



Bylaws

Adopted by the Board of Trustees, June 28, 2021

Revised July 26, 2021

ARTICLE I. NAME

Sec. 1. The name of this organization shall be the League of Women Voters of Houston, hereinafter referred to in these bylaws as LWV Houston, or as the League. This local League is an integral part of the League of Women Voters of the United States, referred to in these bylaws as LWVUS, and of the League of Women Voters of Texas, referred to as LWVTX.

Sec. 2. The League of Women Voters of Houston shall be a local League headquartered in Houston, Texas.

ARTICLE II. PURPOSE AND POLICIES

Sec. 1. PURPOSES.

(a) The purposes of the League of Women Voters of Houston are to promote informed and active participation in government and to act on selected governmental issues.

(b) The League 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.

Sec. 2. POLICIES. The policies of LWV Houston are:

(a) **Political Policy.** The League shall not support or oppose any political party or any candidate.

(b) **Diversity, Equity & Inclusion Policy.** The League is fully committed to ensure

compliance - in principle and in practice - with the League's Diversity, Equity, and Inclusion Policy.

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, paying dues at the prescribed rate, shall be full 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 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.

(4) Those who are students are defined as individuals enrolled either as full or part time with an accredited institution.

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

ARTICLE IV. OFFICERS AND TRUSTEES

Sec. 1. ENUMERATION AND ELECTION. The officers of the League of Women Voters of Houston shall be a president, a secretary, a treasurer and at least four but no more than six vice presidents. Each vice president shall have a specific remit deemed necessary to carry out the work of the League.

(a) All officers shall be nominated by the board governance committee (or nominated by the membership from the floor) at an annual meeting to be held on or about the end of each fiscal year (May 31). An election shall follow immediately.

(b) All officers and trustees shall hold office for terms of two years commencing on June 1.

(c) The president, the secretary, and at least two but no more than three vice presidents shall be elected in odd-numbered years. The treasurer and at least two but no more than three vice presidents 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 trustees. The president shall be, ex officio, a member of all committees except the board governance committee and shall have such usual powers of supervision and management as may pertain to the office 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 trustees shall designate one vice president to conduct the business of the organization if 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 trustees. The secretary shall perform such other functions as the board may direct.

Sec. 5. THE TREASURER. The treasurer shall see that monies are properly collected and deposited, that financial and tax obligations are met and that the organization maintains current, true and accurate financial records.

ARTICLE V. BOARD OF TRUSTEES

Sec. 1. NUMBER, MANNER AND SELECTION AND TERM OF OFFICE. The board of trustees shall consist of the officers of the League and no fewer than eight but not more than sixteen trustees.

(a) Each trustee shall have a specific remit deemed necessary to carry out the work of the League.

(b) At least four but no more than eight candidates for the position of trustee shall be nominated by the board governance committee (or nominated by the membership from the floor) at an annual meeting to be held on or about the end of each fiscal year (May 31). An election shall follow immediately.

(c) Each trustee shall hold office for a term of two years commencing on June 1.

(d) The organization's immediate past president and any president elect may, at the discretion of the board governance committee, be nominated to serve as a trustee, counting towards the absolute limit of sixteen trustees.

Sec. 2. QUALIFICATIONS. No person shall serve as an officer or trustee of this organization unless that person is a full voting member of the League of Women Voters of Houston.

Sec. 3. VACANCIES.

(a) Any vacant board position occasioned by any reason (e.g., resignation, removal, death or disqualification) may be filled for the remainder of that term by majority vote of the remaining members of the board of trustees. Candidates for vacant board positions may be nominated by any board member.

(b) Three consecutive absences from board meetings shall be deemed a resignation, effective only upon ratification by majority vote of the remaining members of the board.

(c) Any officer or trustee may, at any board meeting, propose a resolution removing an officer or trustee, with or without cause. Adoption requires approval by two-thirds vote of the entire board.

Sec. 4. POWER AND DUTIES. The board of trustees shall have full charge of the property and business of the organization, subject to the instructions of the general membership.

Sec. 5. MEETINGS. There shall be at least six regular meetings of the board of trustees annually. The president may call special meetings of the board of trustees and must call a special meeting upon the written request of five members of the board. Meetings may be attended by either remote or personal appearance.

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

Sec. 7. INDEMNIFICATION AND LIMITATION OF LIABILITY. The trustees and all officers or other appointed representatives of the League of Women Voters of Houston 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, the vice presidents, the secretary and the treasurer.

Sec. 2. POWERS. The executive committee may conduct business between board meetings. 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 Houston 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 scheduled for payment in a manner determined by the board of trustees. When two or more members reside 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 to the annual meeting for adoption. The budget shall support the work of the League. The proposed budget shall be made available to all members fourteen calendar days before the annual meeting.

Sec. 4. FINANCE COMMITTEE. A finance committee of at least five, including the treasurer as one member, shall be appointed by the president to prepare a budget for the ensuing year. The finance committee may undertake other duties as the board of trustees directs.

Sec. 5. FINANCIAL RESPONSIBILITY. The president or board designated vice president may disburse monies in the absence or disability of the treasurer.

Sec. 6. DISSOLUTION.

(a) In the event of the dissolution for any cause of the League of Women Voters of Houston, all monies and securities which may at that time be owned by or under the absolute control of the League of Women Voters of Houston shall, after all obligations have been met, be disbursed to an LWV affiliated organization in Houston or to LWVTX, as the board of trustees directs.

(b) Should there be no Texas statewide League or Houston area local League all assets shall be disbursed to an equivalent organization that is part of LWVUS or to LWVUS, as the board of trustees directs.

(c) If there is no LWVUS organization then in existence assets shall be disbursed for such public, charitable, or educational uses as may be determined by the board of trustees of the League of Women Voters of Houston.

ARTICLE VIII. MEETINGS

Sec. 1 ANNUAL MEETING. An annual meeting of the general membership shall be held on or about the end of each fiscal year. This annual meeting shall:

- (a) adopt a local program of study and advocacy for the ensuing year
- (b) elect officers and members of the board governance committee for the ensuing year
- (c) adopt a budget for the ensuing year

(d) transact such other business as may properly come before it.

Sec. 2. MEMBERSHIP MEETINGS. There may be additional meetings of the general membership, convened at the direction of the board of trustees.

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

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

ARTICLE IX. NOMINATIONS AND ELECTIONS

Sec. 1. BOARD GOVERNANCE COMMITTEE. The board governance committee shall present a slate of candidates for (1) officers, (2) trustees, and (3) the successor board governance committee, to be elected at each annual meeting. The board governance committee shall serve other functions as the board of trustees may direct.

(a) The board governance committee shall consist of five elected members, each serving for a term of one year.

(b) All candidates named in the proposed slate of incoming board governance members shall be nominated by the current board governance committee and elected by the membership at the annual meeting by majority vote of those present and voting.

(c) No person shall serve on the board governance committee for more than two consecutive years.

(d) At least two candidates must not be members of the sitting or incoming board of trustees.

(e) All members of the board governance committee shall be full voting members of the League.

(f) Any vacancy in the board governance committee may be appropriately filled by vote of the board of trustees.

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

Sec. 3. REPORT OF THE BOARD GOVERNANCE COMMITTEE AND NOMINATIONS FROM THE FLOOR. The report of the board governance committee describing its selection for officers, trustees, and the members of the succeeding board governance committee shall be announced to all LWV Houston members at least fourteen calendar days before the annual meeting. Following the presentation of this report at the annual meeting nominations may be made from the floor by any voting member of LWV Houston.

Sec. 4. ELECTIONS. Elections shall be certified by majority vote.

(a) Voting shall be by ballot except when there is only one nominee for an office; in this case the election shall be by voice vote.

(b) A majority of those members present and voting shall constitute an election.

(c) Absentee or proxy voting shall not be permitted.

ARTICLE X. PROGRAMS FOR STUDY AND ACTION

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

Sec. 2. PROGRAMS FOR STUDY AND ACTION. The programs for study and action of the League of Women Voters of Houston 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. ADOPTION AND REVISIONS

(a) The board of trustees shall consider recommendations solicited by voting members and shall formulate a proposed local program identifying issues for study and action. The proposed program shall be made available to all members at least fourteen calendar days before the annual meeting.

(b) Program items recommended by the board of trustees shall be adopted by majority vote of members present at annual meeting.

(c) Program items not recommended by the board of trustees may be proposed at the annual meeting and adopted by a two-thirds vote of members present.

(d) Emergency program items may be adopted by majority vote of the board of trustees.

Sec. 4. Changes in adopted study/advocacy programing may be approved by majority vote of the board of trustees and must be ratified at the subsequent annual meeting.

Sec. 5. MEMBER ACTION. Members may act in the name of the League of Women Voters only when specifically authorized to do so by appropriate local, state, or national governance.

ARTICLE XI. VOTER SERVICES

Sec. 1. All voter services programs shall be strictly nonpartisan and conducted in a manner directed by the board of trustees.

ARTICLE XII. NATIONAL CONVENTION, STATE CONVENTION AND STATE CONFERENCE

Sec. 1. NATIONAL CONVENTION. The board of trustees shall select voting delegates to the convention in the number allotted to the League of Women Voters of Houston under the provisions of the bylaws of the League of Women Voters of the United States.

Sec. 2. STATE CONVENTION. The board of trustees shall select voting delegates to the convention in the number allotted the League of Women Voters of Houston under the provisions of the bylaws of the League of Women Voters of Texas.

Sec. 3. STATE CONFERENCE. The board of trustees shall select delegates to the conference in the number allotted the League of Women Voters of Houston under the provisions of the bylaws of the League of Women Voters of Texas.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

Sec. 1. PARLIAMENTARY AUTHORITY. The rules contained in Robert's Rules of Order Newly Revised shall govern the organization where they are not inconsistent with these bylaws.

ARTICLE XIV. AMENDMENTS

Sec. 1. AMENDMENTS. The board of trustees shall consider any changes to the bylaws that may be suggested by members of the board or the general membership.

(a) The board's recommendations will be established by majority vote of the board and presented to LWVTX.

(b) Amendments shall be reviewed by the LWVTX Governance Committee.

(c) Amendments shall be announced to the general membership of LWV Houston at least fourteen calendar days in advance of the subsequent annual meeting.

(d) Final ratification of any amendment requires a two-thirds approval vote of voting members at the LWV Houston annual meeting.