

**BYLAWS OF THE LEAGUE OF WOMEN VOTERS
OF THE
RICHMOND METROPOLITAN AREA, INC.**

(Revised 6 /95, 6 /97, 6/01, 6/06, 6/13, 7/16, 5/19, 6/20, 5/21, 5/22)

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ARTICLE I

NAME

The name of this organization shall be The League of Women Voters of the Richmond Metropolitan Area, Inc., hereinafter referred to in these bylaws as the LWVRMA 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 LWVUS, and of the League of Women Voters of Virginia, hereinafter referred to in these bylaws as LWVVA.

ARTICLE II

PURPOSES AND POLICY

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

Section 2. Policies. The policies of LWVRMA are

1. Political Policy. The LWVRMA shall not support or oppose any political party or any candidate.
2. Diversity, Equity & Inclusion Policy. The LWVRMA is fully committed to ensure compliance - in principle and in practice - with LWVUS' Diversity, Equity, and Inclusion Policy.

ARTICLE III

MEMBERSHIP

Section 1. Eligibility. Any person who subscribes to the purposes and policy of the League of Women Voters shall be eligible for membership.

Section 2. Types of Membership.

1. Voting Members. Persons at least 16 years of age who join the LWVRMA shall be voting members of the local and state Leagues of their place of joining and of the LWVUS. Those who have been members of the League for 50 years or more shall be honorary life members, excused from the payment of dues. Those who are students are defined as individuals enrolled as full or part time with an accredited institution.
2. Associate Members. All others who join the League shall be associate members.

ARTICLE IV

OFFICERS, TERMS, AND DUTIES

Section 1. Officers and Terms of Office.

- A. The officers of the LWVRMA shall be president or co-presidents, vice president operations, vice president program, vice president voter service, secretary, and treasurer.
- B. Officers shall be nominated by the Nominating Committee for election to terms of two (2) years at the annual meeting. Officers may serve two (2) two-year terms in the same office. Officers may be re-elected after an interval of two (2) years. Officers shall assume their duties of office July 1 and serve until their successors have been elected or appointed.
- C. The president or co-presidents, vice president program, and treasurer shall be elected in odd-numbered years. The vice president operations, vice president voter service, and secretary shall be elected in even-numbered years.

Section 2. Duties of Officers.

- A. The President or Co-Presidents:
 - (1) Shall preside at all meetings of the organization and of the board of directors or designate another board member to do so;
 - (2) May in the absence or disability of the treasurer sign or endorse checks, drafts, and notes;
 - (3) Is, ex-officio, a member of all committees with vote;
 - (4) Shall have such usual powers of supervision and management as may pertain to the office of president;
 - (5) May appoint a parliamentarian to advise and assist at all meetings;
 - (6) May poll the board concerning issues that arise between board meetings, including vote by email, and may call virtual meetings if appropriate due to health, safety, or other like concerns.
 - (7) Shall perform such other duties as the board may designate.
- B. The Vice-presidents:
 - (1) The three vice presidents shall, in the event of absence, disability, resignation, or death of the president or co-presidents, possess all the powers and perform all the duties of that office-, with the order of succeeding to the presidency being VP operations, VP program, VP voter service. If no vice-president is

able to serve as president, the board may fill the vacancy from among the elected directors.

(2) In the event that no vice-president is able to serve in this capacity, the board shall elect one of the elected board members to fill the vacancy.

(3) The vice-presidents shall perform such other duties as the president or co-presidents and board may designate.

C. The Secretary:

(1) Shall keep the minutes of all meetings of organization and the board and present the minutes to the board for approval;

(2) Shall sign, with the president, all contracts and other instruments when authorized by the board;

(3) Shall perform such other duties as the president and board may designate.

D. The Treasurer:

(1) Shall perform or oversee the following activities:

a) collection, deposit, and custody of all moneys received in a financial institution designated by the board;

b) disbursement of funds as appropriated in the budget and as authorized by the board;

c) presentation of statements to the board at its regular meetings and a current fiscal year report to the annual meeting;

d) presentation of the treasurer's records for review at least every two years and/or whenever a new treasurer takes office; and

e) such other duties as the board may designate.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number, Selection and Term.

A. The board of directors shall consist of the officers, ten (10) directors elected by the members, and not more than ten (10) directors elected by the board.

B. Five (5) directors shall be elected by the general membership at each annual meeting and shall serve for a term of two (2) years or until their successors are elected and assume office.

C. Additional directors shall be nominated by the president or co-presidents and elected by the voting members of the board after

the new board takes office on July 1. The terms of directors elected by the board shall be two years and the terms shall be staggered.

- D. Directors may be elected by the membership or by the board to two (2) two-year terms. After serving two (2) two-year terms, a Director may be elected to the board, as a director, by the members or the board only after a two year break.

Section 2. Qualifications. Only voting members of the LWVRMA in good standing shall serve as officers or directors.

Section 3. Vacancies. Vacancies, other than the presidency, may be filled by vote of the remaining members of the board.

Section 4. Absenteeism. Three (3) consecutive absences from board meetings without a valid reason may be deemed a resignation.

Section 5. Powers and Duties.

- A. The board shall have full power and authority to manage and conduct the affairs of the LWVRMA between membership meetings. It shall plan and direct the work necessary to carry out the programs as adopted by the national and state conventions and the LWVRMA annual meeting.
- B. The board shall select delegates to the state convention and council and to the national convention. It shall accept responsibility for such other matters as the national and state boards may from time to time delegate to it.
- C. At least every two (2) years the board shall retain an outside auditor or appoint a committee of three (3) members, at least two of whom shall be board members who are not officers, to review the treasurer's records. The auditor or committee shall present its report to the board and to the annual meeting.

Section 6. Meetings.

- A. The board shall adopt an annual calendar of meetings each year following the election of the new board. The board shall meet at least 5 times a year and may calendar more regular meetings.
- B. The president may call special meetings of the board and shall call a special meeting within ten (10) days upon the written request of five (5) members of the board. Notice of time, place, and purpose of any special meeting shall be mailed or communicated by electronic means to each member of the board three days in advance if possible. Notice of meetings of the board may be waived by the members of the board, before, after, or during the meeting.
- C. The board may permit any or all directors to participate in any regular or special meeting by, or conduct the meeting through the

use of, any means of communication by which all directors participating in the meeting may simultaneously hear each other. A director participating in a meeting by such means shall be deemed present and may vote.

Section 7. Action without a Meeting.

Any action of the board that may be taken at a meeting may be taken without a meeting of the board if consent in writing setting forth the action so taken shall be signed by all members of the board. Such written consent may be given by electronic means including electronic mail. Such consent shall have the same force and effect as a unanimous vote of the members of the board.

Section 8. Quorum. A majority of voting members of the board, at least two (2) of whom are officers, shall constitute a quorum.

ARTICLE VI

MEETINGS

Section 1. Membership Meetings. There shall be at least two (2) meetings of the membership each year, one (1) of which shall be the annual meeting. Time and place of the meetings shall be determined by the board of directors.

Section 2. Annual Meeting. An annual meeting should be held in May or June, the exact date to be determined by the board of directors. The meeting shall:

- A. Adopt a program for the ensuing year;
- B. Elect officers and directors and three (3) members of the nominating committee;
- C. Adopt a budget;
- D. Transact such other business as may come before the meeting;
- E. Permit no proxy voting.

Section 3. Quorum. At least twenty (20) voting members shall constitute a quorum at the annual meeting.

Section 4. Electronic Meetings. The board may choose to conduct meetings of the membership virtually through the use of any means of communication that allows members to participate in the proceedings. Meetings conducted electronically shall support reasonable accommodations for persons with disabilities.

ARTICLE VII

NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. The nominating committee shall consist of five (5) members, two (2) of whom shall be members of the board. The chairperson and two (2) members, who shall not be members of the board, shall be elected at the annual meeting. Nominations for these offices shall be made by the current nominating committee. The other members shall be appointed by the board as soon as practicable following the next July 1. Any vacancy on the nominating committee shall be filled by the board.

Section 2. Solicitation of Candidates for the Directors, Officers and Nominating Committee Members. The Nominating Committee shall solicit prospective nominees for election to the board, the Nominating Committee or as officers by the members on an ongoing basis, making good faith and reasonable efforts to make and keep the board broadly representative of the people in the area served by the LWVRMA and the membership of the LWVRMA. Factors to be considered include race, ethnicity, sex, age, geographic distribution, sexual orientation, gender identity, disability, level of interest and activities in support of LWV, professional experience, skills and abilities, and willingness to actively support membership or resource development and advocacy efforts of the LWVRMA.

Section 3. Notice to Members Regarding Nomination Process. At least one (1) time yearly, all members of LVRMA shall receive timely written information about the nomination process. Members interested in serving on the board, the nominating committee or as officers shall be encouraged to submit a statement regarding their reasons for wanting to serve on the board to the Chair of the Nominating Committee or the chair's designee.

Section 4. Report of the Nominating Committee and Nominations from the Floor. The report of the nominating committee shall be sent to all members at least one (1) month prior to the annual meeting. The report of the nominating committee shall be presented at the annual meeting. Nominations may be made from the floor provided the consent of the nominee has been secured.

Section 5. Election. Election shall be by paper ballot at an in person meeting or by electronic means at an online meeting except that if there is only one nominee for an office it may be by voice vote or by a show of hands. A majority vote shall constitute an election.

ARTICLE VIII

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 the national, state, and local programs.

Section 2. Program. The program of the LWVRMA shall consist of action to implement the principles of the LWVUS and those local governmental issues adopted by the annual meeting for concerted study and action.

Section 3. Program Selection. The annual meeting shall act upon the program using the following procedures:

- A. Voting members may make recommendations to the board at least three (3) months before the annual meeting.
- B. The board shall consider these recommendations and formulate a proposed program that shall be sent to all members at least one (1) month before the annual meeting.
- C. Subjects in the proposed program as presented to the annual meeting by the board shall require a majority vote for adoption.
- D. The annual meeting shall adopt a program by majority vote. Program recommendations submitted to the board at least three (3) months before the annual meeting but not proposed by the board may be considered and adopted by the annual meeting provided that the annual meeting shall order consideration by a majority vote and adopt the item by a three-fifths (3/5) vote.

Section 4. Changes in Program. In the case of altered conditions, changes in program may be made provided that information concerning the proposed changes has been sent to all members at least two (2) weeks prior to a general membership meeting at which the changes are discussed.

Section 5. Member Action. Members may act in the name of the LWVRMA only when authorized to do so by the board. They may act only in conformity with, and not contrary to, a position taken by the LWVRMA, the LWVVA, or the LWVUS.

ARTICLE IX

BOARD COMMITTEES

Section 1. Executive Committee. There shall be an executive committee of the Board of Directors.

- A. Composition. The executive committee shall include the president or co-presidents, vice presidents, treasurer, and secretary and one director who is not an officer. The president shall be the chair of the executive committee.
- B. Responsibilities. The executive committee shall have, and may exercise, the powers of the board in the interim between board meetings, except that the executive committee shall not have the power to adopt or amend the budget, to take any action which is contrary to, or a substantial departure from, the direction established by the board, or which represents a major change in the affairs, business or program of LWVRMA. The executive committee shall submit reports to the board on actions taken.
- C. Quorum. A majority of the members shall constitute a quorum for purposes of taking action.

Section 2. Finance Committee. There shall be a Finance Committee of the board of directors. . The vice president operations will chair the finance committee and will recruit committee members from LWVRMA membership, including on and off-board to be appointed as provided in Article IX, Section 3. B. of these by-laws.. The treasurer will be a member of the committee, but will not be eligible to serve as chair.

- A. Finance Committee Duties and Responsibilities. The finance committee will provide policy advice on financial matters and will have responsibility for preparation of the annual budget and for on-going oversight of the budget and finances. The finance committee will ensure the filing of taxes, registrations, and per member payments. Its duties shall be more fully described in a charge or committee job description adopted by the board.

Section 3. Other Committees of the Board. The Board of Directors may establish such other standing committees, special committees, ad hoc committees, or work groups as it deems necessary.

- A. Charge and Duration. For each committee or work group created, the board of directors shall approve a charge or scope of work that describes the committee's or work group's responsibilities, the size of the membership and the duration of its existence. No special committee or work group created by the board shall continue in

operation for more than one year unless extended by action of the board.

- B. **Composition and Appointment of Committee Members.** Unless otherwise specified in a board resolution establishing a committee or work group, the president or co-presidents shall appoint the chair and members of committees, special committees or work groups created by the board. Each member of the board of directors shall be appointed to serve on at least one standing committee, special committee or work group. The chairs of all standing committees shall be appointed from among the members of the board. Persons who are not members of the board may be appointed by the president to serve as chairs of special committees or work groups. Persons who are not members of the board may be appointed by the president, on the recommendation of the chair of the committee or work group, to serve as members of standing committees, special committees or work groups.
- C. **Tenure of Committee Members.** Members of all committees serve at the pleasure of the board until the work of the committee or work group is completed or for one year from their appointment or until their successors are appointed.

Section 4. Conduct of Committee Meetings; Quorum and Voting

- A. **Quorum.** Three voting members, or one-third of the voting membership, whichever is larger, shall constitute a quorum competent for the transaction of business at meetings of each committee, any subcommittee or work group thereof. In the absence of a quorum at the time and place set for a meeting, the voting member or members present may adjourn the meeting from time to time until a quorum is present.
- B. **Meetings of Committees.** Regular meetings of committees or task groups may be called by the chair or scheduled on a calendar adopted by the committee. If not on a calendar of regular meetings, notice of time, place, and purpose of the meeting shall be mailed or communicated by electronic means to each member of the committee or work group three days in advance if possible. Notice of meetings of any committee or work group may be waived by the members of the committee or work group, before, after, or during the meeting.
- C. **Minutes.** All committees and work groups shall keep minutes of their proceedings. Written minutes of regular meetings of committees and work groups shall normally be presented to the board for information. Each committee or work group shall, when requested by the executive committee, present to the board a comprehensive report regarding any aspect of the matters under its charge.
- D. **Electronic Meetings.** A committee or work group may permit any or all of its members to participate in any meeting by, or conduct the meeting through the use of, any means of communication by which all members participating in the meeting may simultaneously hear each other. A

member participating in a meeting by such means is deemed to be present in person for the meeting and may vote.

- E. Action by Committee Without a Meeting. Any action of a committee or task group that may be taken at a meeting may be taken without a meeting of such committee or task group if consent in writing setting forth the action so taken shall be signed by all members of the committee or task group. Such written consent may be given by electronic means including electronic mail. Such consent shall have the same force and effect as a unanimous vote of the members of the committee or task group.

ARTICLE X

FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of the LWVRMA shall be from July 1 to June 30 of the following year.

Section 2. Dues.

- A. Annual dues shall be due and payable by the first day of each fiscal year. Any member who fails to pay dues within five (5) months after they become payable shall be dropped from membership rolls.
- B. Payment of the annual dues amount includes membership through the end of the fiscal year in which the payment is made, except that new members paying the annual dues amount between April 1 and June 30 will be members through the end of the following fiscal year.
- C. Dues for the ensuing year shall be determined by a majority vote at the annual meeting. In order for a change in dues to be considered at the annual meeting, notification must be given one (1) month in advance.
- D. LWVRMA shall make a national per-member-payment in an amount to be determined by the national convention and a state per-member-payment as determined by the state convention,
- E. When two members reside at the same address in a common household, a lesser payment for the second individual may be established.

Section 3. Budget. The proposed annual budget for the ensuing year shall be submitted by the board to the annual meeting for adoption. The proposed annual budget shall be sent to all LWVRMA members one (1) month before the annual meeting.

Section 4. Dissolution. In the event of the dissolution of the LWVRMA for any cause, all moneys and securities that may at the time be owned by or under the absolute control of the LWVRMA shall be paid to the LWVVA. All other property of whatever nature, whether real, personal or mixed, that may at the time be owned by or under the control of the LWVRMA, shall be disposed of by any officer or employee or employees 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 the LWVRMA.

ARTICLE XI

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, REFERENCE? shall govern the organization in all cases in which they are applicable and not inconsistent with these bylaws.

ARTICLE XII

AMENDMENTS

The first three articles of these bylaws shall be consistent with those of LWVUS in order to define and maintain the unity of the organization and the powers and privileges of members. All other articles of these bylaws may be amended by a two-thirds vote of the voting members at the annual meeting, provided the amendments were submitted to the membership in writing at least one (1) month in advance of the meeting.

ARTICLE XIII.

AREA

LWVRMA serves the communities of the City of Richmond, Henrico County, Chesterfield County, Hanover County, and other locales in the Greater Richmond, Virginia Metropolitan Area.