

By-laws of the League of Women Voters of Queen Anne's County

Article I. NAME

The name of this organization shall be the League of Women Voters of Queen Anne's County (hereinafter referred to as the LWVQAC). The LWVQAC is an integral part of the League of Women Voters of Maryland (hereinafter referred to as the LWVMD) and of the League of Women Voters of the United States (hereinafter referred to as the LWVUS).

Article II. PURPOSE AND POLICY

Section 1. Purpose. The purposes of the LWVQAC shall be, among other things, to promote political responsibility through informed and active participation in government and to act on selected governmental issues in accordance with member-adopted positions, protecting voters, educating and engaging voters, reforming campaign finance rules, defending the environment, and performing 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 (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 Internal Revenue Code of 1986 (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 Internal Revenue Code of 1986 (or the corresponding provision 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. Policies

2.1. Political Policy. No substantial part of the activities of LWVQAC shall be the carrying on of propaganda or otherwise attempting to influence legislation, and LWVQAC 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. The LWVQAC shall not support or oppose any political party or any candidate.

2.2 Diversity, Equity & Inclusion Policy. The LWVQAC is fully committed to ensure compliance – in principle and in practice – with LWVUS' Diversity, Equity, and Inclusion Policy.

Article III. MEMBERSHIP

Section 1. Eligibility. Any person at least 16 years of age who subscribes to the purpose and nonpartisan policy of the LWVQAC shall be eligible for membership.

Section 2. Membership Categories. Persons at least 16 years of age who have joined the League and have paid dues in accordance with Article X, Section 2, of these by-laws shall be voting members of LWVQAC, LWVMD, and LWVUS. Membership categories shall be as follows:

- **Primary:** Any dues-paying individual
- **Household:** Each additional member at the same address as the primary member.
- **Student:** A person enrolled in an accredited educational institution, full-time or part-time.
- **Life:** Those who have been members of the League for 50 years or more.

Article IV. ENUMERATION AND ELECTION OF OFFICERS

Section 1. Officers. Officers of the LWVQAC shall be President or Co-Presidents, Vice President, Secretary, and Treasurer. They shall be elected by the membership at its annual meeting and each shall hold office for a term of

two years. The President and Secretary shall be elected in odd-numbered years and the Vice President and Treasurer shall be elected in even-numbered years. They shall take office at the end of the annual meeting.

Section 2. President. The President or Co-Presidents shall preside at all meetings of the organization and of the Board of Directors. The President or Co-Presidents may, in the absence or disability of the Treasurer, perform all the duties of the Treasurer; shall be a member, *ex officio*, of all committees except the Nominating Committee; shall have the usual powers of supervision and management that pertain to the office of the President and perform such other duties as may be designated by the Board.

Section 3. Vice President. The Vice President, in the event of the absence, resignation, disability, or death of the President or Co-Presidents, shall possess the powers and perform the duties of that office. In the event the Vice President is unable to serve as President or Co-President, the Board of Directors shall elect by majority vote one of its members to fill the vacancy. The Vice President shall perform such other duties as the President or Co-Presidents and the Board may designate.

Section 4. Secretary. The Secretary shall keep the minutes of the annual meeting, meetings of the Board of Directors, and any other membership meetings as the Board or President or Co-Presidents direct; shall notify the officers and Directors of the election; shall sign, with the President or Co-Presidents, all contracts and other instruments authorized by the Board; and shall perform other duties as designated by the President or Co-Presidents or the Board.

Section 5. Treasurer. The Treasurer shall collect and receive all moneys due; shall be the custodian of these moneys; shall deposit them in a bank(s) designated by the Board of Directors; and shall disburse same in accordance with the budget or upon the order of the Board of Directors. The Treasurer shall present a report to the Board at its regular meetings, and a final annual report and proposed budget for the coming year to the membership at the annual meeting. The books of the Treasurer shall be audited each time a new Treasurer is installed or the current Treasurer is reelected.

Article V. BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall consist of the officers and no fewer than five (5) and not more than eight (8) elected Directors. Directors elected by the membership at the annual meeting shall serve for a term of two (2) years until the conclusion of the annual meeting two (2) years following their election, or until their successors have been elected. The Board may appoint a maximum of three (3) additional Directors as deemed necessary to carry out the work of the LWVQAC. Appointed Directors shall serve until the second annual meeting after their appointment.

Section 2. Staggered Terms. The elected Directors shall serve in staggered two-year terms in order to achieve continuity on the Board.

Section 3. Qualifications. No person shall be elected, appointed, or continue to serve as an officer or director unless that person is a voting member of the LWVQAC.

Section 4. Vacancies. Any vacancy in the elected Board of Directors may be filled for the remainder of the vacated term by a majority vote of the Board. Unexcused absence of any Board member from three (3) consecutive meetings shall be deemed resignation from the Board. Thereupon, the Board shall be authorized to fill the vacancy.

Section 5. Powers and Duties. The Board of Directors shall have charge of the property and business of the organization with the power and authority to manage and conduct the same, subject to the instructions of the membership at the annual meeting. The Board shall create and designate such committees as it may deem necessary.

Section 6. Regular Meetings. There shall be at least six (6) regular meetings of the Board of Directors annually. The President or Co-Presidents shall ensure that each member of the Board of Directors is notified of all regular meetings at least fourteen (14) days in advance by mail, email, or fax, giving the time and place of the meeting. Board meetings may be held in person or by means of video conference, telephone conference or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Action taken at any regular Board meeting attended by a majority of the Board members shall not be invalidated because of the failure

of any Board member(s) to receive any notice properly sent or because of any irregularity in any notice actually received.

Section 7. Executive Committee. The Executive Committee, consisting of the officers of the Board, shall exercise such power and authority as may be delegated to it by the LWVQAC Board and shall report to the LWVQAC Board on all actions taken by it between regular meetings of the Board.

Section 8. Special Meetings. The President or Co-Presidents may call special meetings of the Board of Directors and shall call a special meeting upon the written request of one-third (1/3) of the Board members. Board members shall be notified of the time and place of special meetings at least two (2) days before such meetings.

Section 9. Quorum. A majority of the Board members shall constitute a quorum. Any one or more Board members may participate in a meeting by means of video conference, telephone conference, or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 10. E-mail Meetings. Board meetings may be held by e-mail to deal with specific matters, which arise between in-person or conference call Board meetings. For an e-mail meeting to occur, the President must send an agenda to all Board members with no more than three items to be commented on or voted upon and a deadline for closing the e-mail meeting. Participants can vote at any time during the period that the vote is open but before the deadline. If a quorum of members responds within the time period designated, the meeting is valid.

Article VI. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. The Nominating Committee shall consist of three (3) members. The Chair and one (1) member, who are not Directors, shall be nominated by the current Nominating Committee and elected by the membership at the annual meeting. An additional member shall be elected by the Board of Directors from its membership after the annual meeting. Vacancies in the Nominating Committee shall be filled by the Board of Directors.

Section 2. Suggestions for Nominations. The Chair of the Nominating Committee shall request suggestions from the membership for nominations for positions to be filled.

Section 3. Report of the Nominating Committee and Nominations from the Floor. The report of the Nominating Committee for officers, Directors, and the chair and one member of the succeeding Nominating Committee shall be sent to the membership with the notice of the annual meeting. Immediately following the presentation of the report, nominations may be made from the floor by any member of the LWVQAC with the consent of the nominee.

Section 4. Election. The election shall be by ballot, providing that when there is but one nominee for each office, it shall be by voice vote. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

Article VII. ANNUAL MEETING

Section 1. Annual Meeting. There shall be an annual meeting of the LWVQAC membership each year, the time and place of which shall be determined by the Board of Directors.

Section 2. Place, Date, and Call. The Secretary shall send notice of the time and place of the annual meeting to all voting members of the LWVQAC at least thirty (30) days prior to the date of the meeting.

Section 3. Quorum. Twenty percent of the voting members of the LWVQAC shall constitute a quorum for the purpose of transacting business at the annual meeting.

Section 4. Powers. At the annual meeting, the members shall elect Officers, Directors, and the Chairperson and one member of the Nominating Committee; shall adopt a budget for the ensuing year; and shall transact such other business as may properly come before it.

Article VIII. 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 adoption of national, state, and local programs.

Section 2. Program. The Program of the LWVQAC shall consist of:

- (a) Action to implement the LWVUS Principles and Positions and/or
- (b) Those local governmental issues chosen by the membership at the annual meeting for concerted study and action.

Section 3. Procedures for the Program. Any member may propose an idea for a Program to the Board of Directors. The Board of Directors shall decide whether that Program should be proposed to the membership at the annual meeting. A majority vote of the members present and voting at the annual meeting shall be required for the adoption of the Program proposed by the Board of Directors. If the proposed Program is approved by the membership for study and consensus, the Board of Directors shall coordinate the study and hold a meeting for consensus within a reasonable time after the completion of the study.

Section 4. Member Action. Members may act in the name of the LWVQAC only when authorized to do so by the LWVQAC Board.

Article IX. NATIONAL CONVENTION, STATE CONVENTION, AND COUNCIL

Section 1. National Convention. The Board may select delegates to the national convention in the number allotted to the LWVQAC under the provisions of the By-laws of the LWVMD.

Section 2. State Convention. The Board may select delegates to the state convention in the number allotted to the LWVQAC under the provisions of the By-laws of the LWVMD.

Section 3. State Council. The Board, at a meeting before the date on which the names of the delegates must be sent to the State office, may select delegates to that council in the number allotted to the LWVQAC under the provisions of the By-laws of the LWVMD.

Article X. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of the LWVQAC is from July 1 through June 30.

Section 2. Financial Support. Annual dues will be payable July 31. Any member who fails to pay dues by December 31 shall be dropped from the membership rolls and will no longer receive League minutes. Dues shall be determined by the Board of Directors subject to approval by the voting members present and voting at the annual meeting. When the combined state and national Per Member Payment (PMP) exceeds the existing dues structure, the LWVQAC dues will become and remain consistent with the state and national combined amount. Student members and lifetime members shall be exempt from dues.

Section 3. Budget. The Board shall submit a fiscal year budget providing for the support of the LWVQAC to the membership one (1) month prior to the annual meeting.

Section 4. Budget Committee. The Board of Directors shall appoint a three-member budget committee, one of whom is the Treasurer, at least two (2) months prior to the annual meeting. This committee shall submit a budget to the Board for review before submission to the membership one (1) month prior to the annual meeting.

Section 5. Distribution of Funds on Dissolution. In the event of a dissolution of the LWVQAC for any cause, all money and securities which may at the time be owned by or under the absolute control of the LWVQAC shall be paid to the LWVMD after the Board of Directors has paid or made provisions for the payment of all of the liabilities of the LWVQAC. 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 LWVQAC shall be disposed of by any officer 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 Board of Directors of the LWVQAC.

Article XI. PARLIAMENTARY AUTHORITY

The rules contained in *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 By-laws.

Article XII. AMENDMENTS

Amendments to these By-laws may be proposed by the LWVQAC Board or by any member provided such proposed changes shall be submitted to the members with the notice of the annual meeting together with the recommendation of the Board of Directors. Amendments to these By-laws shall be adopted by a two-thirds (2/3) vote at the annual meeting and shall be effective at the conclusion of the annual meeting unless otherwise stated.

Original LWVQAC By-laws were adopted September 8, 2003; amended April 24, 2006; amended May 16, 2017, and amended June 15, 2021
Last printing: ~~June 2017~~