

**AMENDED BYLAWS**

**LEAGUE OF WOMEN VOTERS**

**OF EDINA LLC**

## **ARTICLE I**

### **SUBSIDIARY ORGANIZATION**

The name of this organization shall be League of Women Voters Edina, LLC, hereinafter referred to in these bylaws as the Local League. This Local League is a wholly-owned subsidiary of League of Women Voters of Minnesota Education Fund, a Minnesota nonprofit corporation described in Section 501(c)(3) of the Internal Revenue Code, d/b/a League of Women Voters Minnesota.

## **ARTICLE II**

### **PURPOSES AND POLICY**

Section 2.1 Purposes. The purposes of League of Women Voters Edina, LLC are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Section 2.2 Political Policy. The League shall not support or oppose any political party or any candidate.

## **ARTICLE III**

### **LOCAL MEMBERS**

Section 3.1 Eligibility. Any person who subscribes to the purposes and policy of the League shall be eligible for membership.

Section 3.2 Types of Membership.

A. Voting Members. Persons at least 16 years of age who join the League shall be voting members of the local League, state League, and of the LWVUS;

1) those who live within the area of the local League may join that League or any other local League;

2) those who reside in an area without a local League may join any local League or shall be state members;

3) those who have been members of the League for 50 years or more shall be life members excused from the payment of dues.

B. Associate Members (Non-Voting). All others who join the League shall be Associate Members (Non-Voting).

Section 3.3 Rights of Members. Voting Members shall have the right to attend, participate in and vote at all meetings of the Local Members. Voting Members are also eligible to serve on the Board of this Local League, as officers of this Local League and as delegates to the Convention, Council and similar meetings of League of Women Voters Minnesota.

Section 3.4 Term of Membership. The term of membership is one year from April 1 through March 31.

Section 3.5 Membership Dues. The amount of annual membership dues shall be established by the Members at the Annual Meeting.

Section 3.6 Non-transferability of Memberships. A Member may not transfer a membership in this Local League or a right arising from it.

Section 3.7 Resignation. A Member may resign at any time.

Section 3.8 Termination of Membership. The Board may terminate the membership of any person who fails to comply with the conditions of membership as established by the Board.

Section 3.9 Acceptance of Membership. A person shall not be deemed to be a Member of this Local League unless and until the person has been accepted as a Member in accordance with policies and procedures established by the Board.

## **ARTICLE IV**

### **MEETINGS OF LOCAL MEMBERS**

Section 4.1 Annual Meeting. An Annual Meeting of the Members shall be held between April 1 and May 31, the exact date, time and place to be determined by the Board of Directors. At the Annual Meeting, the Members shall adopt a local Program for the ensuing year; elect officers, directors, and other league leadership; adopt an adequate Budget; and transact such other business as may properly come before them.

Section 4.2 Special Meetings. Special meetings of the Members may be called for any purpose or purposes at any time by: the President, the Board, or ten percent (10%) of the Members. Special meetings shall be held on the date and at the time and at a place convenient to the Members of the Local League, fixed by the President or the Board.

Section 4.3 Notice. Notice of all meetings of Members shall be given to every Member, except where the meeting is an adjourned meeting and the date, time and place of the meeting were announced at the time of adjournment. The notice shall contain the date, time and place of the meeting and be given at least ten (10) days before the date of the meeting. In the case of a special meeting, the notice shall contain a statement of the purposes of the meeting. The notice may also contain any other information deemed necessary or desirable by the Board or by any other person or

persons calling the meeting. Notice may be sent by United States mail or by a form of electronic communication consented to by the Member to whom the notice is given.

Section 4.4 Quorum. The presence of ten percent (10%) of the Members shall constitute a quorum for the transaction of business at any meeting of the Members. If a quorum is present when a duly called or held meeting is convened, the Members present may continue to transact business until adjournment even though the withdrawal of a number of Members originally present leaves less than the proportion or number otherwise required for a quorum.

Section 4.5 Manner of Acting. The Members shall act by the affirmative vote of a majority of the Members present. Proxy voting is not allowed.

Section 4.6 Voting Rights. Each Member shall have one (1) vote on each matter to be voted on by the Members.

## **ARTICLE V**

### **BOARD**

Section 5.1 General Powers. The affairs of this Local League shall be governed by or under the direction of its Board.

Section 5.2 Number. The Board, including officers, shall consist of at least nine and no more than thirteen persons. The elected members of the Board may appoint such additional directors, not exceeding five, as they deem necessary to carry on the work of the League.

Section 5.3 Qualifications. No person shall be elected or appointed or shall continue to serve as an officer or director of this organization unless she/he is a Voting Member of the League of Women Voters Edina.

Section 5.4 Election and Term. At the Annual Meeting, the Voting Members shall elect persons to serve on the Board for two year terms which shall begin immediately and end at the conclusion of the Annual Meeting held two years later. The terms of appointed Directors shall be one year and shall expire at the conclusion of the next Annual Meeting.

Section 5.5 Resignation and Removal. A member of the Board may resign at any time, effective immediately or at a later date specified in the resignation, by giving written notice to the President. The Board shall not be required to accept the resignation to make it effective. A member of the Board may be removed at any time, with or without cause, by the Members. Any member of the Board with three consecutive absences from Board meetings without a valid reason shall be deemed to have resigned.

Section 5.6 Filling Vacancies. Any vacancy occurring in the Board of Directors by reason of the death, disqualification, resignation, removal or other circumstance of an officer or elected member may be filled by a majority vote of the remaining members of the Board of Directors.

Section 5.7 Compensation. No person shall receive compensation for serving on the Board, but nothing in these Bylaws shall be construed to preclude any person from serving this Local League in any other capacity and receiving compensation therefor. In addition, a member of the Board may be reimbursed for reasonable out-of-pocket expenses incurred by the member in rendering services to this Local League, as the Board from time to time determines such services to be directly in furtherance of the purposes and in the best interest of this Local League.

Section 5.8 Committees of the Board. The Board may establish committees of the Board and determine the number and the identity of persons to serve on such committees. Committee members must be natural persons but need not be members of the Board. Unless otherwise determined by the Board, all committees shall make recommendations to the Board and shall not have the authority to act on behalf of the Board.

## **ARTICLE VI**

### **MEETINGS OF THE BOARD**

Section 6.1 Annual Meeting. The annual meeting of the Board shall be the Annual Meeting of the Members as provided in Section 4.1.

Section 6.2 Regular Meetings. There shall be at least nine regular meetings of the Board annually.

Section 6.3 Other Meetings. Other meetings of the Board may be called at any time, for any purpose, by the President or any three members of the Board. Notice of every such meeting of the Board shall be given to each member of the Board at least seven (7) days before the day on which the meeting is to be held, via U.S. mail, or by delivery in person, e-mail, or telephone, no later than twenty-four (24) hours before the meeting is to be held.

Section 6.4 Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting, the members of the Board shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present. The existence of a quorum is determined when a duly called meeting is convened.

Section 6.5 Voting. Only members of the Board who are present at a meeting may vote.

There shall be no voting by mail or proxy. Each member of the Board shall be entitled to only one vote on any matter brought before any meeting of the Board. Unless otherwise required by law or by the Articles of Organization, the affirmative vote of a majority of the members of the Board at a duly held meeting of the Board shall govern in every matter voted upon and shall constitute a duly authorized action of the Board.

Section 6.6 Presence at Meetings. A member of the Board or of any committee, as applicable, may participate in a meeting of the Board or any committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can simultaneously hear each other. Participation in a meeting by such means constitutes presence at the meeting for purposes of calculating a quorum.

Section 6.7 Meetings Without Notice. Any member of the Board may, in writing or orally, either before, at, or after any meeting of the Board, waive notice thereof and, without notice, any member of the Board by attendance at such meeting and participation therein shall be deemed to have waived notice of the action or actions taken at any meeting of the Board.

Section 6.8 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken by written action signed, or consented to by authenticated electronic communication, by the number of members of the Board that would be required to take the same action at a meeting of the Board at which all members of the Board were present. If written action is taken by fewer than all members of the Board, the remaining members shall be notified promptly of that action.

## **ARTICLE VII**

### **OFFICERS**

Section 7.1 Officers. The officers of this Local League shall consist of a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer. Two or more individuals may be elected to share the office of President.

Section 7.2 Term. The officers shall be elected by the Voting Members at the Annual Meeting to two year terms which shall begin immediately and end at the Annual Meeting held two years later. If possible, the officers shall be elected to staggered terms so that three officers are elected in one year, and the other two officers are elected in the alternate year.

Section 7.3 Duties. The officers shall have the following duties:

- A. 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 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.

- B. The Vice Presidents. The two Vice Presidents, in the order of their rank, shall, in the event of absence, disability, resignation, or death of the President, possess all the powers and perform the duties of that office until the Board of Directors shall select one of its members to fill the vacancy. The Vice Presidents shall perform such other duties as the President and Board may designate.
- C. The Secretary. The Secretary shall keep minutes of all meetings of the Board of Directors, the Annual Meeting, Special Meetings under Section 4.2 and any other meetings as directed by the Board. 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 her/his office.
- D. The Treasurer. The Treasurer shall collect and receive all monies and dues. She/he shall be the custodian of these monies, shall deposit them in a bank designated by the Board of Directors and shall disburse the same according to the approved budget or order of the Board. She/he shall present Statements to the Board at their regular meetings and an Annual Report at the Annual Meeting.

Section 7.4 Vacancies. A vacancy in any office occurring by reason of death, disqualification, resignation or removal, or other circumstance shall be filled for the unexpired portion of the term by appointment of a successor by the Board.

Section 7.5 Bond. The Board shall, from time to time, determine which, if any, of the officers, agents or employees of this Local League shall be bonded and the amount of each bond.

Section 7.6 Removal of Officer. Any officer may be removed at any time by the Board at any regular meeting or at a special meeting called for that purpose.

Section 7.7 Resignation. Any officer may resign at any time. Such resignation shall be made in writing to the President and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President. The Board shall not be required to accept the resignation to make it effective.

## **Article VIII**

### **Nominations and Elections**

Section 8.1 Nominating Committee. The Nominating Committee shall consist of at least three and not more than five members, including at least one board member. The Nominating Committee

shall be elected by the Voting Members at the Annual Meeting. Any vacancies on the Committee may be filled by appointment by the Board of Directors.

Section 8.2 Report of the Nominating Committee and Nominations from the Floor. The report of the Nominating Committee shall be sent to all members one month before the date of the Annual Meeting. Immediately following the presentation of this report at the Annual Meeting, nominations may be made from the floor by any Voting Member provided the consent of the nominee has been secured.

Section 8.3 Elections. Voting shall be by ballot except that if there is only one nominee for an office, it shall be by voice vote. Elections require a simple majority vote.

**ARTICLE IX  
AMENDMENTS**

Any proposed amendment of these Bylaws requires the approval of a majority of the Voting Members attending the annual or special meeting, provided that written notice has been sent to each Voting Member at least ten (10) days in advance of the date of the meeting at which the proposed amendment is to be considered. The notice shall state the text of the proposed amendment or amendments. Any proposed amendment of these Bylaws also requires the approval of the Board of League of Women Voters Minnesota.

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These bylaws were approved by the Voting Members of League of Women Voters Edina on May 10, 2018 and approved by the Board of League of Women Voters Minnesota on May 22, 2018.