

BYLAWS
League of Women Voters
Nashville, Tennessee
Article I
Name

Section 1. Name. The name of this organization shall be League of Women Voters of Nashville, hereinafter referred to in these bylaws as the League. This local League is an integral part of the League of Women Voters of the United States and of the League of Women Voters of Tennessee.

Article II
Purposes and Policy

Section 1. Purposes. The purposes of the League of Women Voters of Nashville shall be to promote political responsibility through informed and active participation in government and to act on selected governmental 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. Types of Membership. The membership of the League shall be composed of voting members and associate members.

a. Voting Members. Citizens at least 18 years of age, who join the League of Women Voters of Nashville, shall be voting members of the LWV of Nashville, the LWV of Tennessee and the League of Women Voters of the United States. Those who have been members of the League for 50 years or more shall be honorary life members excused from the payment of dues.

b. Associate Members. All others who join the League shall be associate members of the League of Women Voters of Nashville.

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Article IV
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, eight (8) elected directors and not more than eight (8) appointed directors. Four (4) shall be elected by the general membership at each Annual Meeting and shall serve for a term of two years, or until their successors have been elected and qualified. The elected members shall appoint such additional directors, not exceeding eight (8), as they deem necessary to carry on the work of the League. The terms of office of the appointed directors shall be one year and shall expire at the conclusion of the next annual meeting. Officers and directors shall be eligible to serve for not more than six consecutive years in the same capacity.

Section 2. Qualifications. No person shall be elected or appointed or shall continue to serve as an officer or director of this organization unless he/she is a voting member of the League of Women Voters of Nashville.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors by reason of the resignation, death, or disqualification of an officer or elected member may be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board of Directors. Three consecutive absences from a board meeting of any member without prior notice shall be deemed a resignation.

Section 4. Powers 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 same, subject to the instructions of the general membership. It shall plan and direct the work necessary to carry out the program as adopted by the National Convention, the State Convention and the Annual Meeting. The Board shall create and designate such special committees as it may deem necessary.

Section 5. Meetings. There shall be at least nine regular meetings of the Board of Directors annually. 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.

Article V
Officers

Section 1. Enumeration and Election of Officers. The Officers of the League of Women Voters of Nashville shall be a president, a first vice-president, a second vice-president, a secretary, and a treasurer who shall be elected for terms of two years by the general membership at an Annual Meeting and take office immediately. The president, the first vice-president, and the secretary shall be elected in even-numbered years. The second vice-president and treasurer shall be elected in odd-numbered years.

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In addition, when it seems advisable and is possible, a president-elect may be elected for a term not to exceed one fiscal year. Nothing herein shall preclude the election of co-presidents.

Section 2. The President. The president shall preside at all meetings of the organization and of the Board of Directors. 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. The president 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. In the event of the absence, disability, resignation or death of the president, the two vice-presidents, in the order of their rank, shall possess all the powers and perform all the duties of that office until the Board of Directors shall fill the vacancy, preferably from the Board membership. In the event of the absence, disability, resignation, or death of a co-president, the other shall possess all the powers and perform all the duties of the office of the president, until the Board, in conjunction with the remaining co-president, shall determine whether to fill the vacancy.

Section 3. The Vice-Presidents. The vice-presidents shall perform such duties as the president and the Board may designate, with emphasis on relieving the president of administrative duties.

Section 4. The Secretary. The secretary shall keep minutes of all business meetings of the League and of all meetings of the Board of Directors. The secretary shall notify all officers and directors of their election. The secretary shall sign, with the president, all contracts and other instruments when so authorized by the Board of Directors and shall perform such other functions as may be incidental to the office of secretary.

Section 5. The Treasurer. The treasurer shall collect and receive all moneys due. If approved by the Board of Directors, this responsibility may be delegated to a League administrator so long as the treasurer reviews bank and investment statements, including cancelled checks on a monthly basis. The treasurer shall be the custodian of these moneys and shall disburse them for expenditures authorized in the budget or by the Board. The treasurer shall present periodic statements to the Board at its regular meetings and an annual report to the membership at the annual meeting.

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Article VI
Financial Administration

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

Section 2. Dues.

- a. Annual dues shall be determined, on recommendation of the Board of Directors, by a majority of voting membership present and voting at an annual meeting. Any proposal for dues changes must be sent to the membership 30 days before the annual meeting at which the change is to be considered. The amount of annual dues determined in the manner set forth above shall remain in effect until such time as the amount is changed in accordance with the procedure stated in this section.
- b. Annual dues shall be payable July 1. Any member who fails to pay dues within three months after they become payable shall be dropped from the membership rolls.
- c. When two or more members reside at the same address in a common household, the first member shall pay annual dues in the full amount; each other member shall pay dues equal to one-half the full amount.

Section 3. Budget. A budget for the ensuing year shall be submitted by the Board of Directors to the Annual Meeting for adoption and shall be sent to all members one month in advance of the Annual Meeting. The budget shall include support for the work of the League as a whole.

Section 4. Budget Committee. A Budget Committee shall be appointed by the Board of Directors at least two months prior to the Annual Meeting to prepare a budget for the ensuing year. The treasurer shall serve as a member, but not as chair, of this committee.

Section 5. Finance Committee. A Finance Committee shall plan and conduct a drive for financial contributions. The plans shall be coordinated with the work of the Budget Committee subject to the approval of the Board of Directors.

Section 6. Distribution of Funds on Dissolution. In the event of a dissolution for any cause of the League of Women Voters of Nashville, all moneys and securities which may at the time be owned by or under the control of the League of Women Voters of Nashville shall be paid to the League of Women Voters of Tennessee after the Board of Directors of the League of Women Voters of Nashville has paid or made provision for payment of all the liabilities of the League of Women Voters of Nashville. All other property of whatsoever nature, whether real, personal, or mixed which may at the time be owned or under the control of the League of Women Voters of Nashville shall be disposed of by any officer or employee 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 then Board of the League of Women Voters of Nashville.

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Article VII
Meetings

Section 1. Membership Meetings. The Board is responsible for planning at least four events each year for general membership participation.

Section 2. Special Meetings. The Board may call a special membership meeting and shall call such a meeting upon the written request of one-tenth of the voting members.

Section 3. Annual Meeting. An Annual Meeting shall be held between May 1 and July 1, 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 officers and directors and the chair and two members of the nominating committee,
- c. adopt an adequate budget, and
- d. transact such other business as may properly come before it.

Section 4. Quorum. One-tenth of the voting membership shall constitute a quorum at all meetings of the League of Women Voters of Nashville.

Article VIII
Nominations and Elections

Section 1. Nominating Committee. The nominating committee shall consist of at least 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, shall be elected at the Annual Meeting. Nominations for these offices shall be made by the current Nominating Committee. The other members shall be appointed by the Board of Directors by the September Board meeting. Any vacancy on the Nominating Committee shall be filled by the Board of Directors. Suggestions for nominations for 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 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 to the Annual Meeting. Immediately following presentation of this report, nominations may be made from the floor by any voting member provided the consent of the nominee has been secured.

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

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Article IX
Program

Section 1. Authorization. The governmental principles adopted by the national convention, and supported by the League as a whole, constitute the authorization for the adoption of the program.

Sections 2. Program. The program of the League of Women Voters of Nashville shall consist of (a) action to implement the Principles of the League of Women Voters of the United States, (b) those local governmental issues chosen for concerted study and action, and (c) action to support those positions established by member agreement.

Section 3. Action by the Annual Meeting. The Annual Meeting shall act upon the program using the following procedures:

- a. The Board of Directors shall consider the recommendations received from voting members two months prior to the Annual Meeting and shall formulate a proposed program.
- b. The proposed program shall be sent to all members one month before the Annual Meeting.
- c. A majority vote of voting members present and voting at the Annual Meeting shall be required for adoption of subjects in the proposed program as presented to the Annual Meeting by the Board of Directors.
- d. Recommendations for program submitted by voting members two months prior to the Annual Meeting but not recommended by the Board of Directors may be considered by the Annual Meeting, provided that:
 - 1) The Annual Meeting shall order consideration by a majority vote and,
 - 2) The Annual Meeting shall adopt the item by a two-thirds vote.

Section 4. Changes in the Program. Changes in the program in the case of altered conditions may be made provided that:

- a. Information concerning the proposed changes has been sent to all members at least two weeks prior to a general membership meeting at which the change is to be discussed;
- b. Final action may be taken at the general meeting provided that attendance at said meeting shall constitute a quorum; and
- c. Proposed change shall require a two-thirds majority of those voting for adoption.

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

Article X
National Convention, State Convention and Council

Section 1. National Convention. The Board of Directors shall select delegates to the national convention at a meeting prior to the date on which the names of the delegates must be sent to the

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national office. The number of delegates is determined by the League of Women Voters of the United States. The local board may elect to send fewer delegates than the allotment.

Section 2. State Convention. The Board of Directors, at a meeting before the date on which the names of delegates must be sent to the state office, shall select delegates to that convention in the number allotted by the League of Women Voters of Nashville under the provisions of the Bylaws of the League of Women Voters of Tennessee.

Section 3. State Council. The Board of Directors, at a meeting prior to the date on which the names of delegates must be sent to the state office, shall select delegates to that council in the number allotted the League of Women Voters of Nashville under the provisions of the Bylaws of the League of Women Voters of Tennessee.

Article XI (P36)
Parliamentary Authority

Section 1. Parliamentary Authority. The rules contained in the current edition of 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 Bylaws.

Article XII
Amendments

Section 1. Amendments. These Bylaws may be amended by a two-thirds vote of the voting members present and voting at the Annual Meeting, provided the amendments were submitted to the membership in writing at least one month in advance of the meeting.

In effect as of April 19, 2005