

# LWVNCA Bylaws

## Amended May 9, 2009

### *Article I, Name*

**Section 1. Name.** The name of this organization shall be the League of Women Voters of the National Capital Area, Inc. (hereinafter, NCA). This Inter-League organization is an integral part of the League of Women Voters of the United States (hereinafter, LWVUS).

### *Article II, Purpose and Policy*

**Section 1. Purpose.** The purpose of NCA shall be to promote political responsibility through informed and active participation in government, and to act on selected governmental issues of a metropolitan, regional or inter-jurisdictional nature.

**Section 2. Policy.** NCA may take action on area governmental measures and policies in the public interest in conformity with the principles of the LWVUS. It shall not support or oppose any political party or candidate.

### *Article III, Membership*

#### **Section 1.**

- A. NCA shall be composed of:
- (1) LWVUS recognized local Leagues within the metropolitan Washington area that have chosen to participate in NCA work (hereinafter, local member Leagues), and
  - (2) the local member Leagues' respective state Leagues, including the District of Columbia League, (hereinafter, state member Leagues).
- B. Collectively, local member Leagues and state member Leagues shall comprise NCA's member Leagues.

### *Article IV, Officers*

**Section 1. Enumeration and Election of Officers.** The officers of NCA shall be a President, Vice President, Secretary, and Treasurer, who shall be elected by the Convention for two year terms beginning at the start of the next fiscal year. The President and Secretary shall be elected in odd-numbered years; the Vice President and Treasurer, in even-numbered years.

**Section 2. The President.** The President shall preside at all meetings of the organization and of the Board of Directors (hereinafter, the Board) unless the President designates someone else to preside. The President shall be, ex officio, a member of all committees except the Nominating Committee. The President shall have such usual powers of supervision and management as may pertain to the office of the President and perform such other duties as may be designated by the Board.

**Section 3. The Vice President.** The Vice President shall, in the event of the absence of the President, possess all the powers and perform all the duties of that office. The Vice President shall perform such other duties as the President and Board may designate.

**Section 4. The Secretary.** The Secretary shall keep minutes of the Convention and of the Board. The Secretary shall provide the President of each member League with the agenda and minutes of each Board meeting. The Secretary 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 shall collect and receives all moneys due. The Treasurer shall be the custodian of these

moneys, shall deposit them in a bank designated by the Board, and shall disburse the same only upon order of the Board. All checks, notes or transfers of funds or property shall be signed by one of the following officers: President, Vice President, and Treasurer. The Treasurer shall present periodic statements to the Board at its regular meetings and an annual report to the Convention. The books of the Treasurer shall be audited annually and the report sent to the Board.

## ***Article V, Board of Directors***

**Section 1. Number, Manner of Selection, and Term of Office.** The Board shall consist of the officers of the League, four elected directors, no more than four directors appointed by the Board, and one liaison appointed by each member League. Two directors shall be elected at each annual Convention for a two year term beginning at the start of the next fiscal year. The board shall appoint such additional directors, not exceeding four, as they deem necessary to carry on the work of the League. The terms of office of the appointed directors shall expire at the conclusion of the next fiscal year.

**Section 2. Qualifications.** No person shall be elected or appointed or shall continue to serve as an NCA officer or board member unless that person is a voting member of a member League.

### **Section 3. Vacancies.**

- A. In the event of resignation, disability, or death of the President, the Vice President shall become President until the next Convention. In the event the Vice President is unable to serve as President, the Board shall elect, by an absolute majority vote of the remaining members of the Board, one of its members to fill the vacancy.
- B. Appointed liaison-member vacancies shall be filled by the affected member League.

- C. All other vacancies may be filled by a majority vote of the remaining members of the Board.

**Section 4. Powers and Duties.** The Board shall:

- A. Have full charge of the property and business of the organization, with full power and authority to manage and conduct the same, subject to the instructions of the Convention;
- B. Plan and direct the work necessary to carry out the program
- C. Create and designate such special committees as it may deem necessary; and
- D. Maintain effective liaison with the President and the Board of directors of each member League.

**Section 5. Regular Meetings.** There shall be at least eight regular meetings of the Board annually. The President shall notify each Board member and each member-League President of all regular meetings by mail, e-mail or fax giving the time and the place of the meeting. No action taken at any regular Board meeting attended by three-fourths of the Board members shall be invalidated because of the failure of any Board member(s) to receive any notice properly sent or because of an irregularity in any notice actually received.

**Section 6. Special Meetings.** The President may call special meetings of the Board, and shall call a special meeting upon the written request of five Board members. Special meetings may be conducted by electronic means, such as telephone conference call, video conferencing or e-mail. The use of electronic meetings shall be reserved for those issues needing a decision before an in-person meeting is scheduled. Board members shall be notified of the time and place of special meeting at least six days prior to such meetings.

**Section 7. Quorum.** A majority of Board members shall constitute a quorum.

## ***Article VI, Financial Administration***

**Section 1. Fiscal Year.** The fiscal year of NCA shall commence on the first day of July every year.

**Section 2. Budget.** The Board shall submit to the Convention for adoption a budget for the ensuing year. The budget shall include a recommendation as to the distribution of receipts from any NCA fund-raising activity. A copy of the proposed budget shall be sent to each member-League President at least two months before Convention. For each of its locally-recruited members, as of the previous January 1st, each local member League shall contribute to NCA each year an amount determined by each convention.

**Section 3. Budget Committee.** An annual budget shall be prepared by a committee appointed by the Board for that purpose. The Treasurer shall be, ex officio, a member, but not the chair of the Budget Committee.

**Section 4. Distribution of Funds on Dissolution.** In the event of a dissolution for any cause of NCA all monies and securities then owned by or under the absolute control of NCA shall be pro-rated among its member Leagues. All other property then owned by or under the control of NCA, shall be disposed of by any officer or employee 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.

## ***Article VII, Convention***

**Section 1. Place, Date, and Call.** An NCA convention shall be held annually at a time and place to be determined by the Board. Leagues shall be notified as to the date of the Convention at least three months in advance.

**Section 2. Composition.** The Convention shall consist of NCA board members and of delegates representing member Leagues and

Member-at-Large units (MAL), as follows: (a) one delegate for each state member League, and (b) delegates for local member Leagues or MAL units, in the number provided by section 4, below.

**Section 3. Delegate Qualifications and Voting.** Each delegate for a local member League or MAL unit shall be a voting member of that League. A state-member-League delegate shall be a voting member of a local League within the state represented. Each board member and delegate shall be entitled to only one vote at the Convention, even if attending in two or more capacities. Absentee or proxy voting shall not be permitted. The Convention shall be the sole judge of whether a delegate is qualified to vote.

**Section 4. Representation of Local Member Leagues.** Delegates shall be selected in accordance with the bylaws of their respective Leagues or MAL units. Each local member League or MAL unit shall be entitled to three delegates; plus, for local leagues or MAL units having more than 100 voting members, one additional delegate for each additional 200 voting members, or major fraction thereof, as reported to LWVUS as of the reporting date required by LWVUS.

**Section 5. Observers.** All LWVUS members and their guests will be permitted to register for and attend NCA conventions as non-voting observers.

**Section 6. Powers.** The Convention shall:

- A. elect officers and directors as designated in Articles IV and V for the ensuing two years and a Nominating Committee;
- B. adopt a budget;
- C. in odd-numbered years consider and adopt a two-year Program, and in even-numbered years consider Program development; and
- D. transact such other business as may properly come before it.

**Section 7. Quorum.** Twenty-five (25) delegates other than Board members shall constitute a quorum for the transaction of Convention business, provided that there is representation from a majority of the member Leagues, including two (2) Leagues from Maryland, two (2) Leagues from Virginia, and the League of the District of Columbia.

### ***Article VIII, Nominations and Election***

**Section 1. Nominating Committee.** The Nominating Committee shall consist of five members, two of whom shall be members of the Board. The chairman and two members, who shall not be members of the Board, shall be elected by the Convention. Nominations for these officers shall be made by the current Nominating Committee. The other members of the Committee shall be appointed by the Board at the first regular Board meeting following the Convention. Any vacancy occurring in the Nominating Committee shall be filled by the Board. The President of NCA shall send the name and address of the Chair of the Nominating Committee to the President of each member League.

**Section 2. Suggestions for Nominations.** The Chair of the Nominating Committee shall request of each League suggestions for nominations for offices to be filled. Rotating the Presidency from one portion of the National Capital Area to another may be considered in nominating the president along with other desirable qualities for leadership as well as technical qualifications defined in these Bylaws.

**Section 3. Report of the Nominating Committee and Nominations from the Floor.** The report of the Nominating Committee of its nominations for officers, directors, and the Chair and two members of the succeeding Nominating Committee shall be sent to member Leagues one month before the date of the Convention. Immediately following the presentation of

this report at Convention, nominations may be made from the floor, provided that the consent of each nominee shall have been secured.

**Section 4. Election.** The election shall be by ballot, except that whenever there is but one nominee for each office, it shall be in order to move that the Secretary cast the ballot for every candidate. A majority vote shall constitute an election.

### ***Article IX, Program***

**Section 1. Principles.** The LWVUS principles constitute the authorization for the adoption of the Program.

**Section 2. Program.** The NCA Program shall consist of (a) action to implement the principles, and (b) study of and action on metropolitan, regional, and inter-jurisdictional governmental issues.

**Section 3. Convention Action.** The Convention shall act upon the Program using the following procedures:

- A. Member League Boards may make recommendations for a Program to the Board by February 15 in odd-numbered years.
- B. The Board shall consider the recommendations and shall formulate a Proposed Program, which shall be submitted to the member Leagues by March 15, together with a list of all non-recommended items suggested by the member Leagues.
- C. Recommendations for changes submitted by member Leagues and received by the Board at least three weeks before the Convention shall be considered by the Board prior to the Convention, at which time the Board may change the Proposed Program.
- D. A majority vote shall be required for the adoption of the Program proposed by the Board.

- E. Any recommendation for the Program submitted to the Board by February 15, but not proposed by the Board, may be adopted by the Convention provided consideration is ordered by a majority vote and the proposal for adoption receives a two-thirds vote.

**Section 4. Changes in Program.** In the event of altered conditions, changes in Program may be made during the Convention that is held in even-numbered years or at special meetings. Provisions for special meetings shall be in accord with Article VII and notification of any proposed Program changes shall be sent to all member Leagues at least 60 days prior to the meeting.

**Section 5.** No member may act in the name of NCA unless authorized by the President.

**Section 6. Member League Action.** Member Leagues may take action on area governmental matters on which NCA has a position only when specifically authorized to do so by the NCA President. Member Leagues may act in conformity with, but not contrary to the position taken by NCA.

**Section 7. NCA Action.** Responsibility for Program procedures (Article IX), study, evaluation, determination of member agreement, and action rests with the Board. Action shall be in conformity with, not contrary to positions adopted by the LWVUS.

## ***Article X, Parliamentary Authority***

**Section 1.** 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 in which they are not inconsistent with these bylaws.

## ***Article XI, Amendments***

**Section 1.** These bylaws may be amended by a two-thirds vote at any Convention, using the following procedures:

- A. Proposals for change shall be submitted by any member League to the NCA Board by February 15.
- B. All such proposed amendments together with the recommendations of the NCA Board shall be sent to member-League presidents at least two months before Convention.
- C. Member-League presidents should notify the members of their respective Leagues of the proposed amendments. Failure of a member League President to give such notice or failure of any member to receive such notice shall not invalidate amendments to the bylaws.

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