

BYLAWS

LEAGUE OF WOMEN VOTERS OF TENNESSEE

ARTICLE I

Name

Section 1. The name of the organization shall be the League of Women Voters of Tennessee (LWVTN). 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 League of Women Voters of Tennessee shall be to promote political responsibility through informed and active participation in government and to act on selected government 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. *Composition.* The League of Women Voters of Tennessee shall be composed of members of the League of Women Voters of the United States who are enrolled in recognized local Leagues within the state, or are members-at-large residing within Tennessee.

Section 3. 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 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 payment of dues.

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

ARTICLE IV

Officers

Section 1. *Enumeration and Election of Officers.* The officers of the League of Women Voters

of Tennessee shall be a President, a first Vice-President, a second Vice-President, a Secretary and a Treasurer. They shall be elected by the regular biennial Convention and shall hold office until the conclusion of the next regular biennial Convention or until their successors have been elected and qualified.

Section 2. *The President.* The President shall preside at all meetings of the organization and of the Board of Directors unless the President shall designate another to preside. The President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes. The President shall be, *ex-officio*, a member of all committees except the Nominating Committee, and 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. The office of the president may be shared.

Section 3. *The First Vice-President.* The First Vice-President shall perform duties as the President and Board may designate. In the event of a vacancy in the office of President, the First Vice-President assumes the responsibilities of that office until the next board meeting, in accordance with Article V, Section 3.

Section 4. *The Second Vice-President.* The Second Vice-President shall perform duties as the President and Board may designate. In the event of a vacancy in the office of First Vice-President, the Second Vice-President assumes the responsibilities of that office.

Section 5. *The Secretary.* The Secretary shall keep minutes of all Conventions, Councils, and meetings of the Board of Directors and shall perform such other functions as necessary.

Section 6. *The Treasurer.* The Treasurer, or a duly appointed assistant, shall collect and receive all monies due, and shall be the custodian of these monies, depositing them in a bank or banks designated by the Board of Directors, and shall disburse same only upon order of the Board of Directors. 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 reviewed annually at the end of each fiscal year. The office of treasurer may be shared.

ARTICLE V Board of Directors

Section 1. *Number, Manner of Selection and Term of Office.* The Board of Directors shall consist of the Officers of the League, at least five (5) and not more than eight (8) elected Directors, and not more than eight (8) appointed Directors. The elected Directors shall be elected by the Convention and shall serve until the conclusion of the next biennial Convention or until their successors have been elected and qualified. The elected members shall appoint such additional Directors, not exceeding the number of elected Directors, as they deem necessary to carry on the work of the League. The terms of office of the appointed Directors shall expire concurrently with the terms of office of the elected Directors. The President, First Vice-President

and Second Vice-President may not serve in the same office for more than four consecutive terms. After serving no more than four consecutive terms, the president shall not be eligible for election to the State Board of Directors for one year, but may be appointed as a director.

Section 2. *Qualifications.* Any person elected or appointed as an officer or director of this organization must be a voting member of the League of Women Voters of Tennessee.

Section 3. *Vacancies.* Any vacancy may be filled by a majority vote of the remaining members of the Board. The term of office of those so appointed shall expire concurrently with the terms of the elected Directors. In the event of a vacancy in the office of President, the Nominating Committee shall present a nomination for this office at the next State Board meeting for the vote of the Board.

Section 4. *Powers and Duties.* The Board of Directors shall have full charge of the property and business of the corporation with full power and authority to manage and conduct the same, subject to the instructions of the Convention. The Board shall plan and direct the work necessary to carry out the Program on selected state governmental matters adopted by the Convention. It shall be the responsibility of the Board to train local League personnel and to provide help and suggestions for all areas of local League activity. The Board shall initiate action to insure communication among the local Leagues and the State Board. The Board shall create and designate such special committees as it may deem necessary.

Section 5. *Regular Meetings.* There shall be at least four (4) regular meetings of the Board of Directors annually. The President shall notify each member of the Board of Directors of all regular meetings by sending notice thereof to each member's last-known post office address or e-mail address, at least two weeks before any such meeting, giving the time and place of the meeting. No action taken at any regular Board meeting attended by three-fourths of the members of the Board shall be invalidated because of the failure of any member or members of the Board to receive any notice properly sent or because of any irregularity in any notice actually received. A maximum of two meetings per year may be by phone conference. Electronic meetings are authorized if the meetings are conducted by a technology that is available to all and allows all persons participating to communicate with each other at the same time.

Section 6. *Special Meetings.* The President may call special meetings of the Board of Directors, and shall call a special meeting upon the written request of five members of the Board. Members of the Board shall be notified of the time and place of special meetings by e-mail, telephone or letter at least six days prior to such meeting, provided, however, that during a Convention the President may, or upon request of five members of the Board, shall call a special meeting of the Board by handing the members of the Board a written notice of the time and place of said meeting. Electronic meetings are authorized if the meetings are conducted by a technology that is available to all and allows all persons participating to communicate with each other at the same time.

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

Section 8. *Executive Committee.* An executive committee composed of the elected officers shall make necessary decisions between state board meetings.

ARTICLE VI

Recognition

Section 1. *Local Leagues.* (a) Local Leagues are those Leagues which have been so recognized by the League of Women Voters of the United States. (b) The Board of Directors shall recommend Member-at-large Units to the LWVUS Board of Directors for recognition as local Leagues provided the group meets qualifying standards for local Leagues as adopted by the National Convention. (c) In the event of recurring failure of a local League to meet recognition standards, the Board of Directors of LWVTN may recommend to the National Board that the National Board withdraw recognition from the local League. Any funds held after local obligations are paid by a local League from which recognition has been withdrawn shall be paid to the League of Women Voters of Tennessee.

Section 2. *Member-at-Large Unit.* State units are composed of members-at-large and are organized at the discretion of the State Board. Such units are units of the League of Women Voters of Tennessee and bear the same relationship to the State Board as units of a local League bear to the local League Board.

ARTICLE VII

Financial Administration

Section 1. *Fiscal Year.* The fiscal year of the League of Women Voters of Tennessee shall commence on the first of July of each year.

Section 2. *Budget.* The Board shall submit to the Convention or Council for adoption a budget for the ensuing year. The budget shall provide for the support of the League of Women Voters of the United States as well as for the State League. A copy of the budget shall be sent to each local League President at least six weeks in advance of the Convention or Council.

Section 3. *Budget Committee.* The budget shall be prepared by the Budget Committee which shall be appointed by the Board of Directors immediately following Council or Convention. The treasurer shall be an ex-officio, voting member of the Budget Committee.

Section 4. *Distribution of Funds on Dissolution.* In the event of a dissolution for any cause of the League of Women Voters of Tennessee, all monies and securities which may at the time be owned by or under the absolute control of the League of Women Voters of Tennessee shall be paid to the League of Women Voters of the United States, after the Board of Directors has paid

or made provision for the payment of all liabilities of the League of Women Voters of Tennessee. 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 League of Women Voters of Tennessee shall be disposed of by an official 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 Directors of the League of Women Voters of Tennessee.

ARTICLE VIII

Convention

Section 1. *Place, Date, and Call.* A Convention of the League of Women Voters of Tennessee shall be held biennially at a time and place to be determined by the Board of Directors. The President shall send a first call for the Convention to the presidents of the local Leagues and MAL Units not less than three (3) months prior to the opening date of the Convention fixed in the said call. Thereafter, the Board of Directors may advance or postpone the opening date of the Convention not more than two (2) weeks. A final call for the Convention shall be sent to the presidents of the local Leagues and MAL Units and non-affiliated MALS at least six (6) weeks before Convention.

Section 2. *Composition.* The Convention shall consist of the delegates chosen by the members through the local Leagues and MAL Units in the number provided in Section 4 of this Article, an MAL at-large delegate, the presidents of the local Leagues (one per League) (or an alternate chosen by the officers and Board of the local League, if the president is unable to attend), and the members of the Board of Directors of the League of Women Voters of Tennessee.

Section 3. *Qualifications of Delegates and Voting.* Each delegate shall be a voting member of the League of Women Voters of Tennessee. Each delegate shall be entitled to one (1) vote only even though the delegate may be attending in two (2) 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.* The members of the League of Women Voters of the United States who reside in the state of Tennessee shall be entitled to voting representation in the Convention as follows: The members of each local League shall be entitled to the president (one per League) plus one (1) delegate per first fifteen (15) members, plus one (1) additional delegate for each additional twenty-five (25) voting members of fraction thereof. Members shall belong to said local League on January 31 of said year. Members of each MAL Unit shall be entitled to one (1) delegate who shall be chosen by the members through the MAL Unit. Members-at-large not affiliated with an MAL Unit shall be entitled to one (1) delegate. MALS wishing to attend Convention with delegate status shall notify the state board at registration time. The LWVUS online database of paid voting members shall determine the official membership count for this purpose.

Section 5. *Powers.* The Convention shall consider and authorize for action a Program, shall elect officers and directors, shall adopt a budget for the ensuing fiscal year, and shall transact such other business as may be properly presented.

Section 6. *Quorum.* Fifteen (15) voting delegates other than the Board of Directors shall constitute a quorum for the transaction of the business of the Convention, provided there is representation from at least two-thirds of the local Leagues.

ARTICLE IX

Council

Section 1. *Place, Date, and Call.* A meeting of the Council shall be held in the interim year between conventions, approximately twelve (12) months after the preceding Convention, at a time and place to be determined by the Board of Directors. A formal call shall be sent by the President to the presidents of the local Leagues at least thirty (30) days before a Council meeting. Special meetings may be called in the event of extreme emergency.

Section 2. *Composition.* The Council shall be composed of the presidents of the local Leagues and MAL Units (or an alternate chosen by the officers and board of the local League in the event the president is unable to attend), one (1) delegate chosen by each local League, and the Board of Directors of the League of Women Voters of Tennessee.

Section 3. *Powers.* The Council shall give guidance to the Board on Program, methods of operation, and budget as submitted by the Board of Directors. The Council is authorized to change the Program only in the event of an emergency provided: (1) notice of proposed changes shall have been sent to the presidents of the local Leagues at least two (2) months in advance of the meeting of the Council, and (2) the change is adopted by two-thirds vote of those present and voting. The Council shall adopt a budget for the ensuing fiscal year and shall transact such other business as shall be presented by the Board.

Section 4. *Quorum.* Ten (10) delegates other than the Board of Directors shall constitute a quorum for the transaction of business at the Council provided that there is representation from at least one-third of the local Leagues.

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 Board of Directors. The chair and two members, who shall not be members of the Board of Directors, shall be elected by the Convention. Nominations for these offices shall be made by the current Nominating Committee. The two Board members of the Committee shall be appointed by the Board of Directors immediately after Convention.

Any vacancy occurring in the Nominating Committee by reason of resignation, disqualification, disability or death shall be filled by the Board of Directors by appointment. The President of the League of Women Voters of Tennessee shall send the name and address of the chair of the Nominating Committee to the president of each recognized local League.

Section 2. *Suggestions for Nominations.* The chair of the Nominating Committee requests, through the president of each local League and MAL Unit, suggestions for nominations for offices to be filled. Suggestions for nominations by local Leagues and MAL Units shall be sent by the president or secretary of such local League to the chair of the Nominating Committee at least three months before Convention. Any voting member may send suggestions to the chair of the Nominating committee.

Section 3. *Report of the Nominating committee and Nominations from 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 local Leagues six weeks before the date of the Convention. The report of the Nominating Committee shall be presented to the Convention on the first day of the Convention. 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 4. *Election.* The election shall be conducted by an Election Committee appointed by the President on the first day of the Convention. The election shall be by ballot, except that when there is but one nominee for each office, it shall be in order to move that the Secretary cast the ballot for each candidate. A majority vote of those present and voting shall constitute an election.

ARTICLE XI

Program

Section 1. *Principles.* The governmental principles adopted by the national Convention and supported by the Leagues as a whole, constitute the authorization for the adoption of Program.

Section 2. *Program.* The Program of the League of Women Voters of Tennessee shall consist of: (a) action to implement the Principles and (b) those state governmental issues chosen for concerted study and action.

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

- (a) Local League Boards and individual League members may make recommendations for a Program to the Board of Directors at least three months prior to Convention.
- (b) The Board of Directors shall formulate proposed Program which shall be submitted to the local League Boards at least six weeks prior to Convention.
- (c) Recommendations for changes in the proposed Program submitted by local League

Boards and individual League members and received by the Board of Directors at least three weeks before the opening of the Convention shall be considered by the Board prior to the Convention at which time the Board may change the proposed Program. Such changes may not be voted on by the Convention on the same day on which they are proposed.

(d) A majority vote shall be required for the adoption of the Program proposed by the Board of Directors.

(e) Any recommendations for the Program submitted to the Board of Directors at least three weeks before Convention but not proposed by the Board, may be adopted by the Convention provided consideration is ordered by a majority vote and on a following day the proposal for adoption receives a majority vote.

Section 4. *Council Program Consideration.* The Council may change the Program as provided in Article IX.

Section 5. *Member Action.* Members may act in the name of the League of Women Voters of Tennessee only when authorized to do so by the Board of Directors of the League of Women Voters of Tennessee.

Section 6. *Local League Action.* Action by a local League shall be limited to the area served by that League unless otherwise authorized by the Board of Directors of the League of Women Voters of Tennessee or League of Women Voters of the United States. Local Leagues may act only in conformity with, and not contrary to, the position taken by the League of Women Voters of Tennessee.

ARTICLE XII

National Convention and Council

Section 1. *National Convention.* The Board of Directors, at a meeting before the one on which the names of delegates must be sent to the National Office, shall elect delegates to that Convention in the number allotted the League of Women Voters of Tennessee under the provisions of the Bylaws of the League of Women Voters of the United States.

Section 2. *National Council.* The Board of Directors, 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 allotted the League of Women Voters of Tennessee under the provisions of the Bylaws of the League of Women Voters of the United States.

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 cases to which they are applicable

and in which they are not inconsistent with these Bylaws.

ARTICLE XIV
Amendments

Section 1. *Amendments.* 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 League to the Board of Directors at least three (3) months prior to Convention. (b) All such proposed amendments together with the recommendations of the Board shall be sent to the presidents of local Leagues at least six (6) weeks prior to Convention. (c) The presidents of local Leagues shall notify the members of their respective Leagues of the proposed amendments. Failure of a local League president to give such notice or failure of any member to receive such notice shall not invalidate amendments to the Bylaws.

Revised April 1991, Amended April 1997, Amended May 2001, Amended April 2003
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