in a local League in the state of Louisiana or is a State Member of the LWVLA.

Section 3. Vacancies. Any vacancy occurring among the elected members of the Board of Directors by reason of absence, resignation, death, or disqualification of an officer or elected or appointed director, other than the President, shall be filled, until the next biennial convention. The Nominating Committee shall be asked to make recommendations and a vote by a majority vote of the remaining members of the Board of Directors will select the appointee. Any voting member of the LWVLA shall be eligible to fill the vacancy of any elected or appointed member of the Board other than President.

Section 4. Resignations. Any member of the LWVLA Board may resign by giving written notice to the LWVLA Board. A resignation need not be approved by the Board in order to be effective.

Section 5. Removal from the Board. The Board will follow its policy regarding the removal of a Board member.

Section 6. Powers and Duties.

- a. The Board of Directors shall have full charge of the property and business of the LWVLA, with full power and authority to manage and conduct the same, 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 delegated to it by the Board of Directors of the LWVUS. 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. The Board shall appoint a custodian of the records to ensure LWVLA records are archived according to the Board's policy.
- b. The President and the Board shall assign each Board member a portfolio or a project for which the Board members shall be responsible.
- c. It shall accept responsibility delegated to it by the Board of Directors of the LWVUS for
 - (1) the organization and development of local Leagues and State Units_for carrying out the program,
 - (2) the promotion in the local Leagues and State Units_of finance programs requisite to further the work of the League as a whole, and
 - (3) transmission of per member payments (PMPs) by State Members to the LWVUS.
- d. Members of the Board shall follow its conflict of interest policy to protect the LWVLA's tax-exempt status.

Section 7. 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 to each member's last known post office address, or by electronic notice with verification of receipt of said notice, at least two weeks before any such meeting, notice thereof giving the time, place of the meeting and method by which the meeting will be held. No action taken at any regular Board meeting attended by three-fourths of the members of the Board shall be invalidated because of failure of any members or member of the Board to receive any notice properly sent or because of any irregularity in any notice actually received.

Section 8. Special Meetings. The President may call special meetings of the Board of Directors and shall call a special meeting upon the written request of three members of the Board. Members of the Board shall be notified of the time and place of special meetings at least six days prior to such meeting, provided, however, that during a Convention or interim meeting the President may call, or upon the request of three members of the Board shall call, a special meeting of the Board by handing the members of the Board a written notice of the time and place of said meeting.

Section 9. Absences.

Absence from two Board meetings in one year may be considered, by a quorum of the remaining Board members, to be a resignation of the absent member from the Board and said quorum may fill that vacancy as stated above in Article VI, Section 3.

Section 10. Quorum. A majority of the members of the Board of Directors shall constitute a quorum and a majority of the members in attendance at any board meeting shall, in the presence of a quorum, decide its actions. Any one or more members of the Board may participate in a meeting by means of conference telephone or similar communications 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.

Section 11. Executive Committee. The officers shall constitute an Executive Committee to transact business in the interim of Board meetings, provided that nothing shall be done contrary to the policy adopted at the Convention or to any action of the Board. Action of the Executive Committee shall be presented to the Board for approval at its next regular meeting.

Section 12. Electronic Voting. In cases in which the President deems necessary or at the written request of a majority of the members of the Board an electronic/telephone vote may be taken. This vote will be documented by a written statement sent to the Secretary by the President. The Secretary shall include the statement and any voting results in the official minutes of the previous Board meeting minutes. An electronic meeting should be called only to make a single decision with everyone having the same information at the same time to make that decision. A unanimous vote is required to make a formal Board decision by this method. If the vote is not unanimous, no action may be taken.

Section 13. Minutes. The finalized minutes of the Board of Directors shall be made available to the membership.

Section 14. Social Media. LWVLA Social media networks/links are collective communication channels and engagement platforms that are owned by LWVLA. Their development, content, use, access, management, and security are governed by the Board. The interconnected scope, evolving nature and legal aspects of these digital tools require that the users employ the LWVLA principles, positions, rules and guidelines. The board shall establish and maintain a list of approved members in good standing and/or contractors who are allowed access to post, send, message and share content across the different platforms. Platforms include but are not limited to the LWVLA Website, Facebook, Twitter, LinkedIn, Pinterest, Instagram, Blogs, and such. The Board shall remove users at will.

ARTICLE VII - LWVLA CONVENTION

Section 1. Place, Date, Call, and Notification. A convention of the LWVLA shall be held biennially in the first three months of the odd-numbered years. The time and place of the Convention shall be determined by the LWVLA Board of Directors. The President shall send a first call for the Convention to the members of local Leagues and State Members not less than five months prior to the opening date of the Convention fixed in said call. Thereafter the LWVLA Board of Directors may advance or postpone the opening date of the convention not more than two weeks from the date fixed in the first call. A final call for Convention shall be sent by the LWVLA President to the members of the local Leagues, State Units, and State Members at least thirty days before Convention.

Section 2. Composition. The Convention delegates shall consist of voting members of the local Leagues and State Members of the LWVLA.

Section 3. Qualification of Delegates and Voting. Each delegate shall be entitled to only one vote at the convention. Each delegate representing a local League shall be entitled to vote only if that League has met its state per member payment (PMP) responsibilities. A State Member may serve as a voting delegate only if they have paid their PMP to the state. The LWVLA Board may make an exception in the case of proven

hardship. Absentee or proxy voting shall not be permitted. Recognition of qualified delegates shall be determined by a Credentials Committee designated by the President.

Section 4. Powers and Duties. The Convention shall consider, adopt, and authorize for action a program, elect officers and directors, adopt a budget for the ensuing two years, and transact such other business as may be presented.

Section 5. Quorum. A quorum shall consist of a majority of the delegates registered at the Convention provided that no less than one-half of local Leagues and State Units are represented.

ARTICLE VIII - STATEWIDE LEGISLATIVE AND ADVOCACY TRAINING MEETING

A statewide legislative and advocacy training meeting may be called between State Conventions as determined by the LWVLA board. A formal call specifying purpose, time, and place shall be issued to members at least a month in advance. The Board shall budget for and determine the scope of the statewide meeting.

ARTICLE IX - NATIONAL CONVENTION AND COUNCIL

Section 1. National Convention. The Board of Directors, at a meeting before the date on which names of delegates must be sent to the national office, may select delegates to the National Convention up to the number allotted the LWVLA under other provisions of the bylaws of the LWVUS.

Section 2. National Council. At the meeting immediately preceding the LWVUS Council meeting the Board of Directors may select delegates to such council meeting up to the number allotted the LWVLA under the provisions of the bylaws of the LWVUS.

ARTICLE X - 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 of Directors, shall be elected by the Convention. Nominations for these offices shall be made by the current Nominating Committee. Further nominations may be made from the floor of the Convention. The other members of the Committee shall be appointed by the Board of Directors after the Convention. Vacancies occurring in the Nominating Committee by reason of death, resignation, or disqualification shall be filled by the Board of Directors.

Section 2. Suggestions for nominees. The President of the LWVLA shall send the name and address of the chair of the Nominating Committee to all members. It shall be the duty of the Nominating Committee to request of all members' nominations for the offices to be filled. All nominees must consent to being nominated. Any member may submit suggestions to the Nominating Committee Chair. The Nominating Committee Chair shall notify the local League Presidents or Leaders of all submissions. All suggestions shall be submitted at least three months before the Convention.

Section 3. Report of Nominating Committee and Nominations from the Floor. The report of the Nominating Committee of its nominations for officers and Directors, or for a Leadership Team, and the Chair and two members of the succeeding Nominating Committee shall be sent to the local Leagues two months 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 by any delegate to the Convention, provided consent of the nominee has been secured.

Section 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 when there is but one nominee for each office. It shall then be in order to move that the Secretary cast the ballot of the Convention for each candidate. A majority vote of those present and voting shall constitute an Election.

ARTICLE XI - PROGRAM

Section 1. Authorization. The Principles, the concepts of government supported by the League, are the authorization for adoption of state and local programs.

Section 2. Program. The program of the LWVLA shall consist of

- a. Public Policy Positions adopted by the Convention by consensus or concurrence.
- b. Action Plan to implement the Public Policy Positions and those state government issues adopted by the Convention delegates for concerted study.

Section 3. Procedures. The convention shall act upon Program using the following procedures:

- a. Six months prior to the start of the Convention, the Board of Directors shall appoint a Program Committee.
- b. The Program Committee shall ask local Leagues, State Units, other State Members, and standing Board Committees for recommendations for the Program.
- c. The Program Committee shall consider the recommendations which have been sent in by the local League Boards, State Units, other State Members, or standing Board Committees, including adoption or amendment of a LWVLA position by consensus or by concurrence in accordance with LWVUS Guidelines for LWVUS Studies (<http://lww.org/search/content/guideline%20for%20study>).
- d. Four months prior to the Convention, the Program Committee shall recommend to the LWVLA Board of Directors a proposed Program.
- e. Once the LWVLA Board approves such Program, it shall immediately be submitted by the LWVLA Board to the local Leagues, State Units, and other State Members for their consideration.
- f. Two months before the opening of Convention, the local Leagues, State Units, and other State Members must submit in writing to the LWVLA Board any recommended changes, at which time the LWVLA Board may modify the proposed Program.
- g. The proposed Program may not be voted on by the Convention on the same day on which it is proposed.
- h. A majority vote of those present and voting shall be required for adoption of subjects in the proposed Program as presented to the Convention by the Board of Directors.
- i. Further changes in the proposed Program submitted for consideration of but not recommended by the Board of Directors may be made by the convention provided
 - (1) the Convention shall order consideration by a majority vote,

- (2) the vote on the proposed change shall not be taken on the same day as the order for consideration, and
- (3) the Convention adopts the change by a two-thirds vote.

Section 4. Member Action. Members may act in the name of the LWVLA only when authorized to do so by the Board of Directors of the LWVLA.

Section 5. Local League, State Unit, and State Member Action. Local Leagues, State Units, and other State Members may take action on state governmental matters after receiving permission from the President or President's designee. Local Leagues, State Member Units, and other State Members may act only in conformity with and not contrary to, the positions taken by the LWVLA.

ARTICLE XII - FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of the LWVLA shall commence on the first day of April of each year.

Section 2. Financial Support.

- a. Each local League shall make an annual per member payment (PMP) to the LWVLA in an amount to be determined by a three-fifths vote of those present and voting at each convention.
- b. State Members shall pay LWVLA and LWVUS PMPS. The LWVLA shall make a PMP payment to the LWVUS for State Members.
- c. 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 PMP shall be paid for each other member.
- d. The PMP for a member who is a student shall be equal to one-half the PMP amount determined at Convention. A student is defined as an individual enrolled either full or part-time in an accredited institution.
- e. The LWVLA may authorize the payment of a designated part of each PMP to the League of Women Voters of Louisiana Education Fund.
- f. The LWVLA and local Leagues shall be excused from making PMPs for life members.

Section 3. Budget. The Board shall submit to the Convention for adoption a balanced budget for the ensuing two years. A copy of the proposed budget shall be sent to the President or Leader of each local League, State Unit, and other State Members at least two months in advance of the Convention.

Section 4. Budget Committee. The budget shall be prepared by a committee which shall be appointed for that purpose at least four months in advance of the Convention. The Treasurer shall be a member of the Budget Committee but shall not be eligible to serve as Chair.

Section 5. Distribution of Funds on Dissolution. In the event of dissolution for any cause of the LWVLA, all monies and securities which may at that time be owned by or under the absolute control of the LWVLA shall be paid to the LWVUS. All other property of whatsoever nature, whether real, personal, or mixed, which may at the time be owned or under control of the LWVLA shall be disposed of by any officer or employee of the organization having possession of the same to such person, organization, or

corporation, for such public, charitable, or education uses and proposes as may be designated by the then Board of Directors of the LWVLA.

Section 6. Fiscal Report. The financial books of the Treasurer shall be reviewed annually.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

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

ARTICLE XIV – AMENDMENTS

Amendments. Amendments to these Bylaws may be proposed by the LWVLA Board of Directors or by any local League board, State Unit, or other State Member provided the proposed changes are submitted to the LWVLA Board of Directors at least three months prior to a convention. All such proposed amendments shall be sent by the LWVLA Board to the Presidents or Leaders of all local Leagues, State Units and other State Members at least two months prior to a convention together with the recommendations of the LWVLA Board of Directors. The Presidents or Leaders of all local Leagues shall notify the members of their respective Leagues of the proposed amendments. The LWVLA Board shall notify the State Members who do not belong to a State Unit. The failure of a local League President or Leader to give such notice or failure of any member to receive such notice shall not invalidate amendments to the bylaws which may be adopted by two thirds vote of any convention.

- ⌚ As adopted by the Twenty-eighth Convention, March 22-23, 1987
- ⌚ as amended by the Twenty-ninth Convention, March 1989
- ⌚ as amended by the Thirty-fourth Convention, March 1999
- ⌚ as amended by the Thirty-sixth Convention, April 6, 2003
- ⌚ as amended by the Thirty-seventh Convention, April 10, 2005
- ⌚ as amended by the Thirty eighth Convention, April 14, 2007
- ⌚ as amended by the Forty -first Convention, March 10, 2013
- ⌚ as amended by the Forty -third Convention, March 12, 2017
- ⌚ as amended by the Forty -fourth Convention, January 6, 2019