

AMENDED AND RESTATED BYLAWS
Amended And Restated April 18, 2006, Ratified May 23, 2006
LEAGUE OF WOMEN VOTERS OF CLERMONT COUNTY

ARTICLE I
NAME

Section 1.1 Name. The name of this organization shall be the League of Women Voters of Clermont County (“LWVCC”). The LWVCC is an integral part of the League of Women Voters of the United States (“LWVUS”) and the League of Women Voters of Ohio (“LWVO” and collectively with all members of the LWVUS, the “League”).

ARTICLE II
PURPOSE AND POLICY

Section 2.1 Purpose. The purposes of the LWVCC are to promote political responsibility through informed and active participation of citizens in government and to act on selected governmental issues.

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

Section 2.3 Responsibilities The League of Women Voter of Ohio shall assume responsibility for the organization and development of local Leagues, for the formation and operation of member-at-large units where circumstances dictate such organization, for the guidance of Inter-League Organization for the promotion of League program, for financial development and for such other matters as the LWVUS Board may from time to time may delegate to them.

ARTICLE III

MEMBERSHIP

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. The membership of the League shall be composed of voting members and associate members.

(a) Voting Members. Citizens at least eighteen (18) years of age who join the LWVCC shall be **voting members of the LWVCC, LWVO and LWVUS** local and state Leagues of their place of joining and of the LWVUS.

(i) Those who reside outside the area of any Local League may join a local League or shall be state members-at-large;

~~(ii) Those who make a lump sum membership payment to the LWVUS shall be paid life members and~~

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

3.3 Associate Members. All others who join the League shall be **non-voting**.associate members.

Rationale for changes to Article II and Article III

The first three articles of every state and local League's bylaws are required to be identical to the first three articles of LWVUS. Delegates to LWVUS Convention 2006 approved the above changes to the LWVUS bylaws. We are required to make the same changes to the LWVO bylaws.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 Number, Manner of Selection and Term of Office. The Board of Directors shall consist of the officers of the League, six (6) elected Directors and not more than six (6) appointed Directors. One-half (½) of elected Directors shall be elected by the general membership at each Annual meeting and shall serve for a term of two (2) years, or until their successors have been elected and qualified. The elected members shall appoint such

additional Directors, not exceeding six (6), 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.

Section 4.2 Qualifications. No person shall be elected or appointed or shall continue to serve as an officer or director of this organization unless the person is a voting member of the LWVCC.

Section 4.3 Attendance. A Board member who has two absences from Board meetings in a fiscal year may be asked to resign.

Section 4.4 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 (3) consecutive absences from a Board meeting without a valid reason shall be deemed a resignation.

Section 4.5 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 the 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 4.6 Meetings. There shall be at least eight 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 (5) members of the Board.

Section 4.7 Quorum. A majority of the members of the Board of Directors shall constitute a quorum.

Section 4.8 Indemnification. In the exercise of any powers herein conferred the Board of Directors shall be free and wholly exonerated from liability on account of any honest error judgment or by reason of acts or deeds done, suffered or omitted in good faith and without willful default or neglect.

ARTICLE V **OFFICERS**

Section 5.1 Enumeration and Election of Officers. The officers of the LWVCC shall be a President, a Vice President, a Secretary, and a Treasurer. **The President, Secretary and Treasurer shall be elected for a term of two (2) years, or until their successors have been elected and qualified. The Vice President shall be elected for a term of one (1) year, or until a successor has been elected and qualified.** The President and Secretary shall be elected by the general membership at an Annual meeting in odd number years and take office immediately. **The Treasurer shall be elected by the general membership at an Annual Meeting in even-numbered years and take office immediately. The Vice President shall be elected by the general membership at an annual meeting and take office immediately. The Vice President elected in even-numbered years will serve as President elect for one year.**

Section 5.2 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.

Section 5.3 The Vice President. The Vice President shall, in the event of absence, disability, resignation, or death of the President, possess all the powers and perform all the duties of that office. The Vice President shall perform such duties as the President and the Board may designate.

Section 5.4 The Secretary. The Secretary shall keep the minutes of all 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 and shall perform such other functions as may be incident to the office.

Section 5.5 The Treasurer. The Treasurer shall collect and receive all monies due. The Treasurer shall be the custodian of these monies, shall deposit them in a bank designated by the Board of Directors, and shall disburse the same only upon order of the Board. The Treasurer shall present statements to the Board at their regular meetings and an annual report to the Annual Meeting.

ARTICLE VI

FINANCIAL ADMINISTRATION

Section 6.1 Fiscal Year. The fiscal year of the LWVCC shall commence on the first day of June of each year.

Section 6.2 Dues. Dues will be determined by the membership at the annual meeting. Any member who fails to pay the dues within two months after they become payable shall be dropped from the membership roll.

Section 6.3 Budget. A Budget for the ensuing year shall be submitted by the Board of Directors to the Annual Meeting for adoption. The Budget shall include support for the work of the League as a whole.

Section 6.4 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 and to recommend the amount of dues for the ensuing year. The proposed Budget and amount of dues shall be sent to all members one month before the Annual Meeting. The Treasurer shall not be eligible to serve as chairman of the Budget Committee.

Sec. 4. Financial Support.

a) Each local League shall make quarterly per member payments (hereinafter referred to as PMP) beginning July 1st directly to the LWVO, the amount of such payment to be determined by Convention by a three-fifths vote of those present and voting. When two or more members reside at the same address in a common household, the local League shall pay a full PMP for the first member and one half PMP for each additional member of the common household.

b) A local League must meet its annual Ohio PMP responsibilities in full to be entitled to voting delegates at that year's State Convention or Council.

c) The per member payment for a member who is a student, as defined by the LWVUS, shall be equal to one-half the per member payment amount determined at Convention.

d) Members at large will pay dues as designated.

ARTICLE VII **MEETINGS**

Section 7.1 Membership Meetings. There shall be at least three meetings of the membership each year. Time and place shall be determined by the Board of Directors.

Section 7.2 Annual Meeting. An Annual Meeting shall be held between March 15 and June 25, 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;
- (c) adopt an adequate budget; and
- (d) transact such other business as may properly come before it.

Section 7.3 Quorum 20% of the voting membership shall constitute a quorum at all business meetings of the LWVCC.

ARTICLE VIII **NOMINATIONS AND ELECTIONS**

Section 8.1 Nominating Committee. The nominating committee shall consist of three members appointed by the Board, at least one of whom shall be a Director. Suggestions for nominations for officers and directors may be sent to this committee by any voting member.

Section 8.2 Report of the Nominating Committee and Nominations from the Floor.
The report of the nominating committee of its nominations for officers, and directors shall be sent to all members one month before the date of the Annual Meeting.

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

Section 8.3 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 Article PROGRAM

Section 9.1 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.

Section 9.2 Program. The program of the LWVCC shall consist of:

- (a) action to implement the principles of the LWVUS and the LWVO; and
- (b) those local governmental issues chosen for concerted study and action.

Section 9.3 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 sent in by the 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 at the Annual Meeting provided that:
- (i) The Annual Meeting shall order consideration by a majority vote, and
 - (ii) The Annual Meeting shall adopt the item by a majority vote.
- (e) Changes in the Program in the case of altered conditions may be made provided that:
- (i) 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, and
 - (ii) final action by the membership is taken at a succeeding meeting.

Section 9.4 Member Action. Members may act in the name of the LWVCC or the League only when authorized to do so by the proper Board of

Section 9.4 Authorization to act in the name of the league generally comes from the president (one source).

ARTICLE X **NATIONAL CONVENTION, STATE COUNCIL AND I.L.O.**

Section 10.1 National Convention. The Board of Directors at a meeting before the date on which the names of delegates must be sent to the national office shall select delegates to that Convention in the number allotted the LWVCC under the provisions of the Bylaws of the LWVUS.

Section 10.2 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 the LWVCC under the provisions of the Bylaws of the LWVO.

Section 10.3 State Council. 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 council in the number allotted the LWVCC under the provisions of the Bylaws of the LWVO.

ARTICLE XI
PARLIAMENTARY AUTHORITY

Section 11.1 Parliamentary Authority. The rules contained in the most recent addition 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 Article XI

Section 12.1 Amendments. These Bylaws may be amended by a 20% vote of the voting members present and voting at the Annual Meeting, provided that amendments were submitted to the membership in writing at least one month in advance of the meeting.