

THE LEAGUE OF WOMEN VOTERS OF NEBRASKA, INC.
BYLAWS

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46 **Section 5. Duties of Officers.** The elected officers shall perform the duties given in this section and such
47 other duties as are prescribed by these Bylaws, by the General Policy, by the Board of Directors, by the
48 President and by *Robert's Rules of Order Newly Revised*.

49 a) **The President.** The President shall preside at all meetings of the corporation and of the Board of
50 Directors unless someone else has been designated by the President to preside. The President may, in
51 the absence or disability of the Treasurer, sign or endorse checks, drafts and notes; shall be an ex-officio
52 member of all committees except the Nominating Committee; and shall have such usual powers of
53 supervision and management as may pertain to the office of the President and perform such other duties
54 as may be designated by the Board.

55 b) **The Vice-Presidents.** The Vice-Presidents shall perform such duties as the President and Board
56 of Directors may designate.

57 c) **The Secretary.** The Secretary shall keep minutes of Annual Meetings and of meetings of the Board
58 of Directors. The Secretary shall notify all officers and directors of their election; shall sign, with the
59 President, all contracts and other instruments when so authorized by the Board; and shall perform such
60 other functions as may be incidental to the office.

61 d) **The Treasurer.** The Treasurer shall collect and receive all moneys due. The Treasurer shall be
62 the custodian of these moneys, shall deposit them in a bank or banks designated by the Board of
63 Directors and shall disburse them upon the order of the Board of Directors. The Treasurer shall present
64 periodic statements to the Board at its regular meetings and an annual report to the Annual Meetings.
65 The books of the Treasurer shall be audited annually at the end of the fiscal year and at such other times
66 as necessary.

67 **ARTICLE V BOARD OF DIRECTORS**

68 **Section 1. Composition.** The Board of Directors shall consist of the officers of the State League, local
69 League and recognized Member-at-Large (MAL) Unit selected liaisons, a minimum of four elected
70 directors, and a minimum of four appointed directors.

71 **Section 2. Manner of Selection and Term of Office.** The elected members of the Board of Directors
72 shall appoint a minimum of four additional directors as they deem necessary to carry on the work of the
73 League. The term of office of the appointed directors shall begin upon appointment and continue to the
74 close of the next odd-year Annual Meeting to coincide with the term of office of the elected officers.
75

76 **Section 3. Qualifications.** No person shall be elected or appointed or shall continue to serve as an officer
77 or director of this corporation unless that person is a member of the League of Women Voters in the state
78 of Nebraska.

79 **Section 4. Co-Directors.** In the event that an elected or appointed director office cannot be filled by one
80 member, two members may serve as co-directors.

81 **Section 5. Vacancies.** Any elected or appointed vacancy may be filled, until the next odd-year Annual
82 Meeting, by a member appointed by the Board of Directors.

83 **Section 6. Powers and Duties.** The Board of Directors shall have full charge of the property and business
84 of the corporation with full power and authority to manage and conduct the same, subject to the instructions
85 of the general membership at the Annual Meeting. The Board shall plan and direct the work necessary to
86 carry out the Program on state governmental matters as adopted by the Annual Meeting. It shall accept
87 responsibility delegated to it by the Board of Directors of the League of Women Voters of the United States
88 for the organization and development of local Leagues, for the carrying out of Program, and for promotion
89 in the local Leagues of finance programs requisite to further the work of the League as a whole, including
90 transmission of funds toward the support of an adequate national budget. The Board shall appoint members
91 to the Education Fund Board as specified in the Education Fund Bylaws. The Board shall create and
92 designate such special committees as it may deem necessary.

93 **Section 7. Regular Meetings.** There shall be at least four regular meetings of the Board of Directors
94 annually. The President shall notify each member of the Board of Directors of the time and place of all
95 regular meetings. No action taken at any regular Board meeting attended by three-fourths of the members
96 of the Board shall be invalidated because of the failure of any member or members of the Board to receive
97 any notice properly sent or because of any irregularity in any notice actually received.

98 **Section 8. Special Meetings.** The President may call special meetings of the Board of Directors, and
99 shall call a special meeting upon the written request of five members of the Board. Members of the Board
100 shall be notified of the time and place of special meetings by telephone or e-mail at least six days prior to
101 such meeting. During an Annual Meeting the President may or, upon the request of five members of the
102 Board, shall call a special meeting of the Board by notifying the members of the Board of the time and
103 place of said meeting.

104 **Section 9. Quorum.** The quorum for a meeting of the Board of Directors shall be five including at least
105 two of the elected officers.

106 **Section 10. Voting.** The Board of Directors shall be authorized to vote by mail or by electronic means
107 when it is deemed necessary or by phone in an emergency. The electronic process shall use a reply back
108 verification for documentation that all members received the communication. If a quorum shall vote on a
109 question sent to all members of the Board, the vote shall be counted and shall have the same effect as if cast
110 at a meeting of the Board. The vote shall be made a part of the minutes at the next meeting of the Board.
111

112 **ARTICLE VI COMMITTEES**

- 113 **Section 1.** There shall be a Budget-Finance Committee as described in Article VIII, Section 2.
114 **Section 2.** There shall be an Endowment Fund/Investment Committee as described in Article VIII,
115 Section 3.
116 **Section 3.** The vice presidents, on-board directors and off-board directors may create committees to carry
117 out their duties.
118 **Section 4.** Other committees may be appointed by the board as deemed necessary.
119

120 **ARTICLE VII RECOGNITION OF LOCAL LEAGUES AND MAL UNITS**

- 121 **Section 1. Local Leagues.**
122 a) Local Leagues are those Leagues which have been so recognized by the League of Women Voters
123 of the United States.
124 b) The Board of Directors shall recommend to the national Board that the national Board recognize
125 as a local League any group of members of the League of Women Voters of the United States in any
126 community within the state, provided the group meets recognition standards for local Leagues as
127 adopted by the national Convention.
128 c) In the event of recurring failure of a local League to meet recognition standards, the Board of
129 Directors shall recommend to the national Board that the national Board withdraw recognition from the
130 local League. All funds held by a local League from which recognition has been withdrawn shall be
131 paid to the League of Women Voters of Nebraska.

132 **Section 2. Members-at-Large.** All members of the League of Women Voters of Nebraska not enrolled
133 in a local League or Member-at-Large (MAL) unit shall be members-at-large.

- 134 **Section 3. Member-at-Large (MAL) Units.**
135 a) Member-at-Large (MAL) units are those groups of Members-at-Large which have been so
136 recognized by the League of Women Voters of Nebraska.
137 b) The Board of Directors has responsibility for the establishment of new MAL units. For this
138 purpose, the Board may organize a group of Members-at-Large in a community in which no local

139 League exists and shall recognize the group as a MAL unit when it meets the guideline standards
140 adopted by the Board of Directors.

141 c) The Board of Directors shall withdraw recognition from a MAL unit for recurring failure to meet
142 guidelines. All funds held by a MAL unit from which recognition has been withdrawn shall be paid to
143 the League of Women Voters of Nebraska. Members of MAL units from which recognition has been
144 withdrawn shall then be considered members-at-large.

145
146 **ARTICLE VIII FINANCIAL ADMINISTRATION**

147 **Section 1. Fiscal Year.** The fiscal year of the League of Women Voters of Nebraska shall commence on
148 the first of April of each year.

149 **Section 2. Budget-Finance Committee.** At the summer board meeting in odd years the president shall
150 appoint a budget committee to advise the board on financial matters and to prepare the annual budget. The
151 treasurer shall be an ex-officio member of the Budget Committee but shall not be eligible to serve as chair.
152 Any vacancy shall be filled by a member appointed by the president to serve until the next odd-year summer
153 board meeting.

154 **Section 3. Endowment Fund/Investment Committee.** At the summer board meeting in odd years three
155 members shall be appointed by the board to serve on this committee, in addition to the president and
156 treasurer, to provide a secure, ongoing funding source for payment of the League's operating expenses. The
157 committee shall select the chair. Any vacancy shall be filled by a member appointed by the Board of
158 Directors to serve until the next odd-year summer board meeting.

159 **Section 4. Budget.** The Board shall submit to the Annual Meeting for adoption, a budget for the ensuing
160 year. This budget shall provide for the support of the State League based on a per member payment from
161 the local Leagues. Members-at-large shall pay dues to the State League which shall include a Per Member
162 Payment (PMP) to the League of Women Voters of the United States. A copy of the budget shall be sent
163 to each local League president and each member-at-large at least 30 days in advance of the Annual Meeting.

164 **Section 5. Distribution of Funds on Dissolution.** In the event of the merger or dissolution of this
165 corporation for any reason, all money and securities or other property of whatsoever nature which at the
166 time be owned or under the absolute control of the corporation shall be distributed at the discretion of the
167 board, or such other persons as shall be charged by law with the liquidation or winding up of the corporation
168 and its affairs, to any member organization of the League of Women Voters national organization which is
169 exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future
170 federal tax code; or if none of these organizations are then in existence or exempt under those tax provisions,
171 then, at the discretion of the board, to another organization which is organized and operated exclusively for
172 charitable and educational purposes and which has established its tax-exempt status under such designated
173 tax provisions. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction
174 in Lancaster County, Nebraska, exclusively for such purposes or to such organizations as said court shall
175 determine, which are organized and operated exclusively for such purposes.

176
177 **ARTICLE IX ANNUAL MEETING**

178 **Section 1. Place, Date and Call.** An Annual Meeting of the League of Women Voters of Nebraska shall
179 be held at a time and place to be determined by the Board of Directors. The President shall send a first call
180 to the presidents of the local Leagues, chairs of Member-at-Large (MAL) units and members-at-large not
181 less than three months prior to the opening date of the Annual Meeting fixed in said call. Thereafter, the
182 Board of Directors may advance or postpone the opening date of the Annual Meeting by not more than two
183 weeks. A final call for the Annual Meeting shall be sent to the presidents of the local Leagues, and chairs
184 of MAL units and members-at-large at least two months before the Annual Meeting.

186 **Section 2. Voting Body.**
187 a) The voting body shall consist of members from local Leagues who are current in Per Member
188 Payment (PMP) to LWVNE and members-at-large whose LWVNE dues are current, who are properly
189 registered, and who are in attendance.
190 b) No member shall vote in more than one capacity, and there shall be no proxy voting.

191 **Section 3. Powers.** The Annual Meeting shall consider and authorize for action a Program, shall elect
192 officers in the odd years, shall adopt a budget for the ensuing year, and shall transact such other business
193 as may be presented.

194 **Section 4. Quorum.** A majority of voting members in attendance shall constitute a quorum for the
195 transaction of the business of the Annual Meeting provided that at least two local Leagues are represented
196 and, in addition, two elected officers and two on-board directors are present.

197 **Section 5. Reporting.** It shall be the responsibility of the President of the League of Women Voters of
198 Nebraska to report to the members, in the next consecutive *Voter* all action taken at the Annual Meeting.
199

200 **ARTICLE X NOMINATIONS AND ELECTIONS**

201 **Section 1. Nominating Committee.** The Nominating Committee shall consist of five members, two of
202 whom shall be members of the Board of Directors. The chair and two members, who shall not be members
203 of the Board of Directors, shall be elected by the Annual Meeting in odd years.

204 a) Nominations for these three positions shall be made by the current Nominating Committee. The
205 other two members of the Committee shall be appointed by the Board of Directors immediately after
206 the Annual Meeting in odd years.

207 b) Any vacancy occurring in the Nominating Committee shall be filled by the Board of Directors. The
208 President of the League of Women Voters of Nebraska shall send the name and address of the chair of
209 the Nominating Committee to the president of each recognized local League, and chairs of Member-at-
210 Large (MAL) units and members-at-large.

211 **Section 2. Suggestions for Nominations.** The chair of the Nominating Committee shall request, through
212 the president of each local League, the chair of each recognized Member-at-Large (MAL) Unit and other
213 members-at-large, suggestions for nominations. Suggestions for nominations shall be sent to the chair of
214 the Nominating Committee at least two months before the Annual Meeting. Any member may send
215 suggestions to the chair of the Nominating Committee.

216 **Section 3. Report of Nominating Committee and Nominations from Floor at the Annual Meeting.**
217 The report of the Nominating Committee of its nominations for officers, directors, and the chair and two
218 members of the succeeding Nominating Committee shall be sent to local Leagues, Members-at-Large Units
219 and members-at-large no later than one month before the date of the Annual Meeting. Immediately
220 following the presentation of the Nominating Committee report, nominations may be made from the floor
221 provided that the consent of the nominee shall have been secured.

222 **Section 4. Election.** The election shall be in the charge of an Election Committee appointed by the
223 President. The election shall be by ballot, except that when there is but one nominee for each office, the
224 vote may be by voice. A majority vote shall constitute an election.
225

226 **ARTICLE XI PROGRAM**

227 **Section 1. Principles.** The governmental principles adopted by the national Convention and supported
228 by the League as a whole, constitute the authorization for the adoption of Program.

229 **Section 2. Program.** The Program of the League of Women Voters of Nebraska shall consist of:

- 230 a) Action to protect the right to vote of every citizen.
231 b) Those state governmental issues chosen for concerted study and action.

232 **Section 3. Annual Meeting Action.** The Annual Meeting shall act upon the Program using the following
233 procedures:

- 234 a) Local League boards and Member-at-Large (MAL) unit committees may make recommendations
235 for a Program to the Board of directors at least two months prior to the Annual Meeting.
236 b) The Board of Directors shall consider the recommendations and shall formulate a proposed
237 Program of recommended and non-recommended proposals, which shall be submitted to the local
238 League Boards and members-at-large at least one month prior to the Annual Meeting.
239 c) Recommendations for changes submitted in writing by local League Boards and MAL unit
240 committees and received by the Board of Directors at least two months before the opening of the Annual
241 Meeting shall be considered by the Board prior to the Annual Meeting at which time the Board may
242 change the proposed program.
243 d) A majority vote shall be required for the adoption of the Program proposed by the Board of
244 Directors.
245 e) Any recommendation for the Program submitted to the Board of Directors at least two months
246 before the Annual Meeting, but not recommended by the Board, may be adopted by the Annual Meeting
247 provided consideration is ordered by a majority vote and the proposal for adoption receives a majority
248 vote.

249 **Section 4. Member Action.** Members may act in the name of the League of Women Voters of Nebraska
250 only when authorized to do so by the elected officers of the League of Women Voters of Nebraska.

251 **Section 5. Local Leagues or Member-at-Large (MAL) Unit Action.** Local Leagues or MAL units may
252 take action on state governmental matters only when authorized to do so by the elected officers of the
253 League of Women Voters of Nebraska. Local Leagues or MAL units may act only in conformity with, or
254 not contrary to, the positions taken by the League of Women Voters of Nebraska.
255

256 **ARTICLE XII NATIONAL CONVENTION AND COUNCIL**

257 **Section 1. National Convention.** The Board of Directors, at a meeting before the date on which names
258 of delegates must be sent to the National office, shall appoint delegates to that Convention in the number
259 allowed the League of Women Voters of Nebraska under the provisions of the Bylaws of the League of
260 Women Voters of the United States.

261 **Section 2. National Council.** The Board of Directors, at its meeting preceding the meeting of the Council
262 of the League of Women Voters of the United States, shall appoint delegates to such Council in the number
263 allowed the League of Women Voters of Nebraska under the provisions of the Bylaws of the League of
264 Women Voters of the United States.
265

266 **ARTICLE XIII PARLIAMENTARY AUTHORITY**

267 **Parliamentary Authority.** The rules contained in the current edition of *Robert's Rules of Order Newly*
268 *Revised* shall govern the corporation in all cases to which they are applicable and in which they are not
269 inconsistent with these Bylaws.
270

271 **ARTICLE XIV AMENDMENTS**

272 **Section 1.** These Bylaws may be amended by:

- 273 a) A two-thirds vote at any Annual Meeting, using the following procedures:
274 i. Proposals for change shall be submitted by any local League Board, chair of Member-at-Large
275 (MAL) unit, or committee appointed by the President to the Board of Directors at least three
276 months prior to Annual Meeting.
277 ii. All such proposed amendments together with the recommendations of the Board shall be sent
278 to the presidents of local Leagues, chairs of Member-at-Large (MAL) units and members-at-large
279 at least 30 days prior to Annual Meeting.

280 iii. The presidents of local Leagues and chairs of Member-at-Large (MAL) units shall notify the
281 members of their respective Leagues or MAL units of the proposed amendments. Failure of a
282 local League president or MAL unit chair to give such notice or failure of any member to receive
283 such notice shall not invalidate amendments to the Bylaws.

284 b) A two-thirds vote of the voting members of the board of directors present and voting at a regularly
285 scheduled board meeting, provided the amendment(s) was (were) reviewed and recommended by
286 the board and submitted to the local League presidents and the members-at-large at least two
287 months in advance of the meeting for comment. If a bylaw amendment is not approved by the
288 board, it may be directly submitted at the next Annual Meeting for consideration by the general
289 membership.

290 **Section 2.** After each LWVUS Convention it shall be the responsibility of the LWVNE president and office
291 administrator to bring the LWVNE bylaws into conformity with the LWVUS bylaws. Such amendments
292 shall not require a vote of the LWVNE members.

293
294 As adopted by the Convention, 1948 and as amended by the Convention, May 1950; Convention, April
295 1953; Convention, May 1955; Convention, May 1956; Convention, April 1957; Convention, May 1963;
296 Convention, April 1967; Convention, April 1971; Convention, April 1973; Convention, May 1975;
297 Convention, May 1977; Convention, May 1979; Convention, May 1981; Convention, May 1983;
298 Convention, May 1985; Convention, May 1987; Convention, May 1989; Convention, May 1991;
299 Convention, May 1992; Convention, May 1995; Convention, May 1997; Convention, May 2001;
300 Convention, April 2003; Convention, April 2005; Convention, April 2007; Convention April 2013;
301 Annual Meeting April 2015; Annual Meeting April 2016; and Annual Meeting April 2017.