

Proposed Bylaws for League of Women Voters of Oklahoma a 501(c) 3 Entity

Note: Text that is shown with ~~strikethrough~~ is to be deleted. Updated text is shown in blue. The membership amendment is required by the League of Women Voters of the U.S.

LEAGUE OF WOMEN VOTERS OF OKLAHOMA BYLAWS

As adopted by the League of Women Voters of Oklahoma at State Organization Meeting, October 24, 1927.

Certificate of Incorporation May 15, 1941

As amended by the Fifty-first Convention May 18 & 19, 2007

As amended by the Fifty-third Convention, May 21, 2011

As amended by the Fifty-fourth Convention, June 1, 2013

And previous conventions

ARTICLE I

NAME

Section 1. Name. The name of this organization shall be the League of Women Voters of Oklahoma, hereinafter referred to in these bylaws as LWVOK. This state League is an integral part of the League of Women Voters of the United States.

ARTICLE II

PURPOSES AND POLICY

Section 1. Purposes. The purposes of the LWVOK are to promote political responsibility through informed and active participation in government and to act on selected governmental issues. ~~The LWVOK is organized and operated exclusively for charitable 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 LWVOK shall not carry on any other activities not permitted to be carried on by a entity exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the activities of the LWVOK shall be attempting to influence legislation.~~

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 League shall be eligible for membership.

Section 2. Types of Membership.

~~A. Voting Members. Citizens at least 18 years of age who join the League shall be voting members of local Leagues, state Leagues and of the 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 any local League may join~~

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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.

A. Voting Members. Persons at least 16 years of age who join the League shall be voting members of local Leagues, state Leagues, 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.

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

ARTICLE IV OFFICERS

Section 1. Election and Term. The officers of the LWVOK shall be a president, a vice-president, a secretary, and a treasurer. They shall be voting members of the LWVOK and shall be elected by the convention to hold office until the close of the next convention or until the successor has been elected. Under circumstances to be determined by the nominating committee the office of President may be filled by two co-officers.

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 the state board or designate another person to do so; shall be, ex-officio, a member of all committees except the nominating committee, may sign or endorse checks, drafts and notes in the absence of the treasurer; and shall perform such other duties as the state board may direct.

In the event of the 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 state board shall fill the vacancy from among the ~~directors~~ trustees.

Section 3. The Vice-Presidents. Vice President The vice-president shall, in the event of absence, resignation, disability, or death of the president, possess all the powers and perform all the duties of that office. In the event that the vice-president is unable to serve in this capacity the board of ~~directors~~ trustees shall elect one of its members to fill the vacancy. The ~~vice-presidents~~ vice president shall perform such other duties as the president and board may designate.

Section 4. The Secretary. The secretary shall keep the minutes of convention, council and of meetings of the board of ~~directors~~ trustees, shall notify officers and ~~directors~~ trustees 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.

Section 5. The Treasurer. The treasurer, or duly appointed assistant, shall collect and receive all monies due, shall be the custodian of these monies, shall ~~deposit them in federally insured financial institutions designated by the board of directors~~, shall make deposits and investments in compliance with the Oklahoma Charitable Fiduciary Act or its successor, and shall disburse the same only upon order of the board of directors trustees or as authorized by the adopted budget. The treasurer shall present periodic statements to the board at its regular meetings and an annual report to the convention or council. The books of the treasurer shall be subjected to an internal audit-review annually.

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ARTICLE V

BOARD OF DIRECTORS TRUSTEES

Section 1. Selection, Qualifications and Term. The board of ~~directors~~ trustees shall consist of the officers, six ~~directors~~ trustees selected by the convention, and not more than six ~~directors~~ trustees appointed by the elected members of the board. All ~~directors~~ trustees shall be voting members of LWVOK. They shall serve a two-year term beginning July 1-

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

Section 2. Powers. The state board shall manage and supervise the business, affairs and activities of the LWVOK subject to the instruction of the convention. It shall accept responsibility delegated to it by the board of directors of the League of Women Voters of the United States for the organization and development of local Leagues for the carrying out of program, and for promotion in the local Leagues of finance programs requisite to further the work of the League as a whole, including the transmission of funds toward the support of an adequate national budget. The board shall create and designate such special committees as it may deem necessary.

Section 3. Meetings. At least four regular meetings of the board shall be held annually. The president may call special meetings and upon the written request of five members of the board, shall call a special meeting. Notice of all regular meetings shall be given at least two weeks before the meeting and notice of all special meetings shall be given at least six days prior to the meeting. During a convention or council meeting, the president may, or upon the request of five members, shall call a special meeting by giving personal notice to each member of the board. The ~~Board of Directors~~ board of trustees may conduct meetings by video-conference, teleconference, or other electronic means as may be necessary. Notice shall be the same as that of other regular or special meetings.

Section 4. Quorum. A majority of the members of the board shall constitute a quorum.

Section 5. Nonparticipating members of the Board of ~~Directors~~ Trustees.-Any board member who is absent from two (2) board meetings annually without explanatory correspondence to the president of the board shall be considered to have resigned, and upon that meeting of the board of ~~directors~~ trustees, shall be notified to this effect. The vacancy should be filled as outlined elsewhere in these bylaws at that meeting.

ARTICLE VI

LOCAL LEAGUES AND MEMBER-AT-LARGE UNITS

Section 1. Local Leagues.

- a) Local Leagues are those Leagues that have been so recognized by the League of Women Voters of the United States.
- b) The LWVOK board of ~~directors~~ trustees shall recommend to the national board that the national board recognize as a local League any group of members of the League of Women Voters of the United States in any community within the state, provided the group fulfills recognition requirements for local Leagues as adopted by the national Convention.
- c) In the event of recurring failure of a local League to fulfill recognition requirements, the board of ~~directors~~ trustees shall recommend to the national board that the national board withdraw recognition from the local

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League. All funds held by a local League from which recognition has been withdrawn shall be paid to the LWVOK.

Section 2. Member-At-Large Units.

a) Member-at-Large (MAL) Units are those units that have been so recognized by the LWVOK. Members of MAL Units shall be voting members of the state League and the national League.

b) The LWVOK board of ~~directors~~ trustees has responsibility for the establishment of Member-at-Large Units. For this purpose, the board may organize eligible persons in a community in which no local League exists and shall recognize the group as an MAL Unit when it fulfills the recognition requirements for such units adopted by the LWVOK board of trustees.

c) The board of ~~directors~~ trustees shall withdraw recognition from the Member-at-Large Unit for recurring failure to fulfill the requirements for recognizing an MAL Unit. All funds held by an MAL Unit from which recognition has been withdrawn shall be paid to the LWVOK.

ARTICLE VII

FINANCIAL ADMINISTRATION

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

Section 2. Financial Support. Financial support for the LWVOK shall be assumed annually by a pledge from local Leagues, the amount to be recommended by the state budget committee, and to be determined by a three-fifths (3/5) vote of those present and voting at each convention or council. When two members reside at the same address in a common household, the local League shall make a payment equal to one and one-half times the determined state pledge per member. State Per Member dues for high school and college students shall be equal to one-half of the determined state pledge per member whether a member of a local League or a member at large. Members at Large shall pay annual dues to the LWVOK in an amount to be determined by the board.

Section 3. The Budget. The board shall submit to the convention ~~or council for adoption~~ a budget for the ~~ensuing year.~~ a biennial budget for adoption at convention. ~~A copy shall be sent to each local League and MAL Unit at least six weeks prior to the convention or council. The proposed budget shall be prepared by a committee consisting of the treasurers of the local Leagues and MAL Units. The chairperson shall be appointed by the state president, and the treasurer shall be, ex-officio, a member of the committee but not eligible to serve as chairperson.~~ The proposed two-year budget shall be prepared by a three member Budget Committee. The budget committee shall be chaired by the treasurer of the LWVOK, with two members appointed by the president of the LWVOK and approved by the board of trustees of the LWVOK. The president of the LWVOK shall be an ex-officio member of the budget committee. The budget committee shall deliver its proposed budget to the board of trustees of the LWVOK for review prior to the deadline for delivery to the local Leagues and MAL units. A copy of the proposed budget shall be delivered to the local Leagues and the MAL units six weeks prior to the convention.

Section 4. The Distribution of Funds on Dissolution. ~~In the event of the dissolution of the LWVOK, all monies, securities, and property (real, personal or mixed) which the LWVOK has acquired by gift, bequest or otherwise, as well as all unexpended income from said monies or property, and any other funds that may be~~

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~~owned or under the control of the LWVOK, shall be disposed of in accordance with the directives of the LWVUS.~~ In the event of the merger or dissolution of the LWOK for any reason, all money and securities or other property of whatsoever nature which at the time be owned or under the absolute control of the LWOK shall be distributed at the discretion of the board, or such other persons as shall be charged by law with the liquidation or winding up of the LWOK and its affairs, to any member organization of the League of Women Voters national organization which is exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or if none of these organizations are then in existence or exempt under those tax provisions, then, at the discretion of the board, to another organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under such designated tax provisions.

ARTICLE VIII CONVENTION

Section 1, Place, Date and Call. A Convention of the LWVOK shall be held biennially at a time and place to be determined by the state board. The President shall send a first call for the convention to the local Leagues and MAL Units not less than four months prior to the opening date of the convention fixed in said call. Thereafter the state board may advance or postpone the opening date of convention by not more than two weeks. A final call for convention shall be sent to the local Leagues and MAL Units at least six (6) weeks before convention.

Section 2. Composition. The convention shall consist of:

- A. The presidents of the local Leagues and MAL Units or an alternate in the event the president is unable to attend, and the members of state board.
- B. Delegates chosen by the members of local Leagues. Each League shall be entitled to at least two delegates who shall be chosen by their members. Leagues having more than 15 voting members shall be entitled to one additional delegate for each additional 15 voting members or major fraction thereof. The official membership count shall be determined by state office records as of January 31st of the year in which the convention is held.
- C. Each MAL Unit shall be entitled to one delegate for each 15 voting members at large or major fraction thereof.
- D. The members-at-large who are not members of an MAL Unit shall be entitled to elect, by ballot, one voting delegate to the convention for each 15 voting members-at-large or major fraction thereof, if those delegates will pay their own expenses.

Section 3. Delegates' Qualifications and Voting. All delegates shall be voting members of the League of Women Voters of Oklahoma. Each delegate representing a local League shall be entitled to one vote only if that League has met its per member payment responsibilities. The state board may make an exception in the case of proven hardship. No delegate shall be entitled to more than one vote, and absentee or proxy voting shall not be permitted. The convention shall be the sole judge of whether a delegate is qualified to vote.

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Section 4. Powers. The convention shall adopt a program, elect officers and directors trustees, adopt a budget for the ensuing ~~fiscal year~~ **biennium**, and transact such other business as may properly come before it.

Section 5. Quorum. A majority of the LWVOK board of ~~directors~~ **trustees** and the delegates registered shall constitute a quorum provided that not less than a majority of the local Leagues are represented.

ARTICLE IX COUNCIL

Section 1. Place, Date and Call. A meeting of the council shall be held biennially approximately twelve months after each convention⁰, at a time and place determined by the state board. A formal call shall be issued by the president to the local Leagues and MAL Units at least six (~~6~~) weeks before a council meeting. Special meetings may be called in the event of extreme emergency.

Section 2. Composition. The Council shall consist of:

- a) Presidents of local Leagues or an alternate in the event the president is unable to attend;
- b) Two delegates chosen by each local League;
- c) The members of the state board;
- d) One delegate chosen by each Member-at-Large Unit.

Section 3. Powers. The council shall give guidance to the state board on program and methods of work.

- a) In the event of an emergency, the council may change the program under recommendation using the following procedure: (1) notice of proposed changes shall have been sent to the local Leagues and MAL Units at least six (6) weeks in advance of the meeting of council; and (2) the change is adopted by a two-thirds (2/3) vote.
- b) The council ~~shall adopt a budget for the ensuing fiscal year and~~ shall transact such ~~other~~ business as shall be presented by the state board.

Section 4. Quorum. Ten delegates other than the state board shall constitute a quorum for the transaction of business provided that a majority of local Leagues are represented.

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 LWVOK board of ~~directors~~ **trustees**. The chair and two members, who shall not be members of the LWVOK board of ~~directors~~ **trustees**, shall be elected by the convention. Nominations for these offices shall be made by the current nominating committee. The other members of the committee shall be appointed by the LWVOK board of ~~directors~~ **trustees** immediately after convention. The president of LWVOK shall send the name and address of the nominating committee chair to local Leagues and MAL Units.

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Section 2. Suggestions for Nominations. The chair of the nominating committee shall request suggestions for nominations through the presidents of the local Leagues and MAL Units. Suggestions by local Leagues and MAL Units shall be sent by the president or secretary to the nominating committee chair at least three months before convention. Any member may send suggestions to the nominating committee chair.

Section 3. Report of the Nominating Committee. The report of the nominating committee containing its nominations for officers, ~~directors~~ trustees, and the chair and two members of the next nominating committee, shall be sent to local Leagues and MAL Units six weeks prior to the convention. The report of the nominating committee shall be sent to local Leagues and MAL Units six weeks prior to the convention. The report of the nominating committee shall be presented to convention at its first session. Nominations may be made from the floor immediately thereafter provided the consent of the nominee has been obtained.

Section 4. Election. The president shall appoint two or three tellers at the first session of the convention. Elections shall be by ballot except in the case of only one nominee for an office when a voice vote will be in order. The tellers shall collect and count the ballots and report the results to the president who will announce these results to the delegates. A majority of those present and voting will elect.

ARTICLE XI PRINCIPLES AND PROGRAM

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

Section 2. Program. The pProgram shall consist of: (1) action to implement the Principles; and (2) those governmental issues chosen by the convention for concerted study and action as follows:

- a) Local League boards and MAL Units may make recommendations to the state board at least three (3) months prior to the convention,
- b) The state board shall consider the recommendations and formulate a proposed program which shall be sent to local Leagues and MAL Units at least six ~~two~~ weeks prior to the convention.
- c) ~~The convention shall adopt a program by a majority vote on each subject presented to it. A program recommendation submitted by a local League or MAL Unit at least three (3) months prior to convention but not proposed by the state board may be adopted only if its consideration is ordered by majority vote of the convention and the vote on adoption comes on a following day.~~ The convention shall consider each program recommendation properly before it. To then properly adopt a program, a quorum must be present and a majority of the convention delegates then voting must vote affirmatively to adopt.
- d) A program is properly before the convention for consideration if Sections 2a) and 2b) are met. In the alternative, if after the convention is convened, a motion is made from the floor to suspend Sections 2a) and 2b) of the bylaws to consider a specific program proposal, and the motion to suspend is adopted by three-fourths (3/4) of the voting delegates in attendance, then said program may come before the convention for consideration. Said program then is properly before the convention. and Section 2c) is controlling.

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Section 3. Program Action. Leagues may act on state program only in conformity with positions taken by the LWVOK. Members may act in the name of the LWVOK only when authorized to do so by their appropriate board

ARTICLE XII NATIONAL CONVENTION AND COUNCIL

Section 1. Convention. The board of ~~directors~~ trustees, at a meeting before the date on which names of delegates must be sent to the national office, shall elect delegates to that convention in the number allowed the LWVOK under the provisions of the bylaws of the League of Women Voters of the United States. The president of the state League should be one delegate, although an alternate may be chosen in the event the president is unable to attend.

Section 2. Council. The board of ~~directors~~ trustees, at its meeting preceding the meeting of the council of the League of Women Voters of the United States, shall elect delegates to such council in the number allowed the LWVOK under the provisions of the bylaws of the League of Women Voters of the United States. The president of the state League shall be one of these delegates, although an alternate may be chosen in the event the president is unable to attend.

ARTICLE XIII PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation in ~~all~~ all cases to which they are applicable and not inconsistent with these bylaws and LWVUS bylaws.

ARTICLE XIV AMENDMENTS

Section 1. Amendments. These bylaws may be amended at any convention by a two-thirds (2/3) vote provided that the proposed amendment was submitted to the state board at least three months prior to convention by a local board or MAL Unit or has been proposed by the state board. The state board shall send all such proposed amendments to local Leagues and MAL Units at least six (6) weeks prior to convention. Local League and MAL Unit presidents shall notify members of their respective Leagues of the proposed amendment but failure to give such notice shall not invalidate the subsequent adoption of the amendment by the convention.