

LEAGUE OF WOMEN VOTERS OF GREATER CLEVELAND BYLAWS

ARTICLE I NAME

The name of this organization shall be the League of Women Voters of Greater Cleveland ("LWVGC"). LWVGC is an integral part of the League of Women Voters of the United States ("LWVUS") and the League of Women Voters of Ohio ("LWVO").

ARTICLE II PURPOSES AND POLICY

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

Section 2. Political Policy. LWVGC 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 LWVGC shall be eligible for membership. [SEP]

Section 2. Types of Membership. The membership of LWVGC shall be composed of voting members and associate members.

(a) Voting Members. Persons at least sixteen (16) years of age who join LWVGC shall be voting members of LWVGC, and of LWVO and LWVUS;

- 1) individuals 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 LWVGC may join LWVGC or shall be state members-at-large;
- 3) those who have been members of LWVGC or any other League of Women Voters for fifty (50) years or more shall be honorary life members excused from the payment of dues.

(b) Associate Members. All others who join LWVGC shall be associate members not eligible to vote.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number, Manner of Selection, and Term of Office. The Board of Directors ("Directors") of LWVGC shall consist of twelve Elected Directors and not more than twelve Appointed Directors. Six of the Elected Directors shall be elected as Officers and shall serve as specified in Article V. Those Directors not elected as Officers shall serve two-year staggered terms, so that half are elected each year. Appointed Directors shall be appointed by the President (as defined in Article V, Section 1) with the approval of the Elected Directors and serve for one year. There shall be no limit on the number of terms

a Director may serve. All Directors shall serve until their duly qualified successors are elected or appointed.

Section 2. Qualifications. Only voting members of LWVGC may be elected or appointed Directors.

Section 3. Removal and Resignation. Any Director may be removed from the Board for cause by a two-thirds (2/3) affirmative vote of the remaining Directors. Written notice of removal shall be provided to said Director. Any Director may resign at any time by providing notice to the Board at a meeting, in writing, or via email.

Section 4. Vacancies. A vacancy in the office of the President is addressed in Article V, Section 2. Any other vacancy may be filled until the next Annual Meeting by a majority vote of the remaining Directors.

Section 5. Powers and Duties. The Directors shall have full charge of the property and business of LWVGC with full power and authority to manage and conduct the same, subject to the instructions of the general membership given by majority vote at an authorized meeting of the members. The Directors shall plan and direct the work necessary to carry out the LWVGC Program as adopted at the Annual Meeting. They shall accept responsibility delegated to them by the Boards of Directors of the LWVO and LWVUS. The Directors shall also serve as the Board of Trustees of the League of Women Voters of Greater Cleveland Education Fund ("LWVGCEF").

Those Elected Directors who are not Officers may serve in an area of responsibility consistent with the League's mission. Areas of responsibility may include, but are not limited to, Chapter Liaison, Membership, Funding and Development, Program, Communication and Outreach, and Advocacy. Such area shall be determined by the Nominating Committee (as defined in Article VIII, Section 1) at the time a member agrees to stand for election as a Director. Appointed Directors may assist Elected Directors in their areas of responsibility, oversee additional areas of responsibility, assist Officers, or fulfill such other duties as the Directors deem appropriate.

Section 6. Meetings. There shall be at least eight (8) regular meetings of the Directors annually. The President may call special meetings and shall call a special meeting upon written request of at least one-third of the Directors.

Section 7. Quorum and Voting. A majority of the Directors shall constitute a quorum. Each Director shall have one vote. If there are Co-Presidents, each shall have one vote as a Director. Adoption of a motion requires an affirmative vote of a majority of the Directors who are present and voting. Any one or more Directors may participate in a meeting by means of conference telephone or other electronic means provided all persons participating in the meeting are able to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Absentee voting by mail or proxy shall not be permitted.

Section 8. Action without a Meeting. In the period between regular meetings of the Directors, the Directors may take an action without a meeting provided that (a) such action

is approved by a majority of Directors and (b) such action is confirmed in a document signed by all Directors voting to approve it.

ARTICLE V OFFICERS

Section 1. Enumeration, Election, Voting, and Terms of Officers. The Officers of LWVGC shall be a President or two Co-Presidents (“President”), one Vice-President if there are Co-Presidents, or two Vice-Presidents if there is one President (“VicePresident”), a Secretary, a Treasurer, and a Voter Services Chair, who shall be elected at the Annual Meeting. Each Officer shall be a member of the Board of Directors and shall have one vote as a Director on all matters put before the Board. All Officers shall serve two-year terms, which shall be staggered. Three seats shall comprise one President and two Vice-Presidents or two Co-Presidents and one Vice-President. CoPresidential terms may be concurrent, but Vice-Presidential terms must be staggered. Officers may be elected to successive terms without limit.

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 of the Board of Directors unless the President designates someone else to preside; may in the absence or disability of the Treasurer sign and endorse checks, drafts, and notes; shall be an *ex officio* member of all committees except the Nominating Committee, the Budget Committee, and the Bylaws Committee; and shall perform such other duties as the Board may direct. The President, or any other person the President may designate, shall be the official spokesperson for LWVGC. The President shall also serve as President of LWVGCEF. In the event of the absence, disability, resignation, or death of the President, the Directors shall elect a President from among their number to serve until the next Annual Meeting, at which time the members shall elect a President to complete the vacated term.

Section 3. The Vice-President. The Vice-President shall serve in the capacity of the President in the event that the President is unable to serve and shall perform such other duties as necessary at the direction of the President or Board of Directors. The VicePresident shall also serve as Vice-President of LWVGCEF.

Section 4. The Secretary. The Secretary shall keep minutes of all meetings of the Directors and of the members. The Secretary shall notify all Officers and Directors of their election. The Secretary shall sign, with the President, all contracts and other instruments when so authorized by the Directors, and shall perform such other functions as may be incident to this office. The Secretary shall also serve as Secretary of LWVGCEF. The Secretary shall be responsible for providing meeting notices and premeeting materials in a timely manner before each meeting.

Section 5. The Treasurer. The Treasurer shall be responsible for collection and oversight of all funds of LWVGC, depositing them in a financial institution designated by the Directors, and making disbursements as directed by the Directors and as set forth in Article XI. The Treasurer shall present financial statements to the Directors at regular

meetings, an annual report and budget to the Annual Meeting, and a complete financial report to the Directors at the end of each fiscal year. The Directors shall appoint an auditor or auditing committee to review the books of the Treasurer at the close of each fiscal year. The Treasurer shall be responsible for the timely filing of state and federal reports as may be required for non-profit organizations. The Treasurer shall also serve as Treasurer of LWVGCEF.

Section 6. The Voter Services Chair. The Voter Services Chair shall plan and implement, and support the Chapters in planning and implementing, voter education and participation in the electoral process. The Voter Services Chair shall maintain a working knowledge of state and federal voting and election laws. The Voter Services Chair shall also serve as Voter Services Chair of LWVGCEF.

ARTICLE VI COMMITTEES

The Board of Directors may appoint such permanent and *ad hoc* committees as they see fit to assist in management of the affairs of LWVGC. Any Director serving a designated area of responsibility may form an *ad hoc* committee to assist with the work.

ARTICLE VII MEMBERSHIP MEETINGS

Section 1. General Membership Meetings. There shall be at least one (1) meeting for the general membership each year, which shall be the Annual Meeting. The date, time, place, and purpose of each meeting shall be determined by the Directors and shall be announced to the general membership.

Section 2. Special Membership Meetings. The Directors may elect, by a majority vote of those present and voting at a Board meeting, or by a majority vote of the full number of Directors in action taken between meetings, to call a special meeting of the general membership. In addition, the Directors must call a special meeting of the general membership upon receipt of a written request for such a meeting by ten (10) percent of the voting membership. Notice of the date, time, place, and purpose of any special meeting shall be sent to the general membership at least ten (10) days before such meeting.

Section 3. Annual Meeting. The Annual Meeting shall be held each year between May 1 and July 1, at such time and place as the Directors shall determine. At the Annual Meeting the members shall adopt a local Program for the coming year; elect Officers, Directors, and the Nominating Committee; adopt a budget; consider any proposed Bylaws amendments; and transact such other business as may come before them.

Section 4. Notice. All members eligible to vote shall be sent notice of all general membership meetings other than special membership meetings no less than thirty (30) days prior to the meeting. Such notice shall include the date, time, place, and purpose of the meeting. In the case of the Annual Meeting, notice shall also include the proposed Program, including any recommended or not recommended changes; the slate of nominees for Director and Officer positions; the proposed budget; any proposed Bylaws amendments; and such other information as may be relevant.

Section 5. Voting Eligibility. Voting members are eligible to vote beginning forty-five (45) days after the payment of their initial dues until the expiration of their membership as set forth in Article XI, Section 3.

Section 6. Quorum and Voting. At any membership meeting, ten (10) percent of the eligible voting members, and representation from at least fifty (50) percent of chapters shall constitute a quorum. All motions shall be adopted by an affirmative vote of a majority of qualified members present and voting. No absentee voting shall be permitted, including electronic, telephone, mail, or proxy.

ARTICLE VIII NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. A Nominating Committee shall prepare slates of candidates for all Elected Director and Officer positions to be elected at the Annual Meeting. The Nominating Committee shall consist of seven (7) members, preferably including at least one former Nominating Committee member. The chair and three (3) members, who shall not be Directors, shall be elected by the members at the previous year's Annual Meeting. The remaining members shall be Directors, selected by the Board from among their number. The Directors shall appoint a replacement for any vacancy occurring in the Nominating Committee by reason of death, resignation, or disqualification.

Section 2. Report of the Nominating Committee and Nominations from Floor. The slate of nominees for Officers, Directors, and four (4) members of the succeeding Nominating Committee shall be sent to the members no less than thirty (30) days before the date of the Annual Meeting. The report of the Nominating Committee shall be presented at the Annual Meeting. 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.

Section 3. Election. Nominees for contested offices shall be elected by paper ballot; nominees for uncontested offices shall be elected by voice vote. A majority vote of qualified members present and voting shall constitute an election.

ARTICLE IX

PRINCIPLES, PUBLIC POLICY POSITIONS, 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. The Principles may be amended only at a LWVUS convention.

Section 2. Public Policy Positions. Public Policy Positions are consensus statements that apply the Principles to specific issues on which action may be taken, thus forming the basis for the Program (as defined in Article IX, Section 3). LWVGC Public Policy Positions shall relate to or affect residents of Greater Cleveland.

- (a) Existing LWVGC Public Policy Positions shall be reaffirmed, amended, or rescinded at the Annual Meeting (Article VII, Section 3).
- (b) A new LWVGC Public Policy Position cannot conflict with an existing local, state, or national Public Policy Position.
- (c) A Public Policy Position held by another League or an LWVGC Chapter (as set forth in Article X, Sections 4 and 5) may be adopted as an LWVGC Public Policy Position by concurrence.
- (d) If there is no existing Public Policy Position on an issue, LWVGC may vote to undertake a formal study as an item in its Program (as set forth in Article IX, Section 4). After such study, the membership shall meet to develop a new Public Policy Position through consensus based on the study. New Public Policy Positions become effective immediately upon adoption by the Board.

Section 3. Program. The Program of LWVGC shall consist of the agenda for action to implement the LWVUS Principles, to address those governmental issues chosen for concerted study and action, and to advance those Public Policy Positions adopted by the membership.

Section 4. New Program Selection.

- (a) Voting members may submit Program items to the Directors for their recommendation at least sixty (60) days prior to the date set for the Annual Meeting.
- (b) The Directors shall consider the submissions from members and Chapters, and shall ^[1]~~[SEP]~~ formulate a proposed Program of recommended items to be submitted to the members at the Annual Meeting. The proposed Program shall be sent to all LWVGC members at least thirty (30) days prior to the Annual Meeting. Program adoption or concurrence shall be by a majority vote of qualified members present and voting.
- (c) Items submitted for concurrence shall follow the same procedure as those for adoption.
- (d) Additional submissions for the Program may be adopted by the members at the Annual Meeting provided consideration is ordered by a majority vote of qualified members present and voting and adoption is by two-thirds (2/3) affirmative vote under the following circumstances:
 - 1) If the proposed Program item was submitted at least sixty (60) days prior to the date set for the Annual Meeting, but the Directors declined to recommend said proposed Program item; or
 - 2) If the proposed Program item was submitted at least thirty (30) days prior to the date set for the Annual Meeting, but not in time to be considered for

recommendation, and can still be included in the Notice of the Annual Meeting.

Section 5. Program Amendment. An amendment to the LWVGC Program may be made at a membership meeting, provided that such proposed amendment is sent to the members at least thirty (30) days prior to said meeting. An affirmative vote of two-thirds (2/3) of the qualified members present and voting is required for passage of such an amendment. A membership meeting may be called specifically for this purpose.

Section 6. Member Action. Members may act in the name of LWVGC, LWVO, and LWVUS only when authorized to do so by the President or Board of Directors of LWVGC, and only when such action is consistent with Principles, Public Policy Positions, and adopted Program.

ARTICLE X

Chapters

Section 1. Formation and Dissolution. A group of LWVGC members may form themselves into a Chapter ("Chapter") based on a defined commonality, including, but not limited to, municipal boundary, school district boundary, or other political jurisdiction.

- (a) Formation. Ten or more members may petition the Board to form a new Chapter. Their application shall include member names, proposed jurisdiction or commonality, and proposed plan for the coming year. Upon Board approval of the new Chapter, those members' prior affiliation with other Chapters shall be assigned to the new Chapter.
- (b) Dissolution. A Chapter may be dissolved by the Board, or if a Chapter votes to dissolve. The Board may dissolve a Chapter for recurrent failure to provide League services to its community, or if its membership falls below ten (10) individuals. Dissolution may occur only upon full investigation and after the Chapter has had an opportunity to be heard by a committee of the Board. Dissolution shall require a three-fourths vote of the Board and shall become effective immediately. A Chapter may vote to dissolve by a majority affirmative vote at an in-person meeting or without a meeting by e-mail or written document. Ten (10) percent of the eligible voting members affiliated with a Chapter, but no fewer than five (5) individuals, shall constitute a quorum. If a Chapter wishes to dissolve, its Chair shall notify the LWVGC Board. Members shall be offered the opportunity to affiliate with another Chapter. Any existing Chapter funds shall be transferred to LWVGC or LWVGCEF, as appropriate.

Section 2. Chapter Membership. LWVGC members need not declare a Chapter affiliation. However, every member of every Chapter shall be a member of LWVGC. Any LWVGC member choosing to affiliate with a Chapter may designate one affiliation when joining or renewing League membership in LWVGC. A member may take part in any activities of any Chapter regardless of affiliation. Only Chapter members may vote on Chapter matters.

Section 3. Chapter Officers. Each Chapter shall have a Chair or Co-Chairs (“Chair”), who shall coordinate Chapter activities, act as the Chapter spokesperson, and exchange reports with the LWVGC Board. In the absence of a Chair, the Board may intercede as it deems appropriate. Each Chapter shall also designate a Voter Service Officer to serve on the LWVGC Voter Service Committee. A Chapter may have such other officers, committees, and leadership positions as it deems necessary.

Section 4. Annual Meeting. Each Chapter shall hold at least one (1) annual meeting at which a Chair and Voter Service Officer are elected.

Section 5. Chapter Public Policy Positions. A Chapter may adopt Public Policy Positions and approve action on matters that relate solely to its jurisdiction. Chapters shall inform the LWVGC Board of all Chapter Public Policy Positions.

Section 6. Chapter Activities. A Chapter may:

- (a) conduct research;
- (b) conduct study for consensus; if a Chapter Public Policy Position is the result of a study or consensus, it may not conflict with any Public Policy Position held by the LWVGC, LWVO, or LWVUS;
- (c) prepare Voters’ Guides for issues and candidates within its jurisdiction;
- (d) take a position for or against a local issue, so long as such position is consistent with a Public Policy Position held by that Chapter or by LWVGC, LWVO, or LWVUS;
- (e) conduct candidates’ nights and other public forums;
- (f) observe and report on local government, school districts, and other local board and committee meetings;
- (g) engage in voter registration activities; and
- (h) engage in other activities provided they are consistent with underlying LWVUS Principles and with existing Public Policy Positions of LWVGC, LWVO, and LWVUS.

Section 7. Chapter Operating Funds. There shall be no additional dues or fees required of an LWVGC member based on Chapter affiliation. Any Chapter may conduct fundraising activities within its jurisdiction to support Chapter activities. LWVGC shall provide opportunities for donors to earmark contributions to support the activities of a particular Chapter. A Chapter may request from the Board, and the Board may offer to the Chapter, financial support for Chapter activities. The LWVGC Treasurer shall credit such funds to the designated Chapter’s line item on the LWVGC books.

All Chapters' operating funds shall be maintained as line items within the operating fund of LWVGC to be managed by the LWVGC Treasurer. The LWVGC Treasurer shall not deny a Chapter's request for access to any or all of its funds.

Section 8. Chapter Education Funds. Chapter Education Funds shall be governed by the Code of Regulations of the LWVGCEF.

Section 9. Reporting. At least thirty (30) days prior to the Annual Meeting, each Chapter shall provide a written report of its activities to the LWVGC Board for inclusion in the Annual Meeting booklet.

ARTICLE XI

Financial Administration

Section 1. Fiscal Year. The fiscal year of LWVGC shall coincide with the fiscal year of LWVUS.

Section 2. Dues. The date payable and amount of the dues shall be as follows:

- (a) Annual dues shall be payable to the Treasurer of LWVGC prior to December 31. Any member who has not paid dues by the following January 31 shall be dropped from the active membership rolls.
- (b) The Directors shall propose the amount of the dues each year in consideration of the Per Member Payments (PMPs) levied by LWVUS and LWVO, plus an amount to be determined necessary and appropriate to conduct LWVGC affairs. Such amount shall be specified in the Budget presented and approved at the Annual Meeting. Changes in dues from the prior year shall require a two-thirds (2/3) affirmative vote of qualified members present and voting for approval. The remainder of the budget shall require a majority affirmative vote of qualified members present and voting for approval.
- (c) Dues for a second member living at the same address in a common household shall be fifty (50) percent of the regular dues rate.

Section 3. Effective Dates of Membership. Except for honorary lifetime members, membership shall be effective on payment of dues by January 31 of the year following the annual membership campaign and until the subsequent January 31.

Section 4. Budget.

- (a) At least three (3) months before the Annual Meeting, the Directors shall appoint a Budget Committee, consisting of a Chair who is not currently serving on the Board, at least three (3) general members and three (3) Directors, with the Treasurer acting *ex officio*. No more than three (3) Budget Committee members may be affiliated with a single Chapter.
- (b) The Budget Committee shall provide a proposed budget to the Directors in sufficient time for the Directors to review and approve it and prepare materials to be sent to the general membership at least thirty (30) days prior to the Annual Meeting.

- (c) Approval of the budget shall require a majority affirmative vote by the qualified members present and voting at the Annual Meeting.

Section 5. Chapter Funds. Any funds raised by Chapters for their own use shall be handled as directed in Article X.

ARTICLE XII

National Convention, State Convention, and State Council

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

Section 2. State Convention. At a meeting prior to the LWVO deadline for identifying delegates to the State Convention, the Directors shall elect delegates to that Convention in the number allowed LWVGC under the provisions of LWVO Bylaws.

Section 3. State Council. At a meeting prior to the LWVO deadline for identifying delegates to State Council, the Directors shall elect delegates to State Council in the number allowed the LWVGC under the provisions of the LWVO Bylaws.

ARTICLE XIII

Parliamentary Authority

The rules contained in the most recent edition of *Robert's Rules of Order Newly Revised* shall govern LWVGC in all cases to which they are applicable and in which they do not conflict with these Bylaws.

ARTICLE XIV

Amendments

Section 1. Amendments. These Bylaws may be amended at any Annual Meeting or at a special meeting called for that purpose, using the following procedures:

- (a) Any voting member may submit a proposed amendment to the Directors at least sixty (60) days prior to ~~the~~ the meeting.
- (b) The Directors shall review all such proposed amendments and make a recommendation to approve or disapprove each proposed amendment at least thirty (30) days prior to the meeting.
- (c) The proposed amendment, along with the Directors' recommendation of approval or disapproval, shall be sent to the members at least thirty (30) days prior to the meeting.
- (d) Once a quorum is confirmed, an affirmative vote by two-thirds (2/3) of the qualified members present and voting shall adopt the proposed amendment.

Section 2. Bylaws Committee. The Board of Directors shall appoint a Bylaws Committee, composed of at least one Board member and two non-Board members, to review the Bylaws and to make recommendations for amendment. The review shall occur at least every three (3) years or when deemed necessary by the Board of Directors.

Approved May 19, 2018