

**LEAGUE OF WOMEN VOTERS OF BALTIMORE COUNTY, INC.**

***Amended and Restated* BYLAWS  
Revised June, 2021**

**ARTICLE I**

**Name and Office**

Section 1. Name. The name of this organization shall be the League of Women Voters of Baltimore County, Inc. (hereinafter referred to as the "LWVBCo"). The LWVBCo is an integral part of the League of Women Voters of the United States (hereinafter referred to as "LWVUS") and the League of Women Voters of Maryland (hereinafter referred to as "LWVMD").

Section 2. Principal Office. The principal office of the LWVBCo shall be in Baltimore County, Maryland, if feasible.

**ARTICLE II**

**Purpose and Policy**

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

(a) The LWVBCo 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 provisions of these articles, the LWVBCo shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under such provisions of the Internal Revenue Code.

(b) No substantial part of the activities of the LWVBCo shall be attempting to influence legislation.

Section 2. Political Policy. The LWVBCo shall not support or oppose any political party or candidate.

Section 3. Diversity, Equity & Inclusion Policy. The LWVBCo is fully committed to ensure compliance-in principle and practice-with LWVUS' Diversity, Equity, and Inclusion Policy.

Section 4. Unity. All purposes and policies of the LWVBCo shall be in accord with those of the LWVUS and the LWVMD.

**ARTICLE III**

**Membership**

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

Section 2. Types of Membership.

(a) Voting members. Individuals at least 16 years of age who join the LWVBCo and are members in good standing shall be voting members of the LWVUS, LWVMD, the LWVBCo and any regional League to which the LWVBCo belongs. A member in good standing is one who has paid dues in accordance with Article XI, Section 2.

(i) Those who have been members of the LWVUS for 50 years or more shall be life members excused from the payment of dues.

(ii) Individuals 16 and over in the above categories, who are enrolled in an educational program leading to a degree or certification, may be designated as "Student Members" and pay no dues.

(b) Nonvoting members.

(i) Associate Members. All others who join the League shall be Associate Members.

(ii) Institutional Members. Institutional members such as educational institutions shall be approved by the Board of Directors.

Section 3. Member Action. Members may act in the name of the League of Women Voters only when authorized to do so by the appropriate LWVUS, LWVMD OR LWVBCO Board of Directors.

## **Article IV**

### **Officers**

Section 1. Enumeration and Election of Officers. The officers of the LWVBCo shall be President or Co-presidents (hereinafter, the term "President" shall be understood to include Co-presidents), First Vice-president, Second Vice-president, Secretary, and Treasurer who shall be elected by the general membership at an Annual Meeting. Officers shall take office July 1 following their election and serve for a term of two years or until their successors are elected. The President, First Vice-president, and Secretary shall be elected in odd-numbered years. The Second Vice president and the Treasurer shall be elected in even-numbered years.

Section 2. The President. The President shall preside at all meetings of the organization and of the Board of Directors. She/he may, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes. She/he shall be an *ex-officio* member of all committees except the Nominating Committee. She/he shall have such usual powers of supervision and management as may pertain to the office of President and perform such other duties as may be designated by the Board. The President shall also serve on the Management Committee of the Jessa Goldberg Endowment Fund.

Section 3. The Vice-presidents. One of the two Vice-presidents, in order of their seniority determined by time in office, in the event of the absence, disability, or death of the President, shall possess all the powers and perform all the duties of that office. In the event that neither Vice-president is able to serve in the capacity of President, the Board of Directors shall elect one of its members to fill the vacancy. The Vice-Presidents shall perform such other duties as the President and Board may designate.

Section 4. The Secretary. The Secretary shall keep minutes of all the general meetings of the LWVBCo including the Annual Meeting, all meetings of the Board of Directors and any meetings of the Executive Committee of the Board of Directors. She/he shall notify all Officers and Directors of their election. She/he 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 that office.

Section 5. The Treasurer. The Treasurer shall receive all moneys directed to the LWVBCo. She/he shall be custodian of these moneys and shall deposit operational moneys with financial institutions designated by the Board of Directors. *Moneys designated for the Jessa Goldberg Endowment Fund* shall be deposited in the endowment fund account. The Treasurer shall also disburse same in accordance with the budget and/or upon order of the Board including a monthly or quarterly disbursement into the Management Fund of the Baltimore City and Baltimore County Leagues of Women Voters for purposes of maintaining a joint office and personnel. She/he shall present statements to the Board at its regular meetings and to the membership in an Annual Report. The Treasurer shall retain all aforementioned responsibilities of the office of Treasurer. However, the Board may designate an assistant to perform the routine operations required to fulfill these functions. The books of the Treasurer shall be reviewed annually.

Section 6. Term. Each officer shall be elected for a term of two (2) years, and shall not be eligible for more than two (2) consecutive terms in the same office. However, in the event a person is elected to serve an unexpired term, she/he is not precluded from being elected for two terms in her/his own right. The Treasurer shall also serve on the Management Committee of the Jessa Goldberg Endowment Fund.

## **ARTICLE V**

### **Board of Directors**

Section 1. Composition, Number, Manner of Selection and Term of Office. The Board of Directors shall consist of the officers of the LWVBCo, eight (8) elected voting directors and not more than eight (8) appointed non-voting directors. Four (4) directors shall be elected by the general membership at each Annual Meeting and shall serve for a term of staggered two-year terms. The elected directors may appoint such additional directors as they deem necessary to carry on the work of the LWVBCo. The terms of office of the appointed directors shall be one (1) year or less, and shall expire on June 30.

Section 2. Qualifications. No person shall be elected or appointed or continue to serve as an officer or director of this organization unless this person is a voting member of the LWVBCo.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors may be filled, until July 1, by a majority vote of the Board of Directors. Three consecutive absences from Board meetings by any Board member without a valid reason may be deemed a resignation.

Section 4. Power and Duties. The Board of Directors shall 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 general membership. It shall plan and direct the work necessary to carry out the Programs as adopted by the LWVUS and the LWVMD. The Board shall create and designate special committees as it may deem necessary.

Section 5. Executive Committee. The Executive Committee, consisting of the officers of the LWVBCo, shall exercise such powers and authority as may be delegated to it by the LWVBCo Board of Directors and shall report to the Board of Directors on all actions taken by it between regular meetings of the Board.

Section 6. Meetings.

(a) Regular Meetings. There shall be at least nine (9) regular meetings of the Board of Directors annually. The president shall notify each member of the Board of Directors of all meetings.

(b) Special Meetings. The President may call special meetings of the Board of Directors and/or the Executive Committee and shall call a special meeting of the Board upon the written request of five (5) members of the Board.

(c) Conference Telephone Call Meetings. The Board members may participate in meetings by means of conference telephone calls or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. President or Co-presidents shall give due notice to the board members prior to the meeting with dial-in instructions. Participation by such means shall constitute presence in person at a meeting. Such meetings shall follow the prescription of in-person board meetings. A quorum must call in for decision-making and meeting material and an agenda must be available to all participants.

(d) Email Meetings. Board meetings may be held by email to deal with specific matters, which arise between in-person or conference call board meetings. Such email meetings can take place provided that all board members have access to email on a personal computer. For an email meeting to occur, the President or Co-presidents must notify all board members of the starting and ending time of the meeting and have acknowledgement by a quorum of all board members that they have received notice of the meeting. The President or Co-presidents would provide an agenda which would contain no more than three (3) matters. The meeting should not contain minutes of a previous meeting nor treasurer or committee reports. Those participating must do so by assuring that all participants are included in order for their comments and votes to be considered and valid by selecting reply all. At the termination time of the meeting, all input, discussion and voting would cease.

Section 7. Quorum. A majority of the elected members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business at every meeting of the Board of Directors.

Section 8. Removal. The Board of Directors shall have the power to remove any director or officer with due process and such action shall be conclusive.

## **Article VI**

### **Conflict of Interest**

Section 1. Disclosure. Any board member, officer or committee member having an interest in a contract or other transaction presented to the Board of Directors shall give prompt, full and frank disclosure of her/his interest to the Board of Directors prior to the Board of Directors acting on such contract or transaction.

Section 2. Determination of Conflict. The Board of Directors shall determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is found to exist, such person shall not vote on, nor use her/his personal influence on, nor participate in the discussion of the issue. This person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon.

Section 3. Minutes. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and where applicable, the abstention from voting and participation, and whether a quorum was present.

Section 4. Conflict of Interest Form. All Board members shall sign a conflict of interest form at the first Board meeting of the year.

## **ARTICLE VII**

### **National Convention, State Convention and Council and Inter-League Organization Convention**

Section 1. National Convention. The Board of Directors shall select delegates to the LWVUS National Convention in the number allotted the LWVBCo under the provisions of the By-laws of the LWVUS at a meeting before the date on which the names of the delegates must be sent to the national office.

Section 2. State Convention. The Board of Directors shall select delegates to the LWVMD State Convention in the number allotted the LWVBCo under the provisions of the By-laws of the LWVMD at a meeting before the date on which names of delegates must be sent to the state office.

Section 3. State Council. The Board of Directors shall select delegates to the LWVMD Council in the number allotted the LWVBCo under the provisions of the By-laws of the LWVMD at a meeting before the date on which names of delegates must be sent to the state office.

## **ARTICLE VIII**

### **Nominating Committee and Elections**

Section 1. Nominating Committee. The Nominating Committee shall consist of five (5) voting members, two (2) of whom shall be members of the Board of Directors. The Chairman of the Nominating Committee and two members, who shall not be members of the Board, shall be nominated annually by the Nominating Committee and elected at the Annual Meeting. The Board of Directors shall appoint the two Board members of the Committee prior to the first meeting of the Nominating Committee. Any vacancy on the Nominating Committee shall be filled by the Board of Directors. Suggestions for the nominations of Officers and Directors may be sent to this Committee by any voting member.

Section 2. Report of Nominating Committee and Nominations from the Floor. The report of the Nominating Committee of its nominations for Officers, Directors and the members of the succeeding Nominating Committee shall be sent to all members one month before the date of the Annual Meeting. The report of the Nominating Committee shall be presented at the Annual Meeting.

Immediately following the presentation of this report, nominations may be made from the floor by any voting member provided the consent of the nominee shall have been obtained.

Section 3. Elections. The election shall be by ballot, provided that when there is but one nominee for each office, the secretary may be instructed to cast the ballot for every nominee. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

## **ARTICLE IX**

### **Principles and Programs**

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 the National, State and Local Programs.

Section 2. Program. The program consists of action to protect the right to vote of every citizen and those governmental issues chosen for concerted study and action by the members at the Annual Meeting. The members shall act upon the Proposed Program in the following manner:

(a) The Board of Directors shall consider suggestions developed at a meeting on Program Planning or any suggestions submitted by a voting member two months prior to the Annual Meeting and shall formulate a Recommended Program.

(b) The Recommended Program plus a list of non-recommended items shall be sent to all voting members one month before the Annual Meeting.

(c) At the Annual Meeting a majority of voting members present and voting shall be required for adoption of items in the Recommended Program.

(d) Items submitted to the Board of Directors by voting members at least two months prior to the Annual Meeting, but not recommended by the Board of Directors, may be considered by the Annual Meeting provided that a majority vote of those attending the Annual Meeting requests consideration. Such items may be adopted by a simple majority of voting members present and voting.

(e) In the case of altered conditions, changes in the Program may be made provided that information concerning any proposed change has been sent to all members at least two weeks prior to the general membership meeting at which the change is to be discussed and acted upon.

Section 3. Member Action. Members may act in the name of the League of Women Voters only when authorized to do so by the appropriate LWVUS, LWVMD OR LWVBCo Board of Directors

## **ARTICLE X**

### **Meetings**

Section 1. Membership Meetings. There shall be at least four (4) meetings of the membership related to Program each year. The time and place of such meetings shall be determined by the Board of Directors.

Section 2. Annual Meeting. An annual meeting shall be held between April 15 and June 15, the exact date to be determined by the Board of Directors. The Annual Meeting shall:

- (a) adopt a local Program for the ensuing year,
- (b) elect required officers, and directors, and members of the nominating committee,
- (c) adopt an adequate budget, and
- (d) transact such other business as may properly come before it.

Section 3. Quorum. Ten percent of the membership shall constitute a quorum at all meetings of the LWVBCo.

## **ARTICLE XI**

### **Financial Administration**

Section 1. Fiscal Year. The fiscal year of the LWVBCo shall commence on the first day of July each year.

Section 2. Dues. The Board of Directors of the LWVBCo shall determine the amount of annual dues subject to the approval of two-thirds of the voting membership attending the Annual Meeting. One month's notice shall be given to the members of any proposed dues change. Annual dues shall be payable on July 1. Any member who fails to pay her or his dues within three months after they become payable may be dropped from the membership rolls. Dues for a second member residing at the same address in a common household shall be assessed at a reduced rate as approved by the membership at the Annual Meeting.

Section 3. Gifts and Donations. The Board of Directors may receive and accept gifts and donations from the members, the general public or any other source for the League's operational and educational activities. The Board, at its absolute discretion, may decline gifts they deem inappropriate. Money received by LWVBCo shall be deposited in the general funds unless designated or restricted to the Jessa Goldberg Endowment Fund and shall be managed by the treasurer in separate accounts.

Section 4. Budget. A budget for the ensuing fiscal year shall be submitted by the Board of Directors prior to the Annual Meeting for adoption.

Section 5. Finance Committee. A Finance Committee shall be appointed by the Board of Directors at least four (4) months prior to the Annual Meeting to prepare a budget for the ensuing fiscal year. This committee shall submit a budget to the Board of Directors for review before submission to the Annual Meeting. The proposed budget shall be sent to all voting members one month before the Annual Meeting. The Treasurer shall not be eligible to serve as chairman of the Budget Committee but shall be an *ex-officio* member of the Committee.

Section 6. Distribution of funds on dissolution. In the event of the dissolution or merger of the LWVBCo 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 LWVBCo shall be distributed at the discretion

of the Board of Directors, or such other persons as shall be charged by law with the liquidation or winding up of the LWVBCo 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 of Directors, 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 XII**

### ***Jessa Goldberg Endowment Fund***

Section 1. Purpose. The LWVBCo shall have an endowment fund named the Jessa Goldberg Endowment Fund. The purpose of the Jessa Goldberg Endowment Fund shall be to provide additional revenue for league education and service activities and programs.

Section 2. Management of Jessa Goldberg Endowment Fund.

(a) The principal of the fund shall not be disbursed nor invaded except upon an affirmative vote of two-thirds of all members of the Board of Directors of the LWVBCo entitled to vote. Income generated from the fund may be periodically allocated to the general fund of LWVBCo. The amount of income generated from the fund allocated for expenditure or allocated to principal shall be determined by the Board of Directors based on the recommendations of the Management Committee.

(b) The fund shall have a Management Committee made up of the LWVBCo President, Treasurer, and three members elected at the LWVBCo Annual Meeting. The elected members shall serve for three years. Vacancies shall be filled by the LWVBCo Board of Directors. The Management Committee shall periodically file reports and make recommendations to the Board of Directors. The Management Committee shall present a financial report thirty days prior to the Annual Meeting of the LWVBCo.

(c) The Management Committee shall elect its own chair and shall have the authority to hire professionals to assist with the management of the Jessa Goldberg Endowment Fund.

(d) Notwithstanding the forgoing grant of power, the Management Committee shall not engage in any prohibited transaction within the meaning of section 501(c)3 of the Internal Revenue Code (or any subsequent revisions).

(e) The Management Committee shall meet no less than quarterly. Meetings of the Management Committee may be held by conference telephone call or email consistent with Article V, Section 6, Subsections c. and d. of these bylaws and minutes shall be taken and recorded.

## **ARTICLE XIII**

### **Parliamentary Authority**

The rules contained in *Roberts 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 By-laws.

## **ARTICLE XIV**

### **Officer Indemnification**

The LWVBCo shall indemnify and hold harmless its officers and directors to the fullest extent of the law as provided in the Maryland Code of Corporations and Associations as amended from time to time. Indemnification shall extend to all judgments, penalties, fines, settlements, and reasonable expenses actually incurred by any director or officer if that director or officer was, is or is threatened with suit in his capacity as a director or officer. No director or officer shall be entitled to indemnification if the Director or Officer received an improper personal benefit from his or her action for which he or she seeks indemnification.

## **ARTICLE XV**

### **Amendments**

Amendments to these By-laws may be proposed by the LWVBCo Board of Directors or any individual voting member of the LWVBCo. These By-laws may be amended by a two-thirds vote of the voting members present at the Annual Meeting provided the amendments were submitted to the membership in writing at least one month in advance of the meeting. Any amendments shall go into effect the first day of the following fiscal year unless otherwise specified in the amendment.