



League of Women Voters of the Houston Area
Bylaws
Revised, May 16, 2018

ARTICLE I. NAME

Sec. 1. NAME. The name of this organization shall be the League of Women Voters of the Houston Area, hereinafter referred to in these bylaws as LWV-HA, 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 LWV-US, and of the League of Women Voters of Texas.

Sec. 2. The League of Women Voters of the Houston Area shall be an area League.

ARTICLE II. PURPOSES AND POLICY

Sec. 1. PURPOSES. The purposes of the League of Women Voters of the Houston Area are to promote political responsibility through informed and active participation of individuals 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.

(1) Persons at least 18 years of age who join the League shall be voting members of LWV-HA, LWV-TX and of LWV-US.

(1) Individuals who live within an area of a local League may join that League or any other local League.

(3) Those who reside outside the area of a local League may join a local League or shall be state members-at-large.

(4) Those who have been members of the League for 50 years or more shall be life members excused from the payment of dues.

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

ARTICLE IV. OFFICERS AND DIRECTORS

Sec. 1. ENUMERATION AND ELECTION. The officers of the League of Women Voters of the Houston Area shall be a president, four vice presidents, a secretary, and a treasurer. All officers shall be elected at an annual meeting and shall take office at the beginning of the next fiscal year for terms of two years or until their successors have been elected and qualified. The president, two vice-presidents and the secretary shall be elected in odd-numbered years. Two vice-presidents and the treasurer shall be elected in even-numbered years.

Sec. 2. THE PRESIDENT. The President shall preside at all meetings of the organization and of the board of directors. The president shall be, ex officio, a member of all committees except the nominating committee, and 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.

Sec. 3. THE VICE-PRESIDENTS. The vice-presidents shall perform such duties as the president and the board may designate. The board of directors shall designate one vice-president to conduct the business of the organization in the event that the president is temporarily unable to do so.

Sec. 4. THE SECRETARY. The secretary shall keep minutes of the annual meeting, any general meeting at which official business is conducted, and all meetings of the board of directors. 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 functions as may be incident to the office.

Sec. 5. THE TREASURER. The treasurer shall see that monies are properly collected and deposited in authorized financial institutions designated by the board of directors, and that current true and accurate financial records with full and correct entries are made with respect to all financial transactions of the organization are kept. The treasurer shall see that financial obligations of the LWV-HA are met and that monies are disbursed only upon order of the board or in accordance with the adopted budget. The treasurer shall present statements to the board at their regular meetings and present a report to the annual meeting. The treasurer shall make certain that appropriate internal controls are established and followed. The treasurer shall annually arrange for a financial review committee, a professional review, or audit of the books as the budget allows.

ARTICLE V. BOARD OF DIRECTORS

Sec. 1. NUMBER: MANNER AND 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. Four directors shall be elected by the general membership at each annual meeting and shall serve for a term of two years. The elected members shall, by majority vote, appoint such additional directors, not exceeding eight, as they deem necessary to carry on the work of the League. The terms of the appointed directors shall be from the date of the appointment and shall expire at the end of the fiscal year of appointment.

Sec. 2. QUALIFICATIONS. No person shall be elected or appointed or shall continue to serve as an officer or director of this organization unless that person is a voting member of the League of Women Voters of the Houston Area.

Sec. 3. VACANCIES.

- a. Any vacancy occurring in the board of directors by reason of the resignation, death, or disqualification of any officer or elected member may be filled until the end of the current fiscal year by a majority vote of the remaining members of the board of directors.
- b. Should an officer fail to serve an entire two-year term, the board may appoint a replacement for the remainder of the fiscal year; the nominating committee will suggest a replacement for the remainder of the term, and the membership will elect an officer to fill the remainder of the term so that officer terms remain staggered.
- c. Three consecutive absences from a board meeting by any member without a valid reason shall be deemed a resignation, effective only upon majority vote of the remaining members of the board.
- d. Any officer or director may, at any board meeting, propose a resolution removing an officer or director. Adoption requires approval by two-thirds vote of the directors presently in office.
- e. Any officer or director whose removal has been proposed shall be given at least ten calendar days' notice of intent to take such action and an opportunity to be heard in person at the board meeting where the potential removal is to be discussed.

Sec. 4. POWER 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 and conduct same, 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.

Sec. 5. MEETINGS. There shall be at least six regular meetings of the board of directors annually. The president may call special meetings of the board of directors and must call a special meeting upon the written request of five members of the board. Special meetings may be held by electronic communication. The use of electronic meetings shall be reserved for those issues needing a decision before an in-person meeting is scheduled. Procedural rules shall be established by the board.

Sec. 6. QUORUM. A majority of the members of the board of directors shall constitute a quorum.

Sec. 7. INDEMNIFICATION AND LIMITATION OF LIABILITY. The directors and all officers or other appointed representatives of the League of Women Voters of the Houston Area 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), the Texas Charitable Immunity & Liability Act of 1987 (Chapter 84 of the Texas Civil Practices and Remedies Code), and the Volunteer Protection Act (42 U.S.C. § 14501 *et seq.*) as those provisions now exist or hereafter may be amended.

ARTICLE VI. EXECUTIVE COMMITTEE

Sec. 1. COMPOSITION. The executive committee shall consist of the president, four (4) vice presidents, secretary and treasurer.

Sec. 2. POWERS. The executive committee may make decisions not affecting major League policy and may conduct emergency business between board meetings. The executive committee shall act as the hiring committee for the recruitment of any paid personnel and/or management company. All decisions made by the executive committee must be ratified by the board at its next regular meeting.

ARTICLE VII. FINANCIAL ADMINISTRATION

Sec. 1. FISCAL YEAR. The fiscal year of the League of Women Voters of the Houston Area shall commence on the first day of June each year.

Sec. 2. DUES. Annual dues, in an amount to be determined at the annual meeting by a three-fifths vote of those present and voting, shall be payable upon joining the League and thereafter on the first day of the anniversary month of the member's joining the League. Any member who fails to pay dues within the two (2) months after they become payable shall be dropped from the membership rolls and shall not be considered a voting member unless and until the member re-joins and pays dues. When two or more members reside at the same address in a common household, one member shall pay full dues and each additional member shall pay half of the annual dues.

Sec. 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 support the work of the League as a whole. The proposed budget shall be made available to all members fourteen calendar days before the annual meeting.

Sec. 4. BUDGET COMMITTEE. A budget committee of at least five, including the treasurer as one member, shall be appointed by the board of directors to prepare a budget for the ensuing year

and to conduct a mid-year review. The treasurer shall not serve as chair of the budget committee. The budget may be adjusted by a 2/3 vote of the board throughout the year if necessary.

Sec. 5. FINANCIAL RESPONSIBILITY. The president or board designated vice-president may endorse checks, drafts, debit card receipts and notes in the absence or disability of the treasurer.

Sec. 6. DISSOLUTION. In the event of the dissolution for any cause of the League of Women Voters of the Houston Area, all monies and securities which may at the time be owned by or under the absolute control of the League of Women Voters of the Houston Area shall be paid to the League of Women Voters of Texas. 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 League of Women Voters of the Houston Area shall be disposed of by any officer or employee of the corporation having possession of the 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 of the League of Women Voters of the Houston Area.

ARTICLE VIII. MEETINGS

Sec. 1. MEMBERSHIP MEETINGS. There shall be at least three meetings of the membership each year: a calendar planning meeting, a program planning meeting and an annual meeting. Time and place shall be determined by the board of directors.

Sec. 2. ANNUAL MEETING. An annual meeting shall be held, the exact date to be determined by the board of directors. The annual meeting shall: (a) adopt a local program for the ensuing year; (b) elect officers and directors, and members of the nominating committee, (c) adopt an adequate budget, and (d) transact such other business as may properly come before it.

Sec. 3. QUORUM. Eight percent of the voting members as of January 1 of the current year shall constitute a quorum at all meetings of the League of Women Voters of the Houston Area.

Sec. 4. ABSENTEE OR PROXY VOTING. Absentee or proxy voting shall not be permitted.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Sec. 1. NOMINATING COMMITTEE. The nominating committee shall consist of five members, two of whom shall be members of the board of directors. No person shall serve on the nominating committee for more than 2 out of 3 years. The chair and two members, who shall not be members of the board, shall be elected at the annual meeting. All members of the Nominating Committee shall be voting members of the League. Nominations for these offices shall be made by the current nominating committee. The other members shall be appointed by the board of directors. Any vacancy of the nominating committee shall be filled by the board of directors.

Sec. 2. SUGGESTIONS BY MEMBERS. The chair of the nominating committee shall request suggestions from the general membership for offices to be filled.

Sec. 3. REPORT OF THE NOMINATING COMMITTEE AND NOMINATIONS FROM THE FLOOR. The report from the nominating committee of its nominations for officers, directors, and the members of the succeeding nominating committee shall be made available to all members fourteen calendar days before the date of the annual meeting. Following the presentation of this report at the annual meeting, nominations may be made from the floor by any voting member provided the consent of the nominee shall have been secured.

Sec. 4. ELECTIONS. The elections shall be by ballot, provided that when there is only one nominee for an office, the election shall be by voice vote. A majority of those qualified to vote and voting shall constitute an election.

ARTICLE X. LEAGUE PROGRAM

Sec. 1. AUTHORIZATIONS. The governmental principles, adopted by the national convention and supported by the League as a whole, constitute the authorization for the adoption of program.

Sec. 2. PROGRAM. The program of the League of Women Voters of the Houston Area shall consist of (a) action to implement "The Principles of the League of Women Voters" and (b) those governmental issues chosen for concerted study and action.

Sec. 3.

(a) The board of directors shall consider the recommendations sent in by voting members at the regular February board meeting and shall formulate a proposed program. Program items limited to special governmental jurisdictions or geographically designed areas within the Houston Area League must be recommended to the board by a voting member resident in that jurisdictional area.

(b) The proposed program shall be made available to all members fourteen calendar days before the annual meeting.

(c) Program items recommended for adoption by the board of directors shall require a majority vote of members present at annual meeting.

(d) Program items submitted to the board of directors at the regular February board meeting but not recommended by the board of directors may be adopted at the annual meeting by a two-thirds vote of members present provided consideration is ordered by a majority vote of members present.

(e) Emergency program items submitted to the board of directors at a regular board meeting by a voting member before the annual meeting but not part of the proposed program may be adopted at annual meeting by a two-thirds vote of members present provided consideration is ordered by a majority vote of members present.

(f) Program items limited to a special governmental jurisdiction or geographically designated area within the boundaries of the Houston Area League must meet the following requirements: (a) The item must receive a favorable majority vote of the members in the area at the annual meeting; and (b) The item must then receive a favorable majority vote of the entire annual meeting membership, as outlined in (c).

Sec. 4. Change in adopted program may be made provided that: (1) information concerning the proposed changes has been sent to all members at least fourteen calendar days 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. 5. MEMBER ACTION. Members may act in the name of the League of Women Voters only when authorized to do so by the appropriate local, state, or national board of directors.

ARTICLE XI. NATIONAL CONVENTION, STATE CONVENTION AND COUNCIL

Sec. 1. NATIONAL CONVENTION. The membership or the board of directors at a meeting before the date on which the names of delegates must be sent to the national office shall select delegates to the convention in the number allotted to the League of Women Voters of the Houston Area under the provisions of the bylaws of the League of Women Voters of the United States.

Sec. 2. STATE CONVENTION. The membership or the board of directors at the meeting before the date on which the names of delegates must be sent to the state office shall select delegates to the convention in the number allotted the League of Women Voters of the Houston Area under the provisions of the bylaws of the League of Women Voters of Texas.

Sec. 3. STATE COUNCIL. The membership or the board of directors at the meeting before the date on which the names of delegates must be sent to the state office shall select delegates to the council in the number allotted the League of Women Voters of the Houston Area under the provisions of the bylaws of the League of Women Voters of Texas.

ARTICLE XII. PARLIAMENTARY AUTHORITY

Sec. 1. PARLIAMENTARY AUTHORITY. 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 XIII. AMENDMENTS

Sec. 1. AMENDMENTS. These bylaws may be amended by a two-thirds vote of the voting members present and voting at the annual meeting, provided the amendments were submitted to the membership in writing at least fourteen calendar days in advance of the meeting. The board of directors shall consider the recommended changes to the bylaws which were sent in by voting members two months prior to the annual meeting and shall submit their recommendations to the general membership along with those changes they have been asked to consider but do not recommend.