

**LEAGUE OF WOMEN VOTERS OF HOWARD COUNTY-~~Education Fund~~, INC.
AMENDED AND RESTATED BYLAWS APRIL 21, 2020**

ARTICLE I

Name and Office

SECTION 1. NAME.

The name of this organization shall be the League of Women Voters of Howard, Inc. (LWVHC). The LWVHC is an integral part of the League of Women Voters of Maryland (LWVMD) and the League of Women Voters of the US (LWVUS). The LWVHC shall from time to time cooperate with other groups, including the League of Women Voters of the National Capital Area (LWVNCA).

SECTION 2. PRINCIPAL OFFICE.

The principal office of the LWVHC shall be in Howard County, Maryland.

ARTICLE II

Purpose and Policy

SECTION 1. PURPOSE.

The purpose of the LWVHC is to, among other things, promote political responsibility through informed and active participation in government, to increase understanding of major public policy issues, and to influence public policy on specific issues as decided by the Board of Directors, and to perform other activities permitted of corporations under the General Laws of the State of Maryland, to the extent such activities are permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (the Code) (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law) and also including the making of distributions to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes.

SECTION 2. POLITICAL POLICY.

No substantial part of the activities of LWVHC shall be the carrying on of propoganda or otherwise attempting to influence legislation, and LWVHC shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

SECTION 3. UNITY.

All purposes and policies of the LWVHC shall be in accord with those of the LWVMD and the LWVUS and the 501(c)(3) section of the Code.

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 MEMBERSHIPS.

- (a) Individuals at least sixteen (16) years of age who join the LWVHC shall be voting members of the LWVMD, the LWVUS, and any regional League to which the LWVHC belongs.
 - i. Individuals who live within the area of a local League may join that League or any other local League.
 - ii. Those who reside outside the area of any local League may join a local League or be state members-at-large.
- (b) Special Classes of Membership.
 - i. Those who have been members of the League for fifty (50) years or more shall be life members excused from the payment of dues.
 - ii. Individuals sixteen (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 annual membership dues.

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 LWVHC, LWVMD, or LWVUS.

ARTICLE IV Membership Meetings

SECTION 1. MEMBERSHIP MEETINGS.

There shall be at least three (3) meetings of the membership each year that should be related to program or other important issues. The time and place of such meetings shall be determined by the Board of Directors (the Board). Notice shall be sent to all members at least thirty (30) in advance of the date of the meeting.

SECTION 2. ANNUAL MEETING.

The annual meeting shall be held during the month of April, the exact date to be determined by the Board. The membership:

(a) may adopt a local program for the ensuing year,

(b) shall elect required officers, and directors, and chair and two non-Board members of the nominating committee,

(c) shall adopt an adequate budget, and

(d) may transact such other business as may properly come before it.

SECTION 3. SPECIAL MEETINGS.

The President may call a special meeting or, at the request of at least ten (10) members, it may be called by the Board. When a special meeting is called, a notice shall be sent to all members at least seven (7) days in advance of the date the meeting is to be held. The reason for calling a special meeting shall be clearly stated in the notice provided to the membership. The meeting shall only include the subject(s) for which the special meeting has been called.

SECTION 4. QUORUM.

Fifteen percent (15%) of the voting membership shall constitute a quorum.

ARTICLE V Officers

SECTION 1. ENUMERATION AND ELECTION OF OFFICERS.

The officers of the LWVHC shall be President or Co-presidents (the term "President" shall be understood to include Co-presidents), Vice-president, Secretary and Treasurer who shall be elected by the general membership at the Annual Meeting. Officers shall take office at the close of the Annual Meeting and shall serve for a term of two years or until their successors are elected. The President and Treasurer shall be elected in odd years; the Vice-president and Secretary shall be elected in even years.

SECTION 2. THE PRESIDENT.

The President shall preside at all meetings of the organization and of the Board. The President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes. The president shall be an *ex-officio* 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 and perform such other duties as may be designated by the Board.

SECTION 3. THE VICE-PRESIDENT.

The Vice-president shall perform such duties as the President or Board shall designate. In the event of the absence, disability, resignation, or death of the President, the Vice-president shall possess all the powers and perform all the duties of that office.

The Board shall select a member to fill the vacancy of Vice-president.

SECTION 4. THE SECRETARY.

The Secretary shall keep minutes of all annual and special membership meetings of the LWVHC, and of all meetings of the Board or any other such meeting that may be called under these Bylaws. The Secretary shall also be responsible for any correspondence as may be designated by the President or Board and shall assist such other work as the President requests. The Secretary shall submit final, corrected archival minutes as directed by the President.

SECTION 5. THE TREASURER.

The Treasurer shall collect and receive all monies due to the LWVHC. The Treasurer shall be the custodian of these monies, shall deposit them in a bank designated by the Board and shall disburse the same guided by the budget and availability of income. The Treasurer shall present financial

statements to the Board at its regular meetings and an annual report to the membership at the Annual Meeting. The Treasurer shall cosign, with the President, all disbursements in excess of \$1000 and contracts or other instruments when directed by the Board. The books of the Treasurer shall be reviewed annually.

ARTICLE VI Board of Directors

SECTION 1. COMPOSITION, NUMBER, MANNER OF SELECTION AND TERM OF OFFICE.

The Board shall consist of the officers of the LWVHC, six (6) to twelve (12) elected directors and up to twelve (12) appointed directors, all of whom shall be voting members. Directors elected by the voting membership at each Annual Meeting shall serve for a term of one year, or until their successors shall be elected. The terms of office of the appointed directors shall not exceed one (1) year and shall expire at the conclusion of the next Annual Meeting.

SECTION 2. QUALIFICATIONS.

No person shall be elected or appointed or continue to serve as an officer or director unless this person is a voting member of the LWVHC. and is deemed to be in compliance with the LWVHC's Conflict of Interest Bylaws (Article VII).

SECTION 3. VACANCIES.

Any vacancy occurring on the Board may be filled by a majority vote of the remaining members of the Board. 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 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 voting membership. It shall plan and direct the work necessary to carry out the programs adopted by the LWVUS, LWVMD, and LWVNCA conventions and the LWVHC Annual Meeting. The Board shall create and designate special committees as it may deem necessary. The Board shall provide for an annual financial review.

SECTION 5. EXECUTIVE COMMITTEE.

The Executive Committee, consisting of the officers of the LWVHC, shall exercise such powers and authority as may be delegated to it by the Board

and shall report to the Board 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 annually. The President shall notify each member of the Board of all meetings.
- (b) Special Meetings. The President may call special meetings of the Board and/or the Executive Committee and shall call a special meeting of the Board upon the written request of three (3) 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 allowing all persons participating in the meeting to hear each other at the same time. The president shall give due notice to the board members prior to the meeting with 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. 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 that 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 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 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.

- (e) Polling between Board Meetings. Polling of all Board members may be used between regularly scheduled meetings by telephone, electronic media, or mail. Any activity as a result of the polling will be confirmed at the next scheduled Board meeting.

SECTION 7. QUORUM.

A majority of the elected members of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business at every meeting of the Board. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout the meeting.

SECTION 8. REMOVAL.

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

Article VII Conflict of Interest

SECTION 1. INTEREST IN CONTRACT OR TRANSACTION.

Board members, officers or committee members having an interest in a contract or other transaction presented to the Board shall give prompt, full and frank disclosure of their interest to the Board prior to the Board acting on such contract or transaction.

SECTION 2. DETERMINATION OF CONFLICT OF INTEREST.

The Board 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 persons shall not vote on, nor use their personal influence on, nor participate in the discussion of the issue. These persons 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.

ARTICLE VIII National Convention, State Convention and Council and Inter-League Organization Convention

SECTION 1. NATIONAL CONVENTION.

The Board shall select delegates to the LWVUS National Convention in the number allotted the LWVHC 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 LWVUS.

SECTION 2. STATE CONVENTION.

The Board shall select delegates to the LWVMD State Convention in the number allotted the LWVHC 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 LWVMD.

SECTION 3. STATE COUNCIL.

The Board shall select delegates to the LWVMD Council in the number allotted the LWVHC 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 LWVMD.

SECTION 4. INTER-LEAGUE ORGANIZATION CONVENTION.

The Board shall select delegates to the Convention in the number allotted the LWVHC under the provision of the By-laws of the Inter-League Organization at a meeting before the date on which the names of the delegates must be sent to the organization.

ARTICLE IX 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. The Chairman 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 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. 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 member. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE X
Principles and Programs

SECTION 1. PRINCIPLES.

The governmental principles adopted by the National Convention of the LWVUS, and supported by the League as a whole, constitute the authorization for the Principles and Programs of the LWVHC.

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 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 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 by voting members at least two months prior to the Annual Meeting, but not recommended by the Board, may be considered at the Annual Meeting provided that a majority vote requests consideration. Such items may be adopted by a two-thirds 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.

ARTICLE XI
Financial Administration

SECTION 1. FISCAL YEAR.

The fiscal year of the LWVHC shall commence on the first day of May each year.

SECTION 2. DUES.

Annual dues for the following fiscal year shall be payable on or before May 1 each year. The amount of these dues should be recommended by the Board and approved by the voting membership at the Annual Meeting. The Board shall adopt appropriate procedures regarding delinquencies including suspending membership status.

SECTION 3. GIFTS AND DONATIONS.

The Board 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 it deems inappropriate.

SECTION 4. BUDGET.

A budget for the ensuing fiscal year shall be submitted by the Board to the Annual Meeting for adoption. The budget shall include support for the work of the League as a whole.

SECTION 5. BUDGET COMMITTEE.

A Budget Committee shall be appointed by the Board at least four (4) months prior to the Annual Meeting to prepare a budget for the ensuing fiscal year. Two (2) members of the Board and three (3) members from the voting membership (one of these three being designated as chair), and the Treasurer and President shall be *ex-officio*

members of the committee. This committee shall submit a budget to the Board for review before submission to the Annual Meeting. The proposed budget shall be sent to all voting members one month before the Annual Meeting.

SECTION 7. TRANSFER OF PROPERTY.

Two (2) of the following officers; the President, Vice-President, Secretary and Treasurer, shall have the authority to assign, endorse, transfer, and deliver in the name and on behalf of the LWVHC, any certificate of stock, bond, note, or other security or property belonging to the LWVHC.

SECTION 8. DISTRIBUTION OF FUNDS ON DISSOLUTION.

In the event of dissolution for any cause of the LWVHC, all assets which may at the time be owned by or under the absolute control of the LWVHC shall be paid to the LWVMD, provided that LWVMD is an organization exempt from taxation pursuant to Section 501(c)(3) of the Code at that time, after the Board has paid or made provisions for the payment of all of the liabilities of the LWVHC. In the event that LWVMD does not qualify as a tax-exempt organization, then the person designated by the Board shall dispose of all of the assets of the LWVHC exclusively for the purposes of the LWVHC (a) to an organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code.

**ARTICLE XII
Parliamentary Authority**

SECTION 1. 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 XIII
Officer Indemnification**

The LWVHC 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 directors or officers if they were or are threatened with suit in their capacity as a director or officer. No directors or officers shall be entitled to indemnification if they received an improper personal benefit from the action for which they seek indemnification.

**ARTICLE XIV
Bylaws**

SECTION 1. BYLAWS REVIEW.

The bylaws shall be reviewed every other year.

SECTION 2. AMENDMENTS.

Amendments to these By-laws may be proposed by the Board or any individual voting member of the LWVHC. These By-laws may be amended by a majority vote of the voting members present at the Annual Meeting provided the amendments were submitted to the membership in writing at least two (2) months 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.

