

# LEAGUE OF WOMEN VOTERS OF TEXAS BYLAWS

*Adopted June 19, 1947*

*Amended 1956, 1958, 1960, 1962, 1966, 1968, 1970, 1971,  
1973, 1975, 1977, 1979, 1981, 1983, 1985, 1987, 1989, 1991, 1993, 1999, 2001, 2003, 2006*

## ARTICLE I. NAME

The name of this organization shall be League of Women Voters of Texas, hereinafter referred to in these bylaws as LWV-TX, or, as the state League. This state League is an integral part of the League of Women Voters of the United States, hereinafter referred to in these bylaws as LWVUS.

## ARTICLE II. PURPOSES AND POLICY

### Section 1. Purposes.

**The purposes of the LWV-TX are to promote political responsibility through informed and active participation of citizens in government and to act on selected governmental issues.**

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 LWV-TX shall be voting members of the local and state Leagues of their place of joining 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 a local League or shall be state members at large;
  - (3) those who make a lump-sum life membership payment to the LWVUS shall be paid life members and those who have been members of the League for 50 years or more shall be honorary life members excused from the payment of dues.
- b. Associate Members. All others who join the League shall be associate members.

## ARTICLE IV. LOCAL LEAGUES AND MEMBER-AT-LARGE UNITS

Section 1. Local Leagues.

- a. Local Leagues are those Leagues within the state of Texas that have been so recognized by the LWVUS.
- b. The board of directors, hereinafter also referred to as the state board, shall recommend to the board of the LWVUS, hereinafter referred to as the national board, that it recognize as a local League any group of members of the League in any community within the state provided the group fulfills recognition requirements.
- c. In the event of recurrent failure of a local League to fulfill the national and/or state requirements, the board of the LWV-TX shall recommend to the national board that it

withdraw recognition from such local League. In the event of the dissolution of the local League, all monies and securities that may at the time be owned or under the control of the local League shall be paid to the LWV-TX after the local League board has paid or made provision for the payment of all liabilities of the local League. All other property of whatsoever nature, whether real, personal, or mixed, which may at the time be owned or under the control of the local League, shall be disposed of to such person, organization, or corporation for such public, charitable, or educational use and purposes as the state board in its absolute discretion may designate.

Section 2. Member-at-Large Units.

a. The state board may authorize the establishment of member-at-large units, composed of members at large, where feasible. Member-at-large units shall operate within the limitations established by the LWVUS and within guidelines adopted by the state board.

b. In the event of recurrent failure to adhere to guidelines for member-at-large units or to operate within the limitations established by the LWVUS, the state board may withdraw approval of the member-at-large unit. All assets held by a member-at-large unit from which approval has been withdrawn shall be turned over to the state League.

## ARTICLE V. OFFICERS

Section 1. Election, Qualifications, and Term.

The officers of the LWV-TX shall be a president, four vice-presidents, a secretary, and a treasurer. They shall be voting members of the LWV-TX and shall be elected by the convention to hold office for two years beginning June 1 of the year of their election or until their successors have been elected and qualified.

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 or disability of the treasurer; and shall perform such other duties as the state board may direct.

Section 3. The Vice-Presidents.

At its first board meeting the new state board shall designate one vice-president who, in the event of the absence, disability, resignation, or death of the president, shall assume the office of president. Should that vice-president be unable to serve as president, the state board shall choose one of its other elected members to fill the vacancy. The vice-presidents shall perform such duties as the president and state board direct.

Section 4. The Secretary.

The secretary shall keep or cause to be kept minutes of convention, council, and meetings of the state board. 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 duties as the president and state board shall direct.

Section 5. The Treasurer.

The treasurer shall perform such duties as customarily pertain to the office; arrange for an at least biennial professional review of the books; and, at the direction of the state board, maintain deposits in authorized financial institutions.

## ARTICLE VI. BOARD OF DIRECTORS

Section 1. Selection, Qualifications, and Term.

The board of directors shall consist of the officers of the LWV-TX, six directors elected by the convention, and not more than six directors appointed by the elected members of the board. All directors shall be voting members of the LWV-TX and shall serve for two years beginning June 1 of the year of their election, or until their successors have been elected and qualified.

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 LWV-TX subject to the instruction of the convention. The board shall plan and direct the work necessary to carry out the program on state governmental matters as adopted by the convention. It shall accept responsibility for the organization and development of local Leagues and member-at-large units, the promotion of League program, financial development, and such other matters as the national board may from time to time delegate to it. It shall have the power to create such special committees as it deems necessary and shall perform such other duties as are specified in these bylaws.

Section 3. Meetings.

At least three regular meetings shall be held annually at such time and place as the board may determine. The president may call special meetings and, upon the written request of at least 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 three days before the meeting. During a convention or council meeting the president may, or upon the request of at least five members, shall call a special meeting by giving written notice to each member of the board. Special meetings may be held by electronic communication.

Section 4. Absences.

Unexcused absences from two consecutive board meetings or three unexcused absences from board meetings in a biennium shall be considered a resignation from the board.

Section 5. Quorum.

A majority of the members of the board of the LWV-TX shall constitute a quorum. Any one or more members of the board may participate in a special meeting by means of electronic communication. Participation by such means shall constitute presence at a meeting.

Section 6. Indemnification and Limitation of Liability

The directors and all officers or other appointed representatives of the League of Women Voters of Texas 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, as it now exists or hereafter may be amended and by the Charitable Immunity and Liability Act, Chapter 84 of the Civil Practices and Remedies Code.

Section 7. Removal From Office.

In executing the duties of their office, board members are expected to carry out applicable laws and regulations as well as League bylaws, mission, policies, principles, positions, standards and procedures. Board members who do not shall be counseled. If violations persist, they may be removed from office by a 2/3 vote of the board of directors.

<b>ARTICLE VII. CONVENTION</b>
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Section 1. Place, Date, and Call.

A convention of the LWV-TX shall be held biennially in the even-numbered years at a time and place determined by the state board. A first call to convention shall be sent to the presidents of local Leagues, to the chairs of member-at-large units, and to members at large not in units at least 120 days before the date fixed in said call. Thereafter, the state board may advance or postpone this date by not more than 14 days. A final call, giving the exact time and place of the convention, shall be issued at least 42 days before the session opens.

Section 2. Composition.

The convention shall consist of

- a. the president of each local League or an alternate, in the event the president is unable to attend;
- b. delegates chosen by members of local Leagues as follows: one delegate for the first 15 voting members, and one delegate for every ten additional voting members or major fraction thereof. The official membership count shall be determined by state office records of voting members as of January 1 of the year in which convention is held. Each provisional League and each member-at-large unit with at least ten members shall be entitled to one voting delegate; and
- c. the members of the state board.

Section 3. Delegates' Qualifications and Voting.

All delegates shall be voting members of the LWV-TX. Absentee or proxy voting shall not be permitted. The convention shall be the sole judge of whether or not a delegate is qualified to vote.

Section 4. Powers.

The convention shall adopt a program; elect officers and directors, the chair and two members of the nominating committee; adopt a budget; and transact such other business as may properly come before it.

Section 5. Quorum.

A quorum shall consist of a majority of the delegates registered at the convention provided that no fewer than a majority of local Leagues are represented.

<b>ARTICLE VIII. STATEWIDE CONFERENCE</b>
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Section 1. Place, Date, and Call.

A statewide conference shall be held approximately 12 months after each convention at a time and place determined by the state board. In the event of an emergency, the state board may also call a special statewide conference. A formal call shall be issued to local League presidents and chairs of member-at-large units at least 30 days before a statewide conference meeting.

Section 2. Purpose:

The purpose of the statewide conference shall be determined by the interests and needs of members, Local Leagues, Members at Large units, and the state board. The statewide conference is open to all League members. Business may be conducted if necessary.

Section 3. Conduct of Business:

- a. In event of conduct of business, eligible voters will be as follows:
  - (1) the president of each local League or an alternate, in the event the president is unable to attend; and one other delegate chosen by the local League board. Each member-at-large unit with at least ten members shall be entitled to one voting delegate; and
  - (2) the members of the state board.

- b. Quorum.

A majority of voting delegates registered at statewide conference shall constitute a quorum provided that no fewer than a majority of local Leagues are represented.

Section 4. Powers.

In the event of conduct of business, the statewide conference may give guidance to the state board on program and methods of work.

- a. In the event of an emergency, the statewide conference may change the program upon recommendation of the state board or a local League, using the following procedure:
- (1) Any local League proposing a change shall submit it to the state board by the January 1 before statewide conference; the state board shall decide whether or not to recommend the change.
  - (2) At least 30 days before the statewide conference, the state board shall send to the presidents of local Leagues all proposed changes.
  - (3) A majority vote of the delegates present and voting shall be required for consideration of any change proposed by a local League and not recommended by the state board.
  - (4) A two-thirds vote of the delegates present and voting shall be required to adopt any change.
- b. The statewide conference may transact other business that may properly come before it.

## **ARTICLE IX. NOMINATIONS AND ELECTIONS**

### Section 1. Nominating Committee.

The nominating committee shall consist of five members. The chair and two members, who shall not be members of the state board, shall be elected by the convention. At its first board meeting, the state board shall appoint two of its members to the committee. Vacancies shall be filled by appointment by the state board maintaining the off-board/on-board representation.

### Section 2. Suggestions for Nominations.

The chair of the nominating committee shall request suggestions for nominations through the president of each local League and the chairs of member-at-large units by advising them of the offices to be filled and the address to which suggestions are to be sent. Members may submit suggestions directly to the committee.

### Section 3. Report of the Nominating Committee.

The report of the nominating committee, containing its nominations for officers and directors and the chair and two members of the next nominating committee, shall be sent to the presidents of local Leagues and to the chairs of member-at-large units at least 30 days before the convention. The report of the nominating committee shall be presented to the convention on the first day of the convention. Nominations may be made from the floor immediately thereafter provided the consent of the nominee has been obtained.

### Section 4. Election.

The administration of the election shall be the responsibility of an election committee appointed by the president on the first day of the convention. Election shall be by ballot except that if there is only one nominee for an office it shall be by voice vote. A majority vote of the delegates present and voting shall constitute an election.

## **ARTICLE X. PRINCIPLES 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.

### Section 2. Program.

The program of the LWV-TX shall consist of action to implement the Principles and those state governmental matters chosen by the convention, or statewide conference using the procedure outlined in Article VIII, Section 4 for concerted study and action as follows:

- a. Local League boards may make recommendations for state program, including proposed concurrence, to the state board by the January 15 before convention or statewide conference.
  - b. The state board shall consider these recommendations and formulate a proposed program which shall be sent to the presidents of local Leagues and to the chairs of member-at-large units at least 30 days before the convention or statewide conference.
  - c. The convention shall adopt a program by a majority vote. Program recommendations submitted to the state board by the January 15 before the convention but not recommended by the board may be adopted by the convention provided consideration is ordered by a majority vote of delegates present and voting, adoption is voted on a following day, and adoption is voted by at least two-thirds of the delegates present and voting.
  - d. Concurrence is the act of agreeing with or concurring with a statement of position. A decision-making technique used by the League for some time, a concurrence can work several ways. Groups of League members or League boards can concur with 1) recommendations of a resource committee or a unit group. 2) decision statements formulated by League boards 3) positions reached by another League or Leagues.
- Any League that plans to propose the adoption or amendment of a state League position by concurrence on the floor of convention or statewide conference shall send background information, including pros and cons on the issue and an explanation of the rationale for using this form of member agreement, to all Leagues at least six weeks before convention or statewide conference. A two-thirds vote of the delegates present and voting is required to amend or adopt a non-recommended state League position by concurrence on the floor of the convention or statewide conference.

### Section 3. Program Action.

Local Leagues may act on program only in conformity with positions taken by the LWVUS or the LWV-TX. Local Leagues or members may act on program at the state level in the name of the League only when authorized to do so by the state board.

## ARTICLE XI. NATIONAL CONVENTION AND COUNCIL

### Section 1. National Convention.

The state board, at its earliest meeting of the year in which the convention is held, shall elect delegates to the national convention in the number allowed the LWV-TX under the provisions of the bylaws of the LWVUS.

### Section 2. National Council.

The state board, at its earliest meeting of the year in which the council is held, shall elect delegates to the national council in the number allowed the LWV-TX under the provisions of the bylaws of LWVUS.

## ARTICLE XII. FINANCIAL ADMINISTRATION

### Section 1. Fiscal Year.

The fiscal year of the LWV-TX shall be from June 1 to May 31 of each year.

### Section 2. Financial Support.

- a. Annually the local Leagues shall assume financial responsibility for the work of the LWV-TX.
- b. Each local League shall make an annual per-member payment to the LWV-TX in an amount to be determined by a three-fifths vote of the delegates present and voting at each convention. When two or more members reside at the same address in a common household, the payment determined by the convention shall be made for the first member; a payment

equal to one-half the per-member payment shall be paid for each other member. A local League shall be excused from making a per-member payment for paid life or honorary life members. Annual minimum state support payment shall be established for local Leagues as determined by a three-fifths vote of those delegates present and voting at convention. Each member at large shall pay annual dues to the LWV-TX in an amount set by the state board. Provisional Leagues shall make annual support payments as determined by the state board.

c. Responsibility for additional support for the LWV-TX shall be assumed by the state board, which shall develop and solicit other sources for funding the state League and shall encourage supporters of the state League to contribute also to any local Leagues in their area.

#### Section 3. Budget Committee.

A two-year budget shall be prepared by a committee appointed for that purpose at least 180 days before the convention. The treasurer shall be, *ex officio*, a member of the budget committee but shall not be eligible to serve as chair.

#### Section 4. The Budget.

The state board shall send to the presidents of local Leagues and to chairs of member-at-large units, at least 30 days before the convention, a proposed two-year budget. A budget shall be adopted by a majority vote except that the per-member payment shall be approved as provided in Section 2. of this Article.

#### Section 5. Distribution of Funds on Dissolution.

In the event of the dissolution of the LWV-TX all monies and securities which may at the time be owned by or under the control of the LWV-TX shall be paid to the LWVUS after the state board has paid or made provision for the payment of all the liabilities of the LWV-TX. 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 LWV-TX, shall be disposed of to such person, organization, or corporation, for educational use and purposes as the state board in its absolute discretion may designate.

### **ARTICLE XIII. PARLIAMENTARY AUTHORITY**

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

### **ARTICLE XIV. AMENDMENTS**

These bylaws may be amended at any convention by a two-thirds vote of delegates present and voting provided that the proposed amendment was submitted to the state board at least 120 days before convention by a local League board, or has been proposed by the state board. The state board shall send all such proposed amendments, together with the board's recommendations, to the presidents of local Leagues and to the chairs of member-at-large units at least 30 days before the convention.

